

PROOF OF WILL

We, Raymond J. Wright and Thomas W. Ott, on oath state:

We are the subscribing witnesses to the attached type-written instrument dated MAY '18, 1994, which purports to be the Last Will and Testament of Mamye D. Hardwick. On the execution date of the instrument, Mamye D. Hardwick, in our presence, signed the instrument at the end thereof, acknowledged her signature thereto, declared the instrument to be her Will, and requested that we attest her execution thereof. In the presence of Mamye D. Hardwick each of us signed our respective names as attesting witnesses. At the time of execution of the instrument, Mamye D. Hardwick appeared to be eighteen (18) years of age or older, of sound mind, and acting without undue influence, fraud, or restraint.

DATED this 18th day of May, 1994.

B. J. Wright
(WITNESS)
Thomas W. Ott
(WITNESS)

* * * * *

STATE OF MISSISSIPPI
COUNTY OF Hinds

Subscribed and sworn to before me, the undersigned Notary Public, on this the 18th day of May, 1994.

James P. Crowder
Notary Public

My Commission Expires:
My Commission Expires May 10, 1996

FILED
THIS DATE
SEP 04 2008
ARTHUR JOHNSTON, CHANCERY CLERK
BY L. Jones DC

MADISON COUNTY MS This instrument was filed for record September 4, 2008
Book 43 Page 301
ARTHUR JOHNSTON, C. C.
BY: L. Jones D.C.



Last Will and Testament

OF

RALPH C. HOWARD

2008-902

I, Ralph C. Howard, an adult resident of Jackson, Hinds 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 the widower of Billie Jane Stalford Howard. I have two (2) children now living, namely:

- Kay Elizabeth Howard Burghard, and
- Sue Howard Dumont

The words "child" or "children" as used herein shall include my above named children and "descendants" shall include any person born to any of my 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 Kay Elizabeth Howard Burghard as Executrix of my estate under this Will. In the event Kay Elizabeth Howard Burghard is or becomes unable or unwilling to serve, I appoint Sue Howard Dumont to serve as Successor Executrix.

ITEM III.

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

FILED	
THIS DATE	
SEP 05 2008	
ARTHUR JOHNSTON, CHANCERY CLERK	
BY	<u>D. Terrell</u> D.C.

RE 147

ITEM IV.

I give, devise and bequeath all 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 my children, Kay Elizabeth Howard Burghard and Sue Howard Dumont, in equal shares. In the event a child should predecease me, her share shall be distributed to her descendants, per stirpes, or if there are no such descendants, said deceased child's share shall be distributed to the surviving child, or descendants.

ITEM V

I grant to 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.

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 25 day of November, 1997.

Ralph C. Howard
RALPH C. HOWARD

This instrument was, on the day and year shown above, signed, published and declared by Ralph C. Howard 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.

Edward L. Carlisle
WITNESS

49 Northtown Dr. #26C
Jackson, MS 39211
ADDRESS

[Signature]
WITNESS

211 Winsmore Way
Ridgeland MS 39157
ADDRESS



ESTATE OF RALPH C. HOWARD,
DECEASED

NO. 2008-862

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 E. E. Laird, III, 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 Ralph C. Howard, 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 November 25, 1997

2. That on November 25, 1997, the said Ralph C. Howard 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 Edward L. Carlisle, the other subscribing witness to said instrument.

3. That the said Ralph C. Howard 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 Edward L. Carlisle, 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 Ralph C. Howard, and in the presence of each other.

E. E. Laird III

SWORN TO AND SUBSCRIBED BEFORE ME, this the 25th day of
November, 1997.

Wickie L. Currier
NOTARY PUBLIC



My commission expires:
~~NOTARY PUBLIC STATE OF MISSISSIPPI AT LARGE~~
~~MY COMMISSION EXPIRES: Aug. 27, 1999.~~
~~BONDED THRU NOTARY PUBLIC UNDERWRITERS~~

MADISON COUNTY MS This Instrument was
filed for record September 5, 2008
Book 43 Page 304
ARTHUR JOHNSTON, C. C.
BY: *P. Tenell* D.C.

ESTATE OF RALPH C. HOWARD,
DECEASED

NO. 2008-062

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 Edward L. Carlisle, 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 Ralph C Howard, 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 November 25, 1997.

2 That on November 25, 1997, the said Ralph C Howard 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 E. E. Laird, III, the other subscribing witness to said instrument

3. That the said Ralph C Howard 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 E E Laird, III, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of said Ralph C. Howard, and in the presence of each other.

Edward L. Carlisle

SWORN TO AND SUBSCRIBED BEFORE ME, this the 25th day of November, 1997.

Wickie G. Owen

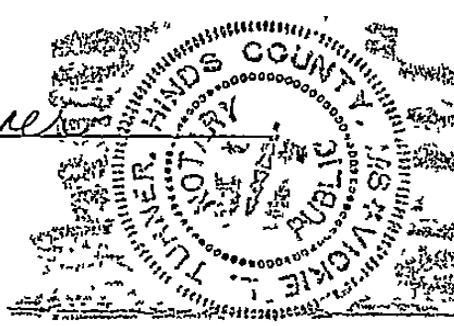
NOTARY PUBLIC

MADISON COUNTY MS This instrument was
filed for record September 5, 2008

Book 43 Page 305
ARTHUR JOHNSTON, C. C.

BY: D. Tenell D.C.

My commission expires:
NOTARY PUBLIC STATE OF MISSISSIPPI AT LARG
MY COMMISSION EXPIRES Aug. 27, 1999,
BONDED THRU NOTARY PUBLIC UNDERWRITER



#2008-929-G

LAST WILL AND TESTAMENT

OF

ERIN GWIN LAIL

FILED
THIS DATE
SEP 08 2008
ARTHUR JOHNSTON, CHANCERY CLERK
BY *Stacy J. [Signature]* D.C.

KNOW ALL PERSONS BY THESE PRESENTS, That I, the undersigned, ERIN GWIN LAIL, of the City of Ridgeland, County of Madison, State of Mississippi, being above the age of eighteen years, and being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all other Wills and Codicils heretofore made by me

ARTICLE I.

I direct that all of my just debts, all taxes, and all expenses of my last illness and funeral be paid as soon after my death as conveniently can be done, provided, however, that nothing herein shall be construed to create a constructive trust for the payment of such amounts. I will and direct that the administration of my estate be closed as soon after my death as is reasonably possible. I direct that any estate or transfer taxes owed by my estate shall be paid from my residuary estate

ARTICLE II.

I give and bequeath all of my tangible personal property, including jewelry, household furniture and furnishings to my son, David Townes Lail. I request my son to distribute to any person identified by me as a recipient of a specific item to deliver such item to said person.

Erin Gwin Lail

ERIN GWIN LAIL

ARTICLE III

If my daughter-in-law, Gail M. Lail, survives me, I give and bequeath the sum of Twenty-Five Thousand and No/100 Dollars (\$25,000.00) to my grandson, David Andrew Lail, IN TRUST NEVERTHELESS, to be invested and reinvested and so much of the income and principal applied in the sole discretion of my Trustee for the reasonable comfort of the said Gail M. Lail, it being my intention that any distributions hereunder shall supplement and not replace any governmental or charitable programs for which my said daughter-in-law is eligible. Upon the death of Gail M. Lail, the trust shall terminate, and the trust estate shall be paid over to my grandson, David Andrew Lail.

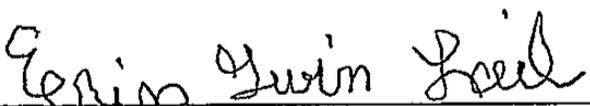
ARTICLE IV.

I give and bequeath unto my grandson, David Andrew Lail, an amount equal to 1/4th of my residuary estate as determined at the date or dates of distribution. If my said grandson does not survive me, such bequest shall be paid to his descendants, *per stirpes*, subject to Paragraph B of Article V.

ARTICLE V.

A. I give, devise and bequeath all of the rest, residue and remainder of my estate, real, personal and mixed, and wherever situated, unto my son, David Townes Lail. If my said son does not survive me, I give, devise and bequeath all such residue to my grandson, David Andrew Lail or his descendants, subject to Paragraph B below.

B. If any beneficiary hereunder having become entitled to a distribution from my


ERIN GWIN LAIL

estate or a trust hereunder shall be under the age of twenty-one (21) years, I direct that such share shall be paid over to the living parent of said beneficiary as custodian under the Mississippi Uniform Transfers to Minors Act, to hold same with the same rights, powers and duties as a custodian

ARTICLE VI

The trust or trusts specified herein are intended to be within the definition of a "trust" as set forth in the Uniform Trustees' Powers Act, Chapter 372, Mississippi Laws of 1966 (Sections 91-9-101 through 91-9-119 of the Mississippi Code of 1972, Annotated), and the Trustee shall have all the powers afforded to trustees, in and by the terms and provisions of said Act, as now or hereafter amended, reference to which Act is hereby made for all purposes. No bond or accounting shall be required of any Trustee named herein.

ARTICLE VII

I appoint my son, David Townes Lail, as Executor of this my Last Will and Testament. Should my said son be unable or unwilling to serve as such, either before or after entering upon his duties, I hereby appoint my grandson, David Andrew Lail, as successor Executor of this Will. I direct that my Executor and/or successor Executor be allowed to serve as such without bond and without accounting to any court and I hereby waive the requirement of an appraisal of my estate

ARTICLE VIII

During the period of the administration thereof, my estate shall be considered as a trust

Erin Gwin Lail
ERIN GWIN LAIL

within the meaning of the said Uniform Trustees' Powers Act, reference to which is again hereby made, and my Executor and/or successor Executor shall have all the powers during the period of administration that are afforded to trustees in and by the terms and provisions of said Act, as now or hereafter amended.

WITNESS MY SIGNATURE, this the 2nd day of July, 2003

Erin Gwin Lail
ERIN GWIN LAIL

WITNESSES:

Paula Major
Betty Burns

ATTESTATION

We, the undersigned, as subscribing witnesses, do hereby acknowledge and affirm that the foregoing written instrument was exhibited to us by ERIN GWIN LAIL, as her Last Will and Testament, that she signed the same in our presence and in the presence of each of us, and that we, at her request, and in her presence and in the presence of each other, hereto affixed our signatures as subscribing witnesses thereto, this the 2nd day of July, 2003.

Paula Major
Betty Burns

FILED
THIS DATE
SEP 08 2008
ARTHUR JOHNSTON, CHANCERY CLERK
BY Stolen D.C.

PROOF OF WILL

STATE OF MISSISSIPPI

COUNTY OF Madison

We, Paula Major and Betty Burns, on oath state that we are the subscribing witnesses to the attached written instrument dated the 2nd day of July, 2003, which has been represented to be the Last Will and Testament of ERIN GWIN LAIL, who indicated to us that she is a resident of and has a fixed place of residence in the City of Ridgeland, County of Madison, State of Mississippi. On the execution date of the instrument, the Testatrix, in our presence and in the presence of each of us, signed the instrument at the end thereof and declared the instrument to be her Will, and requested that we attest to the execution thereof whereupon, in the presence of the Testatrix and in the presence of each other, each of us signed our respective names as attesting witnesses. At the time of the execution of the instrument, the Testatrix was over eighteen (18) years of age, and in our opinion was of sound mind, in full possession of her mental faculties, and acting without undue influence, fraud or restraint

DATED this 2nd day of July, 2003.

Paula Major Name
544 Melick Estates Pl. Street Address
Ridgeland, Miss. 39157 City and State

Betty Burns Name
2719 Hwy 43 Street Address
Canton, Ms. 39046 City and State

Subscribed and sworn to before me on this the 2nd day of July, 2003

Shirley W. Bates
NOTARY PUBLIC

My Commission Expires:

Notary Public State of Mississippi At Large
My Commission Expires March 11, 2009
Bonded Through Jackson, Brooks & Gerard, Inc.
JACKSON 263860v2

MADISON COUNTY MS This instrument was
filed for record September 8th, 2008.
Book 43 Page 306
ARTHUR JOHNSTON, C. C.
BY: Stolen D.C.



LAST WILL AND TESTAMENT

BOOK 043 PAGE 311

OF

STEVE HARMON

2007-505

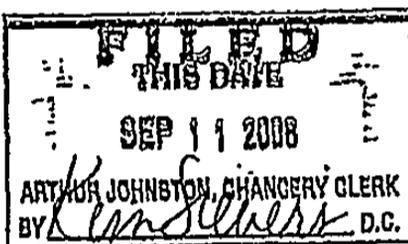
I, STEVE HARMON, an adult resident citizen of Madison County, Mississippi, being of sound mind and disposing memory, over the age of eighteen (18) years, and not acting under duress or undue influence, hereby make, publish, and declare this to be my Will and hereby revoke any Will or Codicil heretofore made by me.

ARTICLE I.

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

ARTICLE II.

I appoint my brother, Stan Harmon of Aiken, South Carolina as Executor of my Will. In the event my Executor is or becomes unable or unwilling to serve, I appoint my nephew Brad Harmon of Aiken, South Carolina to serve as successor Executor.



Page 1 of 14

Initial 

ARTICLE III.

I give, devise and bequeath to my niece Sarah Harmon of Aiken, South Carolina, a sum of money equal to the payoff amount of any outstanding mortgage loan by her principle residence as of the date of my death; provided, however, said sum payable pursuant to this Article III shall not exceed a maximum of One Hundred Fifty Thousand Dollars (\$150,000.00). If my niece Sarah Harmon does not survive me this devise shall fail and any sum which would have been payable pursuant to this Article III shall pass to the Trustee of the "STEVE HARMON FAMILY TRUST," as provided for in Article VIII of this Will, to be held, administered and distributed under the provisions of that Trust.

ARTICLE IV.

I give, devise and bequeath to my nephew Brad Harmon of Aiken, South Carolina, two (2) lots on Kentucky Lake, along with the mobile home and any other improvements situated thereon, said two (2) lots having the physical postal address of 79 Bounty Drive, Hardin, Kentucky. If my nephew Brad Harmon does not survive me, I devise and bequeath two (2) lots on Kentucky Lake, along with the mobile home and any other improvements situated thereon, said two (2) lots having the physical postal address of 79 Bounty Drive, Hardin, Kentucky to my brother Stan Harmon of Aiken, South Carolina. Should both Brad Harmon and Stan Harmon not survive me, I devise and bequeath the aforementioned gift to the Trustee of the "STEVE HARMON FAMILY TRUST," as provided for in Article VIII of this Will, to be held, administered and distributed under the provisions of that Trust.

ARTICLE V.

I give, devise and bequeath to my brother Stan Harmon of Aiken, South Carolina all of my jewelry, boats, guns, and hunting and fishing equipment. If my brother Stan Harmon does not survive me, I devise and bequeath all of my jewelry, boats, guns, and hunting and fishing equipment to my nephew Brad Harmon of Aiken, South Carolina. Should both Stan Harmon and Brad Harmon not survive me, I devise and bequeath the aforementioned gift to the Trustee of the "STEVE HARMON FAMILY TRUST," as provided for in Article VIII of this Will, to be held, administered

and distributed under the provisions of that Trust.

ARTICLE VI.

My Executor shall comply with and perform any and all of the duties and obligations set forth in the terms and provisions of any shareholders' agreement which I may have previously entered into regarding my stock ownership in Mitchell of Mississippi, Inc., a Mississippi corporation, or Mitchell & Harmon, LLC, a Mississippi limited liability company. My Executor shall further comply with and perform any and all duties and obligations set forth in any subsequent agreements that I may have entered into, including any such agreements entered into subsequent to the date of this Will that in any way relates to my business interests or stock ownership in Mitchell of Mississippi, Inc., a Mississippi corporation, or Mitchell & Harmon, LLC, a Mississippi limited liability company.

ARTICLE VII.

To my wife, Lisa Mitchell Harmon, if she survives me, I devise and bequeath the following:

- (A) All of my right, title and interest I may own at the time of my death in and to our family residence, subject to any indebtedness thereon.
- (B) All of my club memberships, clothing and other personal effects.
- (C) All of my right title and interest in and to any furniture, furnishings, decorations, silverware, china, pictures, linens, glassware and similar personal property located in our family residence.

If my wife does not survive me, I devise and bequeath my interest in and to the property set forth in subsections (A), (B) and (C) of this Article VII to the Trustee of the "STEVE HARMON FAMILY TRUST," as provided for in Article VIII of this Will, to be held, administered and distributed under the provisions of that Trust.

ARTICLE VIII.

I give, devise and bequeath to my brother STAN HARMON, as Trustee under the terms set forth in this Will, the rest and residue of my Estate, real and personal, of whatsoever kind or character and wheresoever situated, including but not limited to any ownership interest I may have

at the time of my death in Mitchell of Mississippi, Inc., a Mississippi corporation, and Mitchell & Harmon, LLC, a Mississippi limited liability Company, as well as any bequest that may lapse or be renounced or disclaimed or that may otherwise be ineffective for any reason. If property passes to this Trust which any beneficiary (other than my wife Lisa Mitchell Harmon) has disclaimed through the use of a qualified disclaimer pursuant to Section 2518 of the Internal Revenue Code of 1986, as amended or any like provision of any future Internal Revenue Code, that beneficiary shall be treated as if deceased on the day before the date of my death and shall not be a beneficiary of this Trust.

The assets devised and bequeathed under this Article VIII of my Will shall be charged with the payment of any estate, inheritance or other death taxes payable by reason of my death, any expenses of my Estate not deducted for federal estate tax purposes and any other expenses deducted but not allowed as deductions in finally determining the federal estate taxes payable by reason of my death. I recognize the possibility that the amount so disposed of may be affected by the action of my Executor in exercising certain tax elections. As provided in the Internal Revenue Code, my Executor shall have the right to recover the appropriate amount of estate taxes from the recipient or recipients of property which is included in my gross Estate for federal estate tax purposes, and no provision herein shall be construed to waive such right of recovery.

In the event STAN HARMON resigns or fails to act as Trustee, either as a result of death, incapacity or otherwise, I appoint my nephew BRAD HARMON as Trustee.

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

(A) This Trust shall be for the benefit of my wife Lisa Mitchell Harmon during her lifetime.

(B) The Trustee shall pay to my wife Lisa Mitchell Harmon as much of the net income as the Trustee, in the Trustee's sole discretion, deems advisable for the education, support, maintenance and health, including any hospital or other institutional care, of the beneficiary, and for the maintenance of her accustomed standard of living. These distributions shall be made in proportions and amounts and at such intervals as the Trustee determines. Any income not distributed shall be added to the principal and distributed in accordance with subsequent provisions herein.

(C) In addition to the income distributions, the Trustee may distribute to or for the benefit

of my wife Lisa Mitchell Harmon, as much principal as the Trustee, in the Trustee's sole discretion, deems advisable for the beneficiary's education, support maintenance and health, including any hospital or other institutional care, and for the maintenance of the beneficiary's accustomed standard of living. In making principal distributions, the Trustee shall consider the needs of the beneficiary and the funds available to her from other sources.

(D) Upon the death of my wife Lisa Mitchell Harmon, the Trustee shall distribute the remaining corpus of the entire trust estate trust estate as designated in this Article VIII to my brother Stan Harmon if he is living. If my brother Stan Harmon shall have predeceased my wife Lisa Mitchell Harmon, then upon the death of my wife Lisa Mitchell Harmon the Trustee shall distribute the remaining corpus of the entire trust estate trust estate as designated in this Article VIII to my nephew Brad Harmon and my niece Sarah Harmon, *per capita*. If my brother Stan Harmon, my nephew Brad Harmon and my niece Sarah Harmon shall all have predeceased my wife Lisa Mitchell Harmon, then upon the death of my wife Lisa Mitchell Harmon the Trustee shall distribute the remaining corpus of the entire trust estate trust estate as designated in this Article VIII to the then heirs at law of my deceased nephew Brad Harmon and my deceased niece Sarah Harmon in equal shares, *per capita*. Such heirs at law shall be determined under the laws of descent and distribution of the State of Mississippi then in effect.

(E) Notwithstanding any provision herein to the contrary, the Trustee shall retain in trust for the benefit of any beneficiary, any distribution otherwise required to be made to such beneficiary if in the Trustee's sole discretion such beneficiary is, at the time the distribution would otherwise be required, involved in a lawsuit, addicted to alcohol, drugs, or other chemical substances, is a party to a pending divorce or marital separation proceeding, is in bankruptcy, or is currently under suit or collection proceedings by creditors, whether or not such beneficiary is in bankruptcy proceedings. The Trustee shall make reasonable inquiries before making distributions or principal to the beneficiaries to ascertain whether any beneficiary is then under any of the above-described conditions. As and when the beneficiary whose distribution was delayed has recovered from, has resolved, or has been relieved of such condition, the Trustee may then make distribution to such beneficiary of the distribution which was delayed by the Trustee in accordance with this Section E of Article VIII.

(F) If, on the date of my death, my wife Lisa Mitchell Harmon shall have predeceased me, then my estate shall pass directly to the beneficiaries designated in this Article VIII without the restrictions of this trust. Upon distribution of the entire trust estate to the beneficiary or beneficiaries of any trust created under this Article VIII, such trust shall terminate.

(G) My wife Lisa Mitchell Harmon shall continue as a beneficiary of this Trust, notwithstanding her remarriage subsequent to my death.

(H) This Trust shall be designated and known as the "STEVE HARMON FAMILY TRUST."

ARTICLE IX.

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 sole 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 hereunder or any part of the same shall be liable for the debts of any beneficiary nor be subject to seizure by the creditors of any beneficiary. No beneficiary shall have the power to sell, assign, transfer, encumber or in any manner to anticipate or dispose of any part of his or her interest in the trust assets or the income produced from the assets.

ARTICLE X.

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

distribution, the Trustee is specifically excused from a duty of impartiality with respect to the income tax basis of the property distributed and may select assets to be allocated or distributed without regard to the income tax basis of the property. The Trustee shall not be required to make physical division of the trust property comprising the STEVE HARMON FAMILY TRUST, except when necessary for the purposes of distribution, but may, in the Trustee's sole discretion, keep the trusts in one or more consolidated funds. As to each consolidated fund, the division into the various share 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 the expenses thereof.

ARTICLE XI.

Notwithstanding any provision herein 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. Upon such vesting, any trust property held by the Trustee shall be distributed to the income beneficiary or beneficiaries of the trust as though such beneficiary had reached the age at which final distribution is required by this Will.

ARTICLE XII.

During the administration of my Estate and until a trust created herein is funded, I authorize the Trustee, in the Trustee's sole discretion, to request that my Executor, in which case my Executor may comply with that request, make payments out of my Estate to the beneficiaries of such trust. These payments shall be an amount which in the judgment of the Trustee and Executor, jointly, equals the distributions which the beneficiaries would receive from the trust had it been established and funded at my death.

ARTICLE XIII.

Any trust created by this Will is a private trust. The Trustee shall not be required to obtain the order or approval of any court for the exercise of the Trustee's powers and discretions. No Trustee hereunder shall be required to enter into any bond or to file with any court a formal

accounting of the Trustee's administration. The Trustee shall render annual accounts to the income beneficiaries of each trust. No persons paying money or delivering property to the Trustee shall be required to see to its application.

ARTICLE XIV.

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 terms and provisions of the Mississippi Uniform Trustee's Powers Act as it now exists or may hereafter be amended. In addition to the powers contained in said Act, 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 principals of the laws of trusts. Further, all rights to subscribe to new or additional stocks or securities and all liquidating dividends shall be deemed to be principal;

(B) To place, in the sole discretion of the Trustee, Trust funds in a checking, savings or other type(s) of accounts or certificates of deposit in a banking institution that is federally insured;

(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 closely held corporations, partnership interests in general and limited partnerships, oil, gas, and other mineral interests, standing timber, and unimproved real estate regardless of where it may be situated, without liability and without regard to the proportion such property or property of a similar character so held may bear to the entire amount of the Trust estate and whether or not such property is of the class in which Trustees generally are authorized to invest in by trust law;

(D) To consolidate and merge any trust created hereunder with any other trust created by me or any other person, whether *inter vivos* or by will, if the beneficiaries are the same and the terms of that other trust are substantially the same as this Trust;

(E) To invest Trust assets in a common fund established by the Trustee pursuant to the Mississippi Uniform Common Trust Fund Law as it now exists or may hereafter be amended;

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

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

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

(I) To retain any interest in oil, gas or other mineral resources received from any source and to acquire and retain other interests in oil, gas or mineral resources; to execute as to those interests any agreement, assignments, contracts, deeds, grants, leases for any term (even though the term may extend beyond the termination of the Trust) and any other instruments or documents; to manage, control, operate, explore, mine, develop or take any action for the production, recovery, sale, treatment, storage or transportation of any interest in oil, gas, or other mineral resources; to drill, rework or recompleat wells of any type; to conduct or participate in secondary recovery operations; to enter into agreements for pooling or unitization; and to install, operate or participate in the operation of any plant, mine or other facilities. Interests in oil, gas and other mineral resources may be retained and acquired without liability for any loss and without application to any court.

ARTICLE XV.

If my wife Lisa Mitchell Harmon 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 predeceased me for the 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.

ARTICLE XVI.

Any recipient of property or beneficiary of a trust hereunder, or the Executor or other personal representative of the estate of any of them who may be deceased, shall have the right to disclaim all or any part of his or her interest in any property which I have devised or bequeathed to him or her whether outright or in trust, or all or any part of his or her interest in any trust created herein. Any disclaimer shall be made through the use of a qualified disclaimer and within the time period pursuant to Section 2518 of the Internal Revenue Code of 1986, as amended or any like provision of any future Internal Revenue Code. Any such disclaimer shall be made in writing, stating specifically the property or interest disclaimed, and may be filed with the Chancery Court in which my Will is probated, and shall also be delivered to my Executor. If my wife Lisa Mitchell Harmon or any other person or a Trustee disclaims any portion of a bequest, I give, devise and bequeath the property so disclaimed to the Trustee of the STEVE HARMON FAMILY TRUST created by Article VIII of this Will, to be held, administered and distributed as provided therein.

ARTICLE XVII.

In addition to the powers and authorities specifically granted to my Executor under this Will, I expressly confer upon my Executor all rights, powers, duties and authorities conferred upon a trustee under the Mississippi Uniform Trustee's Powers Act as it now exists or may hereafter be amended. I authorize my Executor to exercise any such powers and authorities granted in this Will or by the Mississippi Uniform Trustee's Powers Act without the necessity of obtaining court approval. All rights, powers, duties and discretion granted to or imposed upon my Executor shall be exercisable by and imposed upon any successor Executor or Administrator. I direct that neither

my Executor nor any successor Executor or Administrator shall be required to make any bond as Executor, 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.

Except where specific property is devised or bequeathed, my Executor shall have sole 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 or any other discretion in a manner that will result in loss of, or decrease in, the marital deduction otherwise allowable in determining the federal estate tax due by my Estate. I authorize my Executor to exercise, at such times and in such a manner as my Executor shall deem appropriate, any rights of election or other rights which are available to my or my Estate in respect of the provisions of the Internal Revenue Code of 1986, as amended, or any other tax law.

My Executor shall have the authority to disclaim or renounce any interest in property, in whole or in part, including any power with respect to property and including an undivided interest in property transferred to me or to my Estate. Any disclaimer by Executor shall be made in writing stating specifically the property or interest disclaimed and shall be delivered to the transferor of the property, the transferor's legal representative, or the holder of the legal title to the property to which the interest relates. Any disclaimer shall be made through the use of a qualified disclaimer and within the time period pursuant to Section 2518 of the Internal Revenue Code of 1986, as amended or any like provision of any future Internal Revenue Code.

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

I specifically authorize my Executor to 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.

ARTICLE XVIII

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.

Unless otherwise provided, in referring to 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.

Unless otherwise provided, in referring to Executor, any neuter terminology also includes the masculine and feminine or vice versa and any reference in the singular shall also include the plural or vice versa. Where used throughout this Will, the terms "Executor," "Executor" and "Administrator" may be used interchangeably and shall apply to whoever may be serving as personal representative of my estate, whether one or more than one, and to any successor Executor or Administrator.

ARTICLE XIX

If any provision of this Will, or its application to any person or circumstance, shall to any extent be invalid or unenforceable, the remainder of this Will, or the application of such provision to persons or circumstances other than those as to which it is invalid or unenforceable, shall not be affected, and each provision of this Will shall be valid and enforceable to the fullest extent permitted by law.

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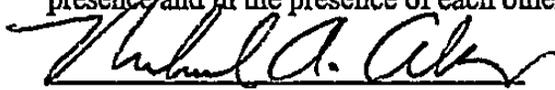
Initial 

IN WITNESS WHEREOF, I have signed, published and declared this instrument to be my Last Will and Testament in the presence of the undersigned witnesses, whom I have requested to witness the same, on this the 23rd day of October, 2006.



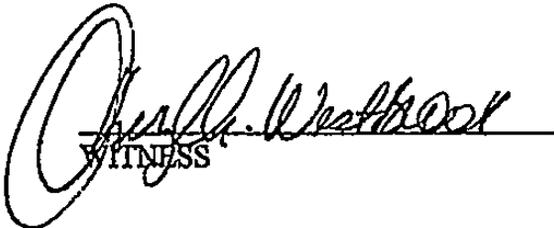
STEVE HARMON

This Last Will and Testament, consisting of fourteen (14) pages, was, on the day and year shown above, signed, published and declared by STEVE HARMON, to be his Last Will and Testament in our presence, and we at his request, have subscribed our names as witnesses in his presence and in the presence of each other.



WITNESS

20 Eastgate DR, Suite D
Brandon MS 39042



WITNESS

20 Eastgate DR. Ste D.
Brandon, ms 39042

[Remainder of page intentionally left blank, notary page follows]

Initial 

STATE OF MISSISSIPPI
COUNTY OF RANKIN

Before me, the undersigned authority, this day personally appeared STEVE HARMON, Mike Alers and Cheryl Westbrook, known to me to be the Testator and subscribing Witnesses, respectively, whose names are signed to the foregoing instrument and, all of these persons being by me first duly sworn, STEVE HARMON, declared to me and to the subscribing Witnesses in my presence that the foregoing instrument is his Last Will and Testament and that he had willingly signed the same and executed it in the presence of the subscribing Witnesses as his free and voluntary act for the purposes therein expressed; the subscribing Witnesses stated before me that the foregoing Will was executed and acknowledged by STEVE HARMON, as his Last Will and Testament in the presence of said subscribing Witnesses who, in his presence and at his request, and in the presence of each other, did subscribe their names thereto as attesting Witnesses on the day of the date of the Will; and that each knew that STEVE HARMON, was over the age of eighteen (18) years, of sound mind, under no constraint or undue influence, and legally capable of making a Last Will and Testament.

Steve Harmon
STEVE HARMON

Michael Alers
WITNESS

Cheryl Westbrook
WITNESS

SUBSCRIBED AND SWORN AND ACKNOWLEDGED before me by STEVE HARMON, Testator, Mike Alers and Cheryl Westbrook, witnesses, this the 23 day of October, 2006.

Sally Otting
NOTARY PUBLIC

My Commission Expires:

9-22-09



MADISON COUNTY MS This instrument was filed for record Sept. 11, 2008
Book 43 Page 311
ARTHUR JOHNSTON, C. C.
BY: K. Jowers D.C.



Initial [Signature]

LAST WILL AND TESTAMENT

OF

J. WEBB BRAME

I, J. WEBB BRAME, an adult resident of Ridgeland, Mississippi 39157, make this my Will and revoke all prior Wills and Codicils.

ITEM I.

Family

I am not married. I have two (2) Children now living, as follows:

Rachel Belinda Brame, born December 9, 1980 and
Olivia Curl Brame, born March 14, 1986.

ITEM II.

Executor

I appoint PINNACLE TRUST COMPANY, A MISSISSIPPI TRUST COMPANY, to serve as my Executor of my estate under this Will.

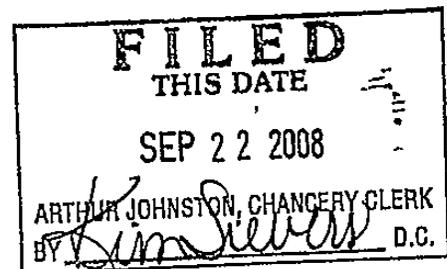
I have a great deal of confidence in my financial advisor, Linda F. McCraw, and I believe that she understands my goals and objectives therefore, I ask and direct that my Executor consult with my financial advisor, with respect to my financial matters as described herein and as much as possible conduct investments through my financial advisor, Linda F. McCraw.

ITEM III.

Guardian

In the event of my death during the minority of my Children, I appoint their natural mother as guardian. The guardian shall have custody of a minor Child until that Child attains the age of twenty-one (21) years. I direct that the guardian shall not be required to furnish any bond or security. To the extent possible, I direct that all accountings, inventories and the like ordinarily required of a guardian shall not be required of my guardian.

Page 1 of 17



ITEM IV.
Trustee

I appoint PINNACLE TRUST COMPANY, A MISSISSIPPI TRUST COMPANY, to serve as the Trustee of any trust created in my Will.

I have a great deal of confidence in my financial advisor, Linda F. McCraw, and I believe that she understands my goals and objectives therefore, I ask and direct that my Trustee consult with my financial advisor, with respect to my financial matters as described herein and as much as possible conduct investments through my financial advisor, Linda F. McCraw.

ITEM V.
Protector Committee

- A. Members. Each trust created herein shall have a Protector Committee (herein the "Protector Committee") composed of the following:

RACHEL BELINDA BRAME and
OLIVIA CURL BRAME.

- B. Removal Provisions. Other than a Trustee specifically listed herein, or a Primary Beneficiary (which has attained a stated age), any successor Trustee or Executor shall be a trust company or a bank qualified as such under state or federal law. Any Trustee or any Executor may be removed by and a successor Trustee or Executor appointed by the Protector Committee. The Primary Beneficiary of a trust for that person's benefit shall have the option of removing and replacing the trustee of that person's trust and may appoint the trustee, including himself or herself as trustee, of that trust if that beneficiary is over the age of 50. In the event of a conflict of the Primary Beneficiary (who has attained the required age) with the Protector Committee, the decision of the Primary Beneficiary shall prevail.

ITEM VI.
Executor's Duties

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

ITEM VII.

Personal Property Memorandum

I may leave a signed written memorandum (herein the "Memorandum") designating certain tangible personal property to go to certain persons at my death. I grant to my Executor a special power of appointment over the tangible personal property described in the Memorandum, and my Executor shall distribute such tangible personal property to the persons designated in the Memorandum to receive such tangible personal property. This Paragraph shall apply only to an item of tangible personal property if such item has a value of Ten Thousand Dollars (\$10,000) or less.

ITEM VIII.

Specific Property

The following specific assets are left as follows:

- A. Personal Effects. Club memberships, clothing, jewelry, sports equipment and other personal effects to my living Children outright.
- B. Furnishings. My interest in the furniture, furnishings, decorations, silverware, china, pictures, linens, glassware and the like located in our home to my living Children outright.
- C. Vehicles. Any vehicle I may own to my living Children over the age of 18 years outright.

ITEM IX.

Residue to Family Trust

- A. Residuary Clause. I leave to the Trustee of the Family Trust under the terms set forth in this Will, the rest and residue of my estate, real and personal, of whatsoever kind or character and wheresoever situated.
- B. Distribution Standards. The following standards of distributions shall apply to each trust created in this ITEM. The Trustee shall distribute annually to the beneficiary or beneficiaries, 5 % of the trust asset as determined at the beginning of the applicable year. Any income not distributed shall be added to principal and distributed in accordance with the herein provisions. The Trustee shall pay to and among the beneficiaries (but not necessarily in equal shares) as much of the remaining net income or principal, or both, as the Trustee, in the Trustee's sole discretion, deems advisable for the education, support, maintenance, and health, including any hospital or other institutional care, of these beneficiaries, and for the maintenance of their accustomed standard of living. These distributions shall be made in proportions and amounts and at such intervals as the Trustee determines. In making distributions, the Trustee shall consider the needs of the beneficiaries the amount of the assets of the Trust, and the fund available to them from other sources.
- C. Family Trust. The following provisions shall apply to the Family Trust
 1. Beneficiaries. This Family Trust shall be for the benefit of my Descendants.

2. Division of Trust. Upon the youngest living Child of mine reaching the age of 25, the Trustee shall divide this Family Trust into separate trusts. There shall be a separate trust for each of my then living Children (a Primary Beneficiary) and his or her Children (being my Grandchildren by that Child) and one trust for the then living Children, collectively, of each deceased Child of mine (a deceased Primary Beneficiary). This division shall be on a Per Stirpes basis. These trusts shall be equal in amounts.
- a. Death of Primary Beneficiary. Upon the death of a Primary Beneficiary, when the youngest living Child of that Primary Beneficiary attains the age of 25, the trust shall divide that trust on a Per Stirpes basis and each of the Children of that Primary Beneficiary shall become a Primary Beneficiary of his or her own trust. The Descendants of a Primary Beneficiary shall also be beneficiaries of that Primary Beneficiary's trust.
 - b. Separate Shares and Asset Protection. I desire that the trust property held in each separate share remain the sole and separate property for the benefit of the beneficiary for whom the trust was created to protect against the loss of such property to a creditor claim, whether in a marital dissolution, lawsuit, or otherwise. I intend that the beneficiaries enjoy the benefits of their inheritance without allowing any other person or entity any opportunity to interfere in any manner.
 - c. Personal Residence. Should a Primary Beneficiary desire to purchase or construct a personal residence, I authorize the Trustee to advance to such beneficiary a sum equal to twenty percent (20%) of the purchase price or construction cost of the residence, provided such beneficiary has the means to pay the other eighty percent (80%) of said purchase price or construction cost in any way, including financing. There can be only one (1) use of this Personal Residence paragraph by a beneficiary. These proceeds shall be taken out of the share of that beneficiary and not affect the shares of my other beneficiaries.
3. Lump Sum Distributions. The Trustee shall distribute to each Primary Beneficiary the specified portion of the Primary Beneficiary's trust at each specified age as follows: one third at the age of 40 years; one half at the age of 45 years; and the rest at the age of 50 years. If at the applicable time, any Primary Beneficiary has attained the age required herein for distribution of part or all of the principal of his or her trust, such part or all of that principal shall be distributed to that beneficiary at that time.
4. Alternative Allocation. If at the death of a Primary Beneficiary, he or she leaves no surviving Descendants, that deceased Primary Beneficiary's trust estate shall be paid over to.
- a. that Primary Beneficiary's Siblings (who were my Descendants), Per Stirpes;
 - b. but if there are none, then to that Primary Beneficiary's immediate ancestor, who was a Descendant of mine, Per Stirpes; and
 - c. but if there are none then to then next immediate ancestor or the Primary Beneficiary who was a Descendant of mine, Per Stirpes.
 - d. but if there are no beneficiaries living, then as provided below.

- D. Difficulties of a Beneficiary. Notwithstanding any provision herein to the contrary, the Trustee shall retain in trust for the benefit of any beneficiary, any distribution otherwise required to be made to such beneficiary, if in the Trustee's sole discretion such beneficiary is, at the time the distribution would otherwise be required, involved in a lawsuit, addicted to gambling, alcohol, drugs, or other chemical substances, is a party to a pending divorce or marital separation proceeding, is in bankruptcy, associated with a cult, religious order, or other such organization that requires that relinquishment of worldly possessions to the organization, or is currently under suit or collection proceedings by creditors, whether or not such beneficiary is in bankruptcy proceedings. The Trustee shall make reasonable inquiries before making distributions of principal to the beneficiaries to ascertain whether any beneficiary is then under any of the above described conditions. In making a determination that a beneficiary is addicted to gambling, alcohol, drugs, or other chemical substances, the Trustee may rely upon the opinion of a physician who has examined the beneficiary. The Trustee may request that the beneficiary be examined by a physician designated by the Trustee and if the beneficiary refuses to be examined by such physician, the Trustee shall not make any distributions to the beneficiary until such time as the beneficiary agrees to be examined by such physician. As and when the beneficiary whose distribution was delayed has recovered from, has resolved, or has been relieved of such condition, the Trustee may then make distribution to such beneficiary of the distribution which was delayed by the Trustee in accordance with this provision. It is my intent not to allow liberal distributions if such matters cited herein are established to the satisfaction of the Trustee.
- E. Beneficiary Election. The Trustee shall permit each beneficiary to elect by written direction to the Trustee, at the time all or any portion of his or her trust is to be distributed to him or her, to have such property remain in trust under the terms and provisions hereof for the balance of his or her life or until such time as such beneficiary shall request that the trust assets, or any part thereof, be distributed to him or her outright. In the event of the death of a beneficiary during the period in which the trust is so continued, the Trustee shall make immediate distribution of that beneficiary's trust assets to his or her estate.
- F. Authority to Hold. If at any time, in following the provisions of this Will, the Trustee is required to distribute all or any part of the principal of any trust herein created outright to a person who has not attained 25 years of age, the trust principal shall vest in such person but the Trustee shall be authorized to continue to hold the share of such person in trust for that person's benefit until he or she attains age 25. Until such time the Trustee is authorized and directed to expend such part of the income and/or principal of the trust belonging to such person as the Trustee in the Trustee's discretion deems necessary to provide for the proper education, support, maintenance and health of said person.
- G. Special Disclaimer Provisions. If property passes to this trust which any beneficiary has disclaimed under Section 2518 that beneficiary shall be treated as if deceased on the day before the date of my death and shall not be a beneficiary of this trust, but the Descendants of that beneficiary shall continue as beneficiaries.
- H. Termination of Trust. Upon distribution of the entire trust estate to the beneficiary or beneficiaries of any trust created under this ITEM of my Will, such Trust shall terminate.
- I. Name of Trust. This trust shall be designated and known as the "J WEBB BRAME FAMILY TRUST" and shall be referred to herein as the "Family Trust." After division, each trust shall be known by the name of the Primary Beneficiary.

ITEM X.

Alternate Beneficiary Clause

In the event all of the persons and classes designated as beneficiaries of this trust die prior to the distribution of all trust assets, the trust assets shall be distributed as follows: my heirs at law.

ITEM XI.

Incapacitated Beneficiaries

- A. Distributions for the Benefit of Beneficiary. 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, (d) to a Custodian for a minor beneficiary under the Mississippi Uniform Transfers to Minors Act, or (e) by applying the distributions for the benefit of the beneficiary by paying expenses directly. In any event the Trustee shall require such reports and take such steps as the Trustee deems requisite to assure and enforce the application of such distributions for the exclusive benefit of the beneficiary.
- B. Spendthrift Provision. None of the principal or income of any trust created under this Will or any part of same shall be liable for debts of any beneficiary or be subject to seizure by creditors of any beneficiary. A beneficiary shall have no power to sell, assign, transfer, encumber or in any manner to anticipate or dispose of any part of his or her interest in the trust assets or the income produced from the assets.

ITEM XII.

Expenses of the Estate

The assets devised and bequeathed under the residuary clause of my Will in effect shall be charged with the payment of any estate, inheritance or other death taxes payable by reason of my death, any expenses of my estate not deducted for federal estate tax purposes and any other expenses deducted but not allowed as deductions in finally determining the Federal estate taxes payable by reason of my death. I recognize the possibility that the amount so disposed of may be affected by the action of my Executor in exercising certain tax elections. As provided in Sections 2206, 2207, 2207A, and 2207B, my Executor shall have the right to recover the appropriate amount of estate taxes from the recipient or recipients of property which is included in my gross estate for federal estate tax purposes and no provision herein shall be construed to waive such right of recovery.

ITEM XIII.

Distributions from Trusts

- A. Distributions. The Trustee of any trust created herein shall have the authority to distribute income or principal of the trust in cash or in kind. In making distributions of both principal and income, the Trustee may make a non pro rata distribution of property

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

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

ITEM XIV.

Rule against Perpetuities

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 then held by the Trustee shall be distributed immediately, free and clear of any trust, to the beneficiary or beneficiaries of this trust (or to his or her legal guardian or other personal representative) as though each such beneficiary had reached the date at which final distribution to him or to her were required pursuant to the provisions hereof.

ITEM XV.

Provisions During Administration

During the administration of my estate and until a trust created herein is funded, I authorize the Trustee, in the Trustee's discretion, to request that my Executor, in which case my Executor may comply with that request, make payments out of my estate to the beneficiaries of such trust. These payments shall be an amount which in the judgment of the Trustee and the Executor, jointly, equals the distributions which the beneficiaries would receive from the trust had it been established and funded at my death.

ITEM XVI.

Private Trusts

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

0328 PAGE 340 ITEM XVII.
Trustees

- A. Resignation. A Trustee may resign and cease to act at any time by giving written notice specifying the effective date of such resignation, by personal delivery or by registered mail, to those persons who are income beneficiaries of each trust at that particular time.
- B. Duties of Outgoing Trustee. The resigning or removed Trustee shall deliver all trust assets to the successor Trustee on the effective date of the resignation or removal, and shall, within sixty (60) days of such date, submit a full and final accounting to the successor Trustee and to the income beneficiaries of the trust. Any successor Trustee shall be vested with all the rights, powers, duties and discretion conferred on the original Trustee.
- C. Smaller Trusts. However, if a trust has assets below \$250,000, there shall be no requirement for the Trustee to qualify as a trust company or a bank under state or federal law.

ITEM XVIII.
Trustees Powers

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

- A. Income and Principal. 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. Trustee Bank. To place, in the discretion of the Trustee, trust funds in a checking, savings or other types of accounts or certificates of deposit in any successor Trustee bank.
- C. Non-Publicly Traded Securities. To receive, invest in, and retain in the trust all types of property and, especially, to receive, invest in, and retain in the trust shares of stock in closely held corporations, partnership interests in general and limited partnerships, oil, gas, and other mineral interests, standing timber, and unimproved real estate regardless of where it may be situated, without liability and without regard to the proportion such property or property of a similar character so held may bear to the entire amount of the trust estate and whether or not such property is of the class in which Trustees generally are authorized to invest by trust law.
- D. Merger. To consolidate and merge any trust created hereunder with any other trust created by me or any other person, whether inter vivos or by Will, if the beneficiaries are the same and the terms of that other trust are substantially the same as this trust.

- E. Common Funds. To retain or invest trust assets in a common fund established by a corporate Trustee pursuant to the Uniform Common Trust Fund Law of Mississippi or in any investment account, mutual fund, or other investment vehicle offered, sponsored, or advised for a fee by any corporate Trustee, or any subsidiary, parent or affiliate of such corporate Trustee or any successor or assign, or subsidiary, parent or affiliate of any successor or assign, to such corporate Trustee.
- F. Unanticipated Tax Liability. To surrender, disclaim, release, relinquish or amend, after providing written notice to the income beneficiaries, all or any portion of any administrative provision of any trust created herein which causes or may cause adverse or unanticipated tax liability to my estate, the trust, the Trustee, or the beneficiaries
- G. Insurance. To take out, apply for, and maintain, paying premiums from income or principal, health, hospitalization, medical or similar insurance covering any beneficiary of the trust.
- H. Minor Beneficiary. To hold for the benefit of any minor beneficiary of a trust or for an adult beneficiary who is incapable of handling his or her property, any personal effects, automobiles, jewelry and other objects, particularly household contents, antiques, silver, crystal and the like, that are bequeathed to any such beneficiary of a trust until the beneficiary attains the age of 25 years or in the case of an adult beneficiary incapable of handling his or her property until such time as, in the sole discretion of the Trustee, that beneficiary is capable of handling his or her property. The Trustee may permit such items to remain in the residence in which the beneficiary resides or in such other storage facility as the Trustee deems appropriate for such items and shall pay all costs of maintaining, storing and insuring the items. The Trustee shall have the authority to give the Executor or other personal representative of the estate of a decedent a receipt for such objects on behalf of such beneficiary.
- I. Guardian Compensation. To pay reasonable compensation to the person or persons serving as guardian of my Children.

ITEM XIX.
Disclaimers

Any recipient of property or beneficiary of a trust hereunder, or the Executor or other personal representative of the estate of any of them who may be deceased, shall have the right to disclaim all or any part of his or her interest in any property which I have devised or bequeathed to him or her whether outright or in trust or all or any part of his or her interest in any trust created herein. On receipt of such direction, the Trustee will have the authority to, and shall, disclaim as directed. Any disclaimer shall be made within the time period and in a manner required for the disclaimer to qualify under Section 2518. Any such disclaimer shall be made in writing, stating specifically the property or interest disclaimed, and may be filed with the Chancery Court in which my Will is probated and shall also be delivered to my Executor. If any person or a Trustee disclaims any portion of a bequest, I give, devise and bequeath the property disclaimed to the Trustee of the Family Trust created in this Will to be held, administered and distributed as provided herein.

0328 PAGE 342 ITEM XX.
Contest by Beneficiary

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

ITEM XXI.
Environmental Provisions

- A. Authorization. The Trustee is authorized to take any action and expend any amounts from the trust estate that the Trustee deems advisable in the Trustee's sole and absolute discretion for the purposes of complying with all environmental laws and regulations and preventing, correcting, managing, studying, sampling, monitoring, or investigating any environmental problem, whether currently existing or subsequently arising (including, but not limited to, any release or threatened release of any contaminant into the indoor or outdoor environment), existing on, at, under or in connection with any property held in the trust, including, but not limited to, real property owned or operated directly by the trust and real property owned or operated by a closely held corporation or by a general or limited partnership in which the estate has an ownership or management interest (collectively, "Environmental Actions").
- B. Application. This power shall apply to any and all situations in which any governmental authority or third party has in any manner requested or required Environmental Actions, and any and all situations where the Trustee has identified a potential or existing environmental problem for which, in the Trustee's sole and absolute discretion, Environmental Actions should be taken to avoid actual or potential loss to the trust estate, even though no request or requirement for any Environmental Actions has been received from a governmental authority or third party. Such power to expend trust estate funds shall extend to the exhaustion of the entire trust estate if the Trustee deems it advisable, in the Trustee's sole and absolute discretion.

ITEM XXII.
S Corporation Stock

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

- B. **Qualified Subchapter S Trust.** Each Qualified Subchapter S Trust shall have the following limitations or additions in addition to other terms stated herein:
1. During the life of the current income beneficiary, there shall be only one (1) income beneficiary of the trust.
 2. Any corpus distributed during the life of the current income beneficiary may be distributed only to such beneficiary.
 3. The income interest of the current income beneficiary in the trust shall terminate on the earlier of such beneficiary's death or the termination of the trust.
 4. Upon the termination of the trust during the life of the current income beneficiary, the trust shall distribute all of its assets to such beneficiary.
 5. All of the income (within the meaning of Section 643(b) of the Code) shall be distributed currently to one (1) individual who is a citizen or resident of the United States.
 6. A substantially separate and independent share of a trust within the meaning of 663 of the Code shall be treated as a separate trust.
 7. These provisions shall override any other provisions in a trust holding S stock, but the other provisions shall apply to the extent consistent
 8. These provisions shall automatically conform to amendments under the Code so as to be or continue to be a Qualified Subchapter S Trust.
- C. **Electing Small Business Trust** Each Electing Small Business Trust shall have the following provisions:
1. **Electing Small Business Trust.** The term "Electing Small Business Trust" means any trust if
 - a. Such trust does not have as a potential current beneficiary, as defined in section 1361(e)(2) of the Code, an organization described in paragraph (2), (3), (4), or (5) of section 170(c) of the Code unless such organization is also described in section 501(c)(3) of the Code and exempt from tax under section 501(a) of the Code,
 - b. Such trust does not have as a beneficiary any person other than (i) an individual, (ii) an estate, or (iii) an organization described in paragraph (2), (3), (4), or (5) of Section 170(c) of the Code,
 - c. No interest in such trust was acquired by purchase (the term "purchase" means any acquisition if the basis of the property acquired is determined under Section 1012 of the Code), and
 - d. An election under Section 1361(e) of the Code applies to such trust.
 2. **Not a Electing Small Business Trust.** The term "Electing Small Business Trust" shall not include:
 - a. Any qualified Subchapter S trust (as defined in Section 1361(d)(3) of the Code) if an election under Section 1361(d)(2) of the Code applies to any corporation the stock of which is held by the trust,
 - b. Any trust exempt from tax under this Code, and
 - c. Any charitable remainder annuity trust or charitable remainder unitrust (as defined in section 664(d) of the Code).

- 3 **Potential current beneficiary** For the purposes of this section, the term "potential current beneficiary" means, with respect to any period, any person who at any time during such period is entitled to, or at the discretion of any person may receive, a distribution from the principal or income of the trust. If a trust disposes of all of the stock, which it holds in an S corporation, then, with respect to such corporation, the term "potential current beneficiary" does not include any person who first met the requirements of the preceding sentence during the 60-day period ending on the date of such disposition.
- 4 **Elections.** An election to be an Electing Small Business Trust shall be made by the Trustee. Any such election shall apply to the taxable year of the trust for which made and all subsequent taxable years of such trust unless revoked with the consent of the Secretary of the Internal Revenue Service.
- D. **No Conflict.** The applicable provisions in the trust shall apply to the extent not in conflict with the provisions in this paragraph; any provisions in the trust inconsistent with this paragraph shall not apply.
- E. **Automatic Amendment.** The provisions in this ARTICLE shall be automatically amended to conform with changes in the Code.

ITEM XXIII.

Powers of Executor

- A. **Uniform Trustees' Powers Law of Mississippi.** In addition to the powers and authorities specifically granted to my Executor under this Will, I expressly confer upon my Executor all rights, powers, duties, and authorities conferred upon a Trustee under the Uniform Trustees' Powers Law of Mississippi as it now exists or may hereafter be amended. I authorize my Executor to exercise any such powers and authorities granted in this Will or by the Uniform Trustees' Powers Law of Mississippi without the necessity of obtaining court approval. All rights, powers, duties and discretion granted to or imposed upon my Executor shall be exercisable by and imposed upon any successor Executor or Administrator. I direct that neither my Executor nor any successor Executor or Administrator shall be required to make any bond as 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.
- B. **Executor Discretion.** 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 or any other discretion in a manner that will result in loss of, or decrease in, the marital deduction otherwise allowable in determining the federal estate tax due by my estate. I authorize my Executor to exercise, at such times and in such manner as my Executor shall deem appropriate, any rights of election or other rights which are available to me or my estate in respect of the provisions of the Internal Revenue Code or of any other tax law. If property is included in my estate which may otherwise qualify, if it passes to a qualified heir, for valuation for federal estate tax purposes under Section 2032A, and my Executor has the discretion to

allocate and distribute such property in satisfaction of devises or bequests herein, my Executor shall, in exercising such discretion, allocate and distribute such property to persons or trusts who will be qualified heirs so as to qualify the property for valuation pursuant to Section 2032A. I specifically authorize my Executor to allocate any of my available generation-skipping tax exemptions from the federal generation-skipping tax as allowed by Section 2631 to any property of which I am deemed to be the transferor under Section 2652(a), including any property not in my probate estate and any property transferred by me during life as to which no allocation of the exemption was made prior to my death.

- C. **Disclaimer.** My Executor shall have the authority to disclaim or renounce any interest in property, in whole or in part, including any power with respect to property and including an undivided interest in property transferred to me or to my estate. Any disclaimer by my Executor shall be made in writing stating specifically the property or interest disclaimed and shall be delivered to the transferor of the property, the transferor's legal representative, or the holder of the legal title to the property to which the interest relates. Any disclaimer shall be made within the time period and in the manner required for the disclaimer to qualify under Section 2518.
- D. **Continue Business.** My Executor shall have authority to continue all business operations in which I am interested at my death for the time permitted by law in order to avoid depreciation in value of the interests or losses to my estate or associates. My Executor may continue to act as partner, engage in any partnership, and take all actions with regard to any partnership my Executor deems advisable. I specifically authorize my Executor to sell, without the necessity of court approval, any stock or partnership interest held by my estate under the terms of any stock agreement or partnership agreement to which I was a party during my lifetime.
- E. **Authority to Borrow.** 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 XXIV.
Definitions

Singular terms shall include the plural; plural terms shall include the singular. Some of the definitions below may not be used in this Will. Capitalized terms in the Trust shall have the definitions stated herein or as stated below:

- A. **Child** means issue born one generation below the applicable person and shall include an adopted child, grandchild or descendant if under the age of eighteen (18) years at the time of adoption and shall include a child, grandchild or descendant born after the date of this Agreement.
- B. **Code** means the Internal Revenue Code of 1986, as amended.

- C. Descendant means issue including a Child, Grandchild and any person hereafter born to any descendant of the applicable person and shall include an adopted Descendant if under the age of eighteen (18) years at the time of adoption and shall include a descendant born after the date of this Agreement.
- D. Executor means the person appointed to administer an estate by a court with jurisdiction including the remaining in Section 2203 of the Internal Revenue Code and shall include, if no Executor or Administrator is appointed, any person in actual or constructive possession of property of the decedent.
- E. Grandchild shall include issue born 2 generations below the applicable person. Grandchild shall include an adopted person if under the age of eighteen (18) years at the time of adoption and shall include a grandchild born after the date of this Agreement.
- F. Internal Revenue Code or Code means the Internal Revenue Code of 1986, as amended or corresponding provisions of future law.
- G. ITEM means the greatest subdivision of the Will.
- H. Marital Share means a share intended to qualify under Section 2056 of the Code to qualify for the estate tax marital deduction.
- I. Marital Deduction Trust means a trust intended to qualify under Section 2056 of the Code to qualify for the estate tax marital deduction and composed of by the Exempt Marital Deduction Trust and the Non Exempt Marital Trust.
- J. Mississippi Code means the Mississippi Code of 1972, as amended.
- K. Nephew means the male Child of one's sibling.
- L. Niece means the female Child of one's sibling.
- M. Non Marital Share means a share not intended to qualify under Section 2056 of the Code to qualify for the estate tax marital deduction.
- N. Paragraph means the next greatest subdivision of the Will after an ITEM.
- O. Personal Representative means the executor of an estate, the trustee of a revocable trust, an agent under a power of attorney or other applicable person with the legal right to take action on or on behalf of the applicable person.
- P. Per Stirpes means a disposition of property to a named person or class of persons (a First Generation Person). If a First Generation Person (so named or identified) is not living, the interest of that First Generation Person passes to that First Generation Person's children (the Second Generation Persons) in equal shares; if a Second Generation Person is not living, the interest of that Second Generation Person passes to the Second Generation Person's children (the Third Generation Persons) in equal shares. This disposition pattern continues as needed. Property left Per Stirpes in trust for the benefit of a person would be held for the benefit of that person, who would become the Primary Beneficiary for that trust, and at the Primary Beneficiary's death pass to that person's descendants.
- Q. Primary Beneficiary means the beneficiary for whom a trust is created although that trust may also include that beneficiary's descendants. The identification of a Primary Beneficiary follows the Per Stirpes pattern. For example in the case of leaving property to a trust for a Child, the Primary Beneficiary of that trust would be that living Child.
- R. Spouse means the person legally married to an applicable party and not a party to any action of divorce. However, a person married to the person shall continue to be qualified as the Spouse of the applicable party, if such person was married and not a party to a divorce at the time of the death of the person.

- S. State means Mississippi, unless property of mine is subject to the laws of another jurisdiction and in that case State of that applicable jurisdiction for that property only. In the event of a conflict as to the State, State shall mean the State of Mississippi.
- T. State Death Tax Credit means the credit allowable to the estate under Section 2011 of the Code.
- U. Subparagraph means the greatest subdivision of a Paragraph.
- V. Trustee means the Trustee then qualified and acting and shall include an individual Trustee, corporate Trustee, or any successor Trustee. In referring to the Trustee, any neuter terminology also includes the masculine and feminine or vice versa and any reference in the singular shall also include the plural or vice versa.
- W. Unified Credit means the credit pursuant to Section 2010 of the Code.
- X. Unified Credit Exclusion means the amount sheltered from federal gift and estate tax pursuant to Section 2010 of the Code.

ITEM XXV
General

- A. Section References. 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
- B. Full Blooded Persons Only.
1. General. A disposition in this Will shall include only full-blooded persons as related to me, unless stated differently in the applicable text in this Will.
 2. Listing by Name. If a person is listed by name as a member of a category in this Will, that person shall be treated as full-blooded. For example if a person's name is listed as a Child of the Creator, that person shall be treated as a full blooded Child of mine for purposes of this Agreement
 3. Step Children. For example, stepchildren shall be excluded from the term children, unless legally adopted.
 4. Step Siblings For example half sibling shall be excluded from the term sibling
 5. Adopted persons. An adopted person shall be considered full-blooded for purposes of his Agreement, if under the age of eighteen (18) years at the time of adoption.
 6. Application Outside this Will. The categorization of a person within the terms of this Agreement shall have no effect outside of this Agreement
- C. Time Frames. Unless otherwise specified, a number indicating a time frame shall mean in years of age. For example, a distribution at 25 shall mean a distribution at 25 years of age.
- D. Masculine and Feminine. 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.
- E. Executor. Where used throughout this Will, the terms "Executor," "Executrix," and "Administrator" may be used interchangeably and shall apply to whoever may be serving as personal representative of my estate, whether one or more than one, and to any successor Executor or Administrator.

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 31st day of March, 2005.

J. Webb Brame
J. WEBB BRAME

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

T. Walter Dallas
Signature

Jackson, MS
Address

Sarah J. O'Neal
Signature

5 River Bend Place Hound, MS
Address

38752

STATE OF MISSISSIPPI

COUNTY OF Lauderdale

THIS DATE PERSONALLY APPEARED BEFORE ME, the undersigned authority at law ~~in~~ and for the jurisdiction aforesaid, the within named T. Walter Dallas and Sarah L. O'Neal, 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 31st day of March, 2005, J. WEBB BRAME, in their presence, signed such person's name thereto, and in their presence declared the same to be such person's Last Will and Testament; that at such person's 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 J. WEBB BRAME, on the 31st day of March, 2005, was of lawful age, was of sound and disposing mind and memory and there was no evidence of undue influence

[Signature]
Full Name

[Signature]
Full Name

SWORN TO AND SUBSCRIBED before me, this, the 31st day of March, 2005.

[Signature]
Notary Public

My Commission Expires: _____



MADISON COUNTY MS This instrument was filed for record September 22, 2008
Book 43 Page 325
ARTHUR JOHNSTON, C. C.
BY: [Signature] D.C.

MADISON COUNTY MS This instrument was filed for record September 22, 2008
Book 328 Page 349
ARTHUR JOHNSTON, C. C.
BY: [Signature] D.C.

2008-884

Last Will and Testament
of
G. Gordin McCool

I, G. GORDIN McCOOL, a resident of Madison County, State of Mississippi, do make and declare this to be my Last Will and Testament, and I revoke all my prior Wills and Codicils.

FIRST: Declaration Concerning Family. I declare that I am the husband of Betty W. McCool, and I am the father of Steven Craig McCool, Gordin Brandt McCool and Kevin Blake McCool.

SECOND: Nomination and Appointment of Executor. I hereby nominate and appoint BETTY W. McCOOL to be my Executor hereunder, to serve without bond. In the event my nominee fails to become or at any time ceases to be the duly appointed and acting Executor hereunder, I nominate STEVEN CRAIG McCOOL, followed by GORDIN BRANDT McCOOL, who is in turn followed by KEVIN BLAKE McCOOL, as Executor, to serve without bond, and I do hereby waive any requirement for any accounting, inventory or appraisal by any Executor of my estate. The term "Executor" as used herein shall apply regardless of gender or number.

THIRD: Last Illness and Funeral Expenses; Powers of Executor. I direct my Executor to pay my last illness and funeral expenses. I authorize my Executor

Page 1 of Six Pages

FILED THIS DATE SEP 22 2008 ARTHUR JOHNSTON, CHANCERY CLERK BY <u>L. Jones</u> D.C.
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 G. GORDIN McCOOL

to receive and retain any of my property; to sell, at public or private sale, encumber or lease any property of my estate without notice, at such prices and upon such terms as my Executor deems best, and without the giving of any bond, subject, however, to such confirmation as may be required by law; to hold, manage and operate such property; to continue the operation of any business of my estate, alone or in partnership with others, for such times and in such manner as deemed advisable, or to sell or liquidate such business, and any such operation, sale or liquidation shall be at the risk of my estate and without liability on my Executor for any losses resulting therefrom; to invest and reinvest surplus moneys in such investments as my Executor deems advisable; to determine what is principal and what is income of my estate and to allocate and charge to either principal or income any debts, taxes and expenses of administration

FOURTH: Disposition of All Property. It is my intention by this Will to dispose of the entirety of my property, if any.

FIFTH: Disposition of Personal Effects. Except as provided in any written instructions to my Executor regarding the disposition of personal effects, I give any interest I may have in all personal automobiles, clothing, jewelry, china, silver, books, pictures and other works of art, household furniture and furnishings and all other items of domestic, household or personal use to the Trustee of that Trust Agreement described in Paragraph SIXTH. The bequests made by this paragraph shall be free and clear of estate and inheritance taxes, which I direct my Executor to charge against the residue of

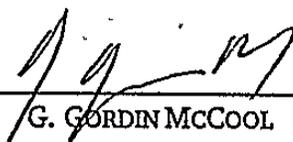

G. GORDIN MCCOOL

my estate. Further, if I am married at the time of my death, I bequeath the sum of One Hundred and No/100's Dollars (\$100.00) to my surviving spouse.

SIXTH: Disposition of Residue of Estate.

(1) All the rest, residue and remainder of my estate, both real and personal and of whatever kind and wherever situated, I give, devise and bequeath to the Trustee under that certain Trust Agreement designated as THE G. GORDIN McCOOL REVOCABLE TRUST, signed earlier this day and bearing the same date as this Will, of which I am the Trustor and Trustee, to be combined with the other assets of the trust and held, administered and distributed as a part of that trust, according to the terms thereof and any amendments made to it prior to my death. It is my intent, if it be permissible, not to create a separate trust by this Will and not to subject THE G. GORDIN McCOOL REVOCABLE TRUST or the property added to it by this Subparagraph (1) to the jurisdiction of the probate court.

(2) If for any reason the disposition in Subparagraph (1) is not operative or is invalid, or if the trust referred to in Subparagraph (1) fails or has been revoked, then I give the rest, residue and remainder of my estate to the individual or entity which would have been Trustee of such trust had such trust been operative, valid and unrevoked at my death, to be held, administered and distributed under the terms and conditions of THE G. GORDIN McCOOL REVOCABLE TRUST, signed earlier this day and bearing the same date as this Will, which trust is incorporated herein by reference.



G. GORDIN McCOOL

(3) Anything else herein to the contrary notwithstanding, should any portion of such trust be terminable upon my death, the disposition made in this Paragraph SIXTH shall be made directly to the beneficiaries for whom the outright distribution from the trust shall be made, and the remainder which will remain in such trust, if any, shall pass into such trust under the provisions of Paragraph SIXTH (1) or (2), as the case may be.

(4) Should the Trustee of that trust described in Paragraph SIXTH (1) and (2) elect not to pay any or all of the estate, gift or inheritance taxes from such trust, then, to the extent they are not so paid, all taxes levied by the United States or any state, district, territory or possession thereof upon or because of any property passing under this Will or any Codicil hereto or by reason of any transfer or gift made by me during my lifetime or at my death, or which may be imposed by reason of my death, or the acquisition of property by any person upon my death by succession, inheritance, survivorship or otherwise, shall be paid out of the residue of my estate as an expense of administration. My Executor is authorized to accept any distributions from the Trustee of that trust described in Paragraph SIXTH (1) or (2) for purpose of such payment.

SEVENTH: Omitted Heirs; Will Contests. Except as otherwise specified in this Will, I have intentionally and with full knowledge omitted to provide for my heirs at the time of my death. If any beneficiary under this Will or heir at law of mine or person claiming through any of them shall contest or otherwise challenge the validity of this Will or attack any of its provisions or the trust described in Paragraph SIXTH herein, directly or indirectly, any share or interest in my estate given to such person under this


G. GORDIN MCCOOL

Will or the trust is hereby revoked, and such share or interest shall be distributed in the same manner provided herein as if such person had predeceased me.

EIGHTH: Partial Invalidity. Should any part, clause, provision or condition of this Will be held to be void, invalid or inoperative, then I direct that such invalidity shall not affect any other provision hereof, which shall be effective as though such invalid provisions had not been made.

NINTH: References to Gender. Any reference herein to the masculine shall include the feminine, and vice versa. Any reference to the plural shall likewise include the singular, and the obverse is also true.

IN WITNESS WHEREOF, I have signed and subscribed my name to this Last Will and Testament on this the 13 day of January, 2003.


G. GORDIN McCOOL


G. GORDIN McCOOL

CERTIFICATE OF SUBSCRIBING WITNESSES

The foregoing instrument, consisting of this and five (5) preceding printed pages, was signed, sealed, published and declared by G. GORDIN McCOOL, the Testator, to be his Last Will and Testament, in our presence, and we, at his request and in his presence and in the presence of each other have hereunto subscribed our names as witnesses, on this the 13 day of January, 2003.

Jaqueline M. Watkins

Kathleen R. Fewel

WITNESS:

WITNESS:

Jaqueline M. Watkins

Kathleen R. Fewel

P.O. Box 14

P.O. Box 14

JACKSON, MS 39205

Jackson, MS 39205

G. GORDIN McCOOL

AFFIDAVIT OF WITNESSES TO THE
LAST WILL AND TESTAMENT OF
G. GORDIN McCOOL

STATE OF MISSISSIPPI
COUNTY OF MADISON

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Jacqueline M. Watkins, and Kathleen R. Fewel subscribing witnesses to the Last Will and Testament of G. GORDIN McCOOL, who having been by me first duly sworn, on their oaths state:

That they are the subscribing witnesses to the Last Will and Testament of G. GORDIN McCOOL, which was executed by him on the 13 day of January, 2003, and that they subscribed their names to said Last Will and Testament in the presence of the Testator and in the presence of each other and at the special instance and request of said G. GORDIN McCOOL.

That at the time of the execution of said Last Will and Testament by G. GORDIN McCOOL, he was over the age of eighteen (18) years, was of sound disposing mind and memory, and competent to make a Will.

And further, Affiant saith not.

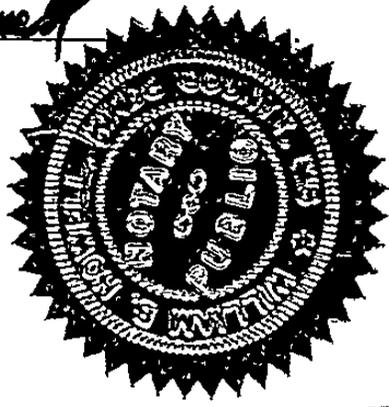
Jacqueline M. Watkins
WITNESS

Kathleen R. Fewel
WITNESS

SWORN TO AND SUBSCRIBED BEFORE ME, this the 13th day of January, 2003.

[Signature]
NOTARY PUBLIC

My Commission Expires:
MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES JULY 19, 2006
BONDED THRU STEGALL NOTARY SERVICE



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

Book 43 Page 342
ARTHUR JOHNSTON, C C

BY: [Signature] D C 

Last Will and Testament

OF

JOHN PRENTISS JOHNSON

2008-979

I, John Prentiss Johnson, having a fixed place of residence in the City of Canton, Madison County, Mississippi, being over the age of eighteen years, and being of sound and disposing mind and memory, do hereby make, publish and declare this my Last Will and Testament, hereby expressly revoking any and all wills and codicils heretofore made by me and disposing of my property as follows, to wit:

Article I.

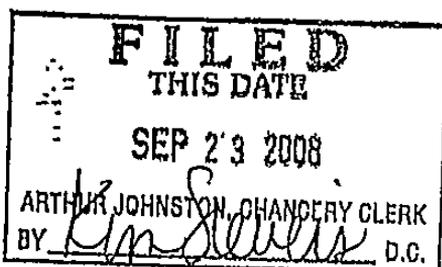
I hereby appoint as Executrix of this my Last Will and Testament, Linda Bowen Thurman, residing at 2090 Pleasant Gift Road, Canton, Mississippi. In the event Linda Bowen Thurman is unable or unwilling to serve as Executrix, then I appoint Laura Thurman Russell, residing at 1112 Old Highway 16 E, Canton, Mississippi as Executrix of this my Last Will and Testament. I direct that my Executrix, appointed by the terms of this instrument, shall be permitted to serve without bond, and I further direct that my Executrix shall not be required to make a formal inventory of my estate, and I hereby waive the necessity of appraisal of the assets of my estate.

Article II

I hereby direct that all of my just debts be paid and such of my lawful debts as may be properly presented against my estate, including, but not limited to all funeral expenses and expenses of my last illness, all of which are to be paid as soon after my death as the orderly administration of my estate will permit. Further, my Executrix is directed to pay out of the principal of the residuary portion of my estate, prior to any distribution to devisees or legatees hereunder, all taxes due on property passing within my estate and outside my estate, it being my express intent that all devisees, legatees and beneficiaries hereunder shall receive full benefit of said property without diminution of account of such taxes.

J.P.J.

JOHN PRENTISS JOHNSON



Last Will and Testament of John Prentiss Johnson

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, Section, 91-101 through 91-9-119, as now enacted or hereafter amended

Article IV.

In the event that my wife, Patsy Ruth Lawrence Russell Johnson, shall survive me, then I give, devise and bequeath unto my said wife, Patsy Ruth Lawrence Russell Johnson, all of my property and estate, real, personal and mixed as her own property to the exclusion of all others. If my wife, Patsy Ruth Lawrence Russell Johnson, does not survive me, I direct that my Executrix or Administrator shall pay any and all expenses of the administration of my estate, including, but not limited to, payment of fees of attorneys and/or accountants, court costs, debts, estate taxes and all other administrative fees or expenses, whether or not set forth herein. Following said payments by my Executrix or Administrator, as set forth above, any and all property remaining in my estate shall be given, devised, and bequeathed as follows:

- (A) All property set forth in Exhibit A, which is attached hereto and incorporated herein by reference is to be given, devised and bequeathed as set forth in said Exhibit A.
- (B) That real property located in Madison County Mississippi consisting of 40 acres more or less, as described in attached Exhibit B shall be given, devised and bequeathed to Lawrence Waymon Russell and Michael Royce Russell as joint tenants, share and share alike



JOHN PRENTISS JOHNSON

(C) That real property located at 727 East Academy Street, Canton, Mississippi, consisting of house and property, as described in attached Exhibit C shall be given, devised and bequeathed to Lawrence Waymon Russell and Michael Royce Russell as joint tenants, share and share alike

(D) Any property, excluding that said property as described in Exhibits A, B, and C, both personal and mixed shall be divided in equal shares among my daughters, Elizabeth Ann Rice and Gertrude Eunice Cataline and my step-sons, Lawrence Waymon Russell and Michael Royce Russell, each to receive one-fourth share.

Article V

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 VI

In the event that my wife, Patsy Ruth Lawrence Johnson, and I are killed in a common disaster, where it is impossible to determine which of us died first, then I direct that it be presumed that I predeceased my wife, and this presumption is to apply throughout this instrument.

Article VII

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.

Article VIII.

I authorize my Executrix to sign a joint return with my surviving spouse if my Executrix deems the action advisable.



JOHN PRENTISS JOHNSON

Last Will and Testament of John Prentiss Johnson

Article IX.

Although my spouse and I are signing Wills at or about the same time and each of our Wills has a substantially identical dispositive plan, it is not our intent that these Wills be joint and mutual, nor have we made any agreement or contract as to the disposition of our estates, and I specifically reserve the right to alter, amend or revoke this Will at any time either before or after the death of my spouse without giving notice of the action to my spouse if my spouse is then living.



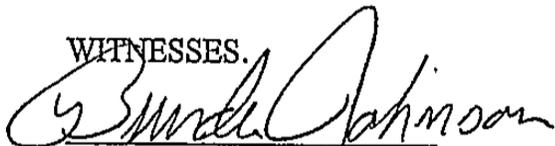
JOHN PRENTISS JOHNSON

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 14 day of February, 2008 at Canton, Mississippi.



JOHN PRENTISS JOHNSON

WITNESSES.



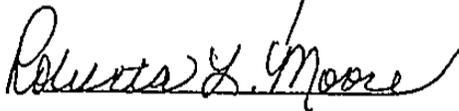


EXHIBIT A

To the following individuals I give, devise and bequeath the following:

- (A) To my daughter, Elizabeth Ann Rice -
 - (1) Roll-top Desk
 - (2) Large Grandfather Clock
 - (3) Silver Dollars as designated

- (B) To my daughter, Gertrude Eunice Cataline -
 - (1) Cedar Bread Box
 - (2) Mantle Clock
 - (3) Silver Dollars as designated
 - (4) Bookcase

- (C) To my step-son Lawrence Waymon Russell -
 - (1) F-150 Ford Truck
 - (2) Yamaha ATV (4-wheeler) (located at Michael Russell's home)
 - (3) 12-gauge Shot Gun (located at the farm)
 - (4) Lawn Mower (ACE) (located at the farm)
 - (5) Pearl Handle 22 -caliber Pistol (located at the farm)
 - (6) Silver Dollars as designated

- (D) To my step-son Michael Royce Russell -
 - (1) Lawn Mower (located at 727 Academy Street)
 - (2) Cedar Picnic Table (located at Michael Russell's home)
 - (3) Silver Dollars as designated

- (E) To my grandson Justin Wayne Russell -
 - (1) Cedar Chest (as labeled)
 - (2) Silver Dollars as designated

- (F) To my grandson William Jackson Russell -
 - (1) Single Shot 22 Rifle

- (H) To my granddaughter Jessica Mae Russell
 - (1) Small M-Horner Harmonica
 - (2) Goliath M-Horner Harmonica

- (I) To Frank Johnson -
 - (1) Horse Collar and Haymes (Mirror)



JOHN PRENTISS JOHNSON

Last Will and Testament of John Prentiss Johnson

EXHIBIT B

The following described property lying and being situated in Madison County, Mississippi, to-wit:

SW ¼ NW ¼ of Section 36, Township 10 North, Range 4 East,
LESS AND EXCEPT a strip of land ten (10') feet in width evenly
off the south end thereof, consisting of 40 acres, more or less.



JOHN PRENTISS JOHNSON

EXHIBIT C

That real property lying and being situated in the City of Canton, Madison County, Mississippi, to-wit:

Beginning at the intersection of the North boundary of East Academy Street, and the West boundary of Hargon Street, run thence West along the North boundary of East Academy Street 248 $\frac{2}{3}$ feet, more or less, to the point of beginning, thence North at right angles to East Academy Street 187 feet, more or less, to South line of property, thence West parallel to East academy Street 69 $\frac{1}{3}$ feet to Northeast corner of the Hillebert lot; thence South at right angles to East Academy Street 187 feet, more or less to East Academy Street, thence East along the North Boundary of East Academy Street 69 $\frac{1}{3}$ feet to the point of beginning



JOHN PRENTISS JOHNSON

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,

Brenda Johnson and Robert L. Moore respectively, whose names appear

as subscribing witnesses to the foregoing and attached instrument of writing, who, after having been duly sworn, say on oath that on the 14th day of February 2008, JOHN PRENTISS JOHNSON, in their presence, signed his name thereto, and in their presence declared the same to be his Last Will and Testament, that at his 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 JOHN PRENTISS JOHNSON, on the 14th day of February 2008, was of lawful age, was of sound and disposing mind and memory, and there was no evidence of undue influence.

Brenda Johnson residing at 329 Northwood Lane Madison MS 39110
Robert L. Moore residing at 548 Virilia Rd. Canton, MS 39046

SWORN TO AND SUBSCRIBED before me this the 14th day of February 2008.

William R. Gault
NOTARY PUBLIC

MY COMMISSION EXPIRES
August 3, 2009

(SEAL)

CERTIFICATE OF OFFICIAL CHARACTER - PROBATE COURT

BOOK 043 PAGE 357
THE STATE OF TEXAS,
COUNTY OF TARRANT. }

FILED
THIS DATE
OCT 02 2008
ARTHUR JOHNSTON, CLERK
BY *[Signature]* D.C.

2008-989

I, PAT FERCHILL

the Probate Court of said County (which is a Court of Record) do hereby certify that SUZANNE HENDERSON

whose name is subscribed to the annexed Certificate, was at the date of the same, and is now County Clerk in and for said County, duly elected, qualified and acting County Clerk of said Court, and full faith and credit are due to all his official acts as such.

And I do further certify that the signature attached to the annexed Certificate is her proper signature and is genuine, and that said attestation is in due form.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the said County Court, at my office, in Fort Worth, Texas this 4th day of SEPTEMBER A. D. 2008

[Signature]
Judge Probate Court, Tarrant County, Texas
[Seal]
Clerk of the

THE STATE OF TEXAS,
COUNTY OF TARRANT. }

I, SUZANNE HENDERSON

Probate Court of said County (which is a Court of Record), do hereby certify that PAT FERCHILL

whose name is subscribed to the annexed Certificate was at the date of the same, and is now Probate Judge in and for said County, duly elected, qualified and acting Probate Judge of said Court, and full faith and credit are due to all his official acts as such.

And I do further certify that the signature attached to the annexed Certificate is his proper signature and is genuine.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the said Probate Court at my office, in Fort Worth, Texas, this 4th day of SEPTEMBER A. D. 2008



[Signature]
Clerk Probate Court, Tarrant County, Texas.

CC-500 A
GPC-0630

EXHIBIT 'A'

I, SUZANNE HENDERSON, Clerk of the Probate Courts of Tarrant County, Texas, do hereby
certify that the attached pages contain a true and correct copy of the following:

- 1) Last Will and Testament of Carolyn M. Pilcher
- 2) Order Admitting Will to Probate as Muniment of Title

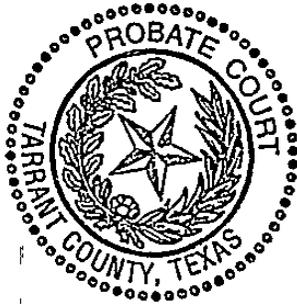
which said original documents and probate proceedings are on file in the Cause No. 06-2096-2

styled the

Estate of CAROLYN M. PILCHER

on the Probate Docket and of record in the Probate Minutes of the Probate Court of Tarrant County,
Texas.

TO CERTIFY WHICH WITNESS my hand and seal of office at Fort Worth, Texas, this the 4th
day of SEPTEMBER, 2008.



SUZANNE HENDERSON
Clerk Probate Court, Tarrant County, Texas

By *Suzanne Henderson*

III.

I hereby appoint my son, JOHN WREN PILCHER, Independent Executor of my Estate, to serve without bond, with full powers to manage, mortgage, sell and dispose of the whole or any part of my said Estate, without any action of the Probate Court other than the recording and probating of my Will and the return of inventory, appraisement and list of claims of said Estate.

IV.

I give, devise and bequeath in fee simple all of the rest and residue of my Estate to my children, JOHN WREN PILCHER, CAROLYN HARVEY and EDMUND W. PILCHER, JR., in equal shares. In the event any child of mine shall predecease me leaving issue who survive me, then the share of my Estate that would have been received by said deceased child of mine had such child survived me shall be distributed in fee simple to the surviving issue of such deceased child per stirpes and not per capita. In the event any child of mine shall predecease me without leaving any surviving issue, then in that event, no share shall be created on behalf of such deceased child.

V.

In the event my son, JOHN WREN PILCHER, shall predecease me, or if we shall both die under circumstances where the order of death cannot be readily ascertained, or within thirty (30) days of each other, or should my son, JOHN WREN PILCHER, fail, refuse or cease to serve as Independent Executor of my Estate for any reason, then in either of these events, I hereby appoint my daughter, CAROLYN HARVEY, Independent Executrix of my Estate, to serve without bond, with full powers to manage, mortgage, sell and dispose of the whole or any

C.M.P.
C.M.P.



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ORIGINAL RECORD FILED IN
TARRANT COUNTY, TEXAS:
SUZANNE HENDERSON, COUNTY CLERK

part of my said Estate, without any action of the Probate Court other than the recording and probating of my Will and the return of inventory, appraisement and list of claims of said Estate.

In the event my daughter, CAROLYN HARVEY, shall predecease me, or should she fail, refuse or cease to serve as Independent Executrix of my Estate for any reason, then in either of these events, I appoint my son, EDMUND W. PILCHER, JR., to serve as Independent Executor of my Estate, to serve without bond, with full powers to manage, mortgage, sell and dispose of the whole or any part of my said Estate, without any action of the Probate Court other than the recording and probating of my Will and the return of inventory, appraisement and list of claims of said Estate.

VI.

The phrase "per stirpes" when used with respect to a distribution of property among a class of beneficiaries, shall mean by representation; that is, the descendants of a deceased ancestor take the share such ancestor would have received had he or she been living, and the issue of a living ascendant would not take in competition with such ascendant. The per stirpital allocation shall commence with the most senior generation that has a living representative.

VII.

Wherever used in this Will, the word "issue" shall mean legitimate descendants of whatever degree, including descendants both by blood and by adoption. A child in gestation shall be regarded for purposes of this Will as though such child were then living, but only if such child survives birth.

C.M.P.
C.M.P.

Page 3



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TARRANT COUNTY, TEXAS:
SUZANNE HENDERSON, COUNTY CLERK

VIII.

For purposes of this Will, a person shall be regarded as having been adopted by another only if the adoption is by legal proceedings, the finality of which is not being contested by the adopting person.

IX.

If any beneficiary under this Will in any manner, directly or indirectly, contests or challenges this Will or any of its provisions, any share or interest in my Estate given to that contesting beneficiary under this Will is revoked and shall be disposed of in the same manner as if that contesting beneficiary had predeceased me without descendants.

IN WITNESS WHEREOF, I have hereunto set my hand at Arlington, Texas, in the presence of the undersigned witnesses, who attest the same at my request, and in the presence of said witnesses, I have declared and published the foregoing as my Last Will and Testament on this 8th day of June, 1993.

Carolyn M. Pilcher
CAROLYN M. PILCHER

The foregoing was here now published as her Last Will and Testament, and signed and subscribed by CAROLYN M. PILCHER in our presence and in the presence of each of us, and at the time of her subscribing said instrument, she declared that it was her Will, and at her request and in her presence and in the presence of each other, we have subscribed our names as witnesses on this 8th day of June, 1993.

CMP
C.M.P.



TRUE AND CORRECT COPY OF ORIGINAL RECORD FILED IN TARRANT COUNTY, TEXAS. SUZANNE HENDERSON, COUNTY CLERK

NAME

ADDRESS

Patty D. Hicks

4025 Woodland Park Blvd., Suite 140
Arlington, Texas 76013

Patrick B. Jordan

4025 Woodland Park Blvd., Suite 140
Arlington, Texas 76013

STATE OF TEXAS)

COUNTY OF TARRANT)

BEFORE ME, the undersigned authority, on this day personally appeared CAROLYN M. PILCHER, PATTY D. HICKS and PATRICK B. JORDAN, known to me to be the Testatrix and the witnesses, respectively, whose names are subscribed to the foregoing instrument in their respective capacities, and, all of said persons being by me duly sworn, the said CAROLYN M. PILCHER, Testatrix, declared to me and to the said witnesses in my presence that said instrument is her Last Will and Testament, and that she had willingly made and executed it as her free act and deed; and the said witnesses, each on their oath stated to me in the presence and hearing of the said Testatrix that the said Testatrix had declared to them that said instrument is her Last Will and Testament, and that she executed it as such and wanted each of them to sign it as a witness; and upon their oaths each witness stated further that they did sign the same as witnesses in the presence of the said Testatrix and at her request; that she was at the time eighteen years of age or over and was of sound mind; and each of said witnesses was then at least fourteen years of age.

C.M.P.
C.M.P.



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ORIGINAL RECORD FILED IN
TARRANT COUNTY, TEXAS
SUZANNE HENDERSON, COUNTY CLERK

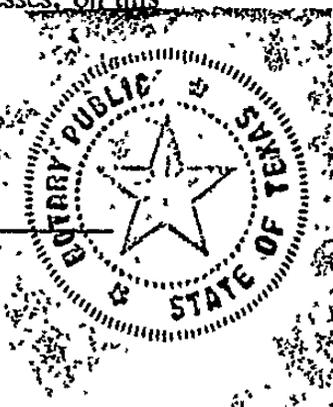
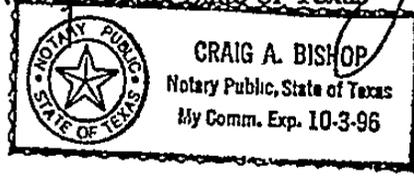
Carolyn M. Pilcher
CAROLYN M. PILCHER

Patty D. Hicks
WITNESS

Patrick B. Jordan
WITNESS

SUBSCRIBED AND SWORN TO BEFORE ME by the said CAROLYN M. PILCHER,
Testatrix, and by the said PATTY D. HICKS and PATRICK B. JORDAN, Witnesses, on this
8th day of June, 1993.

Craig A. Bishop
Notary Public, State of Texas

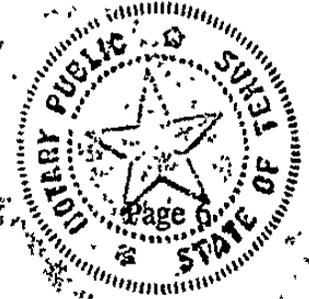
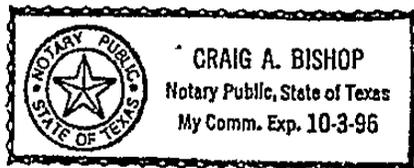


STATE OF TEXAS)
COUNTY OF TARRANT)

BEFORE ME, the undersigned authority, on this day personally appeared CAROLYN
M. PILCHER, PATTY D. HICKS and PATRICK B. JORDAN, known to me to be the persons
whose names are subscribed to the foregoing instrument and acknowledged to me that they
executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 8th day of June, 1993.

Craig A. Bishop
Notary Public, State of Texas



CMP
C.M.P.



TRUE AND CORRECT COPY OF
ORIGINAL RECORD FILED IN
TARRANT COUNTY, TEXAS:
SUZANNE HENDERSON, COUNTY CLERK

IN RE: THE ESTATE OF
CAROLYN M. PILCHER,
DECEASED

IN THE PROBATE COURT
NUMBER TWO FOR
TARRANT COUNTY, TEXAS

ORDER ADMITTING WILL TO PROBATE
AS MUNIMENT OF TITLE

On this day, the Court heard the Application for Probate of Will as Muniment of Title filed by JOHN WREN PILCHER, ("Applicant") in the Estate of CAROLYN M. PILCHER, Deceased (the "Decedent"). The Court heard the evidence and reviewed the Will and other documents filed herein and finds:

1. Decedent died on the 8th day of May, 2005.
2. Decedent died at the following location: Arlington Memorial Hospital, Tarrant County, Texas
3. Four years have not elapsed since the date of Decedent's death and the date the application to probate will was filed.
4. This Court has jurisdiction and venue.
5. Notice and citation have been served and returned in a manner and for the length of time required by law
6. Decedent left a Will dated the 8th day of June, 1993.
7. On the date the Will was executed, the Decedent was of sound mind and had attained the age of 18 years.
8. The Will was executed with the formalities and solemnities and under the circumstances required by law to make it a valid will. The Will was a self-proved will.
9. Decedent did not revoke the Will.
10. The Will does not name a state, governmental agency of the state, or a charitable organization as a devisee, and if it does, the Applicant has represented to the Court that the requisite notice and citation required has been or will be given within 30 days after the probate of this Will.
11. There are no unpaid debts owing by the estate of Decedent, excluding debts secured by liens on real estate, and therefore, there is no necessity for an administration of the estate of Decedent.

IT IS, THEREFORE, ORDERED THAT:

The Will is admitted to probate as a muniment of title only and shall constitute sufficient legal authority to all persons owing any money to the estate of the Decedent, having custody of any property, or acting as registrar or transfer agent of any evidence

ORDER ADMITTING WILL TO PROBATE
AS MUNIMENT OF TITLE
ESTATE OF CAROLYN M. PILCHER

Page 1



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ORIGINAL RECORD FILED IN
TARRANT COUNTY, TEXAS
SUZANNE HENDERSON, COUNTY CLERK

SCANNED

AUG 15 2006

of interest, indebtedness, property, or right belonging to the estate (and to persons purchasing from or otherwise dealing with the estate), for payment or transfer, without liability, to the persons described in the Will as entitled to receive the particular asset without administration.

The person or persons entitled to property under the provisions of the Will shall be entitled to deal with and treat the properties to which they are so entitled in the same manner as if the record of title thereof were vested in their names.

Applicant ___ is or is not required to file with the Clerk a sworn affidavit stating specifically the terms of the Will that have been fulfilled and the terms of the Will that have been unfulfilled within 180 days from the date of this Order.

The Clerk of this Court is ORDERED to record the Will, together with the Application, in the Minutes of this Court.

Signed this 14th day of August, 2006.

Pat Terchie
JUDGE PRESIDING

Prepared by:

CRAIG A. BISHOP
Attorney for Applicant
State Bar No.. 02349100
1101 W. Randol Mill Road
Arlington, Texas 76012
817/861-4046
Fax: 817/277-6424

MADISON COUNTY MS. This Instrument was
filed for record Oct. 2, 2008.
Book 43 Page 357
ARTHUR JOHNSTON, C. C.
BY: K. Jensen S.C.



ORDER ADMITTING WILL TO PROBATE
AS MUNIMENT OF TITLE
ESTATE OF CAROLYN M. PILCHER



TRUE AND CORRECT COPY OF
ORIGINAL RECORD FILED IN
TARRANT COUNTY, TEXAS:
SUZANNE HENDERSON, COUNTY CLERK

LAST WILL AND TESTAMENT
OF
WALTER W. WELLINGTON

2008-1017-6

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

ITEM II.

My wife is Marian Anderson Wellington and is sometimes referred to herein as "my wife". I have four (4) children now living and they are:

- Walter B. Wellington
- Kay Wellington Cranford
- Elizabeth Wellington Ebeling
- Pam Wellington Comans

ITEM III.

I devise and bequeath to my wife, Marian, if she survives me, any right, title and interest I may own in our residence which is occupied by us as a family home, including any land adjacent thereto and used as a part of our homestead, all subject to any indebtedness that may be secured by such residence. If my wife does not survive me, I devise and bequeath my right, title and

[Handwritten signature]
8/19/96

interest in our home to the "Walter W. Wellington Family Trust" created by the provisions of Item VI of this Will, to be held, administered and distributed according to the terms of that trust.

ITEM IV.

A. I give and bequeath to my wife, Marian, if she survives me, all of my tangible personal property (except tangible personal property used in connection with any business in which I am engaged or own), including my automobiles, clothing, books, jewelry, sporting equipment and other similar personal effects.

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

C. If my wife does not survive me, I give and bequeath to my children, in equal shares, all my tangible personal property described in this Item. If any child does not survive me, such child's share of this property shall be distributed to his or her surviving children, or if none to my other children. The share of such property for any beneficiary who is a minor or who is under any disability shall be held by the guardian of such beneficiary until the beneficiary reaches the age of twenty-one (21) years or until the disability is removed or no longer exists.

D. The division of my tangible personal property shall be made by the beneficiaries in whatever manner they agree. If the beneficiaries are unable to agree, the Executor shall divide such property into the appropriate shares and distribute the shares as provided herein.

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

F. All expenses of safeguarding, dividing and delivering the property shall be paid as an administrative expense of my estate.

ITEM V.

A. I give, devise and bequeath to my wife, Marian, if she survives me, 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 (but not including any property over which I have any power of appointment unless specifically exercised herein).

B. My wife shall have the right to disclaim all or any part of her interest in any property which I have devised or bequeathed to her, whether outright or in trust. Any such disclaimer shall be made in writing, clearly stating the portion or assets disclaimed, and shall be delivered to the Executor of my estate within the time period required for the disclaimer to qualify under Section 2518 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future law. The Executor may file such disclaimer in the Court in which my estate is being probated. If my wife disclaims in whole or in part, the property in which she disclaims her interest shall be distributed according to the provisions of Item VI of this Will. If my wife dies within the time period for making a disclaimer but has not done so, her Executor may make such disclaimer on behalf of her estate. In such event, the disclaimer shall be treated as made by my wife in her lifetime.

C. If my wife does not survive me, I devise and bequeath the residue of my estate to the "Walter W. Wellington Family Trust" created by Item VI of this Will to be held, administered and distributed according to the terms of that trust.

ITEM VI.

The assets conveyed to the "Walter W. Wellington Family Trust" herein, shall be held by Kay Wellington Cranford, as Trustee, under the terms hereafter set forth, for the benefit of my children and my other descendants. The Trustee shall hold, administer and distribute the funds of this trust under the following provisions:

A. (1) All assets of this Trust other than the condominium located at 602 Buena Vista, Gulf Shores, Alabama (or any

[Handwritten signature]
8/12/96

replacement of such property) shall be held, administered and distributed pursuant to Section B. of this Item. The condominium (or any replacement of such property) shall be held, administered and distributed pursuant to this Section A, for the benefit of my children.

(2) Unless my children's unanimously agree, each of my children shall have equal rights to the use and benefits of the condominium and each child shall be equally obligated for making contributions to this trust to pay any debts or obligations not otherwise paid from operating receipts. The children shall establish any specific guidelines or rules they deem necessary for the proper maintenance of the condominium.

(3) Each year, my children shall agree on the division of the time and allocation of the periods for use of the condominium by them. During the periods so determined, the child so designated shall have the first right to use the condominium. If that child does not use the condominium during his or her assigned period, any other child may do so without obligation to change any other designated period of use.

(4) At any time prior to November 15 of any year, any child may disclaim and renounce his or her interest in this trust and in the use of the condominium by written notice to the Trustee and each of the other children. Effective on January 1 of the year following such notice, such child shall have no further rights to the use and benefit of the condominium and shall have no further obligation for any debts or expenses of the condominium. That child's interest in this part of the trust shall thereby terminate.

(5) No child shall have any right to transfer his interest as a beneficiary of the trust to any party. The trust shall have no obligation to any party other than my children.

(6) No child shall have the right to permit any nonrelated person to use the condominium except when such child is also present.

[Handwritten signature]
8/19/96

(7) Upon the death of a child, his or her interest in the trust shall terminate and my surviving children shall continue as beneficiaries. Upon the death of the last of my children to die, the trust shall terminate and the condominium or proceeds from the sale thereof shall be distributed to the descendants, *per stirpes*, of the last of my children to die.

(8) At any time prior to termination of the trust, my children who are then beneficiaries of this part of the trust may by their unanimous consent vote to cause the Trustee to sell the condominium, and thereafter, to distribute the net proceeds of such sale equally among the then existing beneficiaries.

(9) If at any time the beneficiaries are unable to agree on any matters relating hereto, they shall appoint an impartial third party to arbitrate such disagreement. The determination of such third party shall be binding.

B. The Trustee shall divide the assets of this trust other than the condominium described in Section A. in the manner set forth below upon the completion of the administration of my estate.

C. On the date determined in Paragraph B., the Trustee shall divide the assets of this trust into equal and separate shares, one share for each of my then living children, and one share for each child of mine who is then deceased but who is survived by children. The Trustee shall distribute to each of my living children the shares created for such child. Each share created for the children of a deceased child of mine shall continue to be held as a separate trust for such children.

D. The net income and/or principal of each separate trust created in Paragraph C. may be distributed to or for the benefit of the beneficiaries of each separate trust in such proportions and at such intervals as the Trustee shall deem advisable for the education, support, maintenance, health and medical needs of such beneficiaries.

[Handwritten signature]
8/19/96

E. As and when the youngest child of a deceased child of mine who is a beneficiary of a trust attains the age of twenty-five (25) years, the Trustee shall distribute to the beneficiaries of such trust one-half (1/2) of the assets of such trust.

F. As and when the youngest such child attains the age of thirty (30) years, the Trustee shall distribute to the beneficiaries of such trust the balance of the assets of such trust.

G. If any child of a deceased child of mine dies prior to receiving his or her share of the trust, such share shall be distributed to such child's descendants, *per stirpes*. If such deceased child leaves no such descendants, that deceased child's share of the trust shall be distributed, *per stirpes*, to the shares for such deceased child's siblings.

H. If all such children of a deceased child of mine die prior to final distribution of the trust, with none survived by descendants, the assets of the trust shall be distributed to my living children or to the trusts created (or which would have been created) for the descendants of my deceased children to be held, administered and distributed according to the provisions of any such trust, or distributed outright to any beneficiary or his or her descendants who has reached the age set forth in Paragraphs E. and F. above to have received a distribution of his or her trust.

I. Notwithstanding any other provisions herein to the contrary, if in the sole and complete judgment of the Trustee, a beneficiary (at any time such beneficiary would otherwise be entitled to receive a distribution of principal from the trust estate) shall not have manifested the ability to prudently use and conserve the principal of the trust provided to be distributed to such beneficiary, or if such beneficiary is subject to liabilities, debts, claims, liens, judgments or other encumbrances which in the judgment of the Trustee would cause the beneficiary to lose any assets distributed to such beneficiary, the Trustee is fully authorized and directed to withhold and defer the delivery and

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conveyance of any part or all of such principal distribution until the Trustee shall deem such beneficiary to be qualified to prudently use and conserve such assets or until such liabilities, debts, claims, liens, judgments or encumbrances would no longer adversely affect the beneficiary. Any principal so retained shall continue to be administered as an integral part of the beneficiary's trust and, thereafter, in the discretion of the Trustee, may be paid over and delivered to such beneficiary in whole or in part and from time to time as and when the Trustee shall determine that the beneficiary is qualified to prudently use and conserve the assets so distributed or that the liabilities, debts, claims, liens, judgments, or encumbrances no longer adversely affect the beneficiary.

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

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

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

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

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ITEM VII.

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

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

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

D. In making distributions to beneficiaries from a trust created under this Will, and especially where a beneficiary is a minor or incapable of transacting business due to incapacity or illness, the Trustee may make distributions either (a) directly to the beneficiary, (b) to the legal or natural guardian of the beneficiary, (c) to a relative or guardian of the person of the beneficiary who has custody and care of the beneficiary, upon agreement of such person to expend such income or principal solely for the benefit of the beneficiary, or (d) by applying the distributions for the benefit of the beneficiary by paying expenses directly. In any event, the Trustee shall require such reports and take such

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actions as the Trustee shall deem necessary to assure and enforce the application of such distributions for the exclusive benefit of the beneficiary. The Trustee shall have the power and authority to determine if a beneficiary is incapacitated and such determination shall be final and conclusive.

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

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

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

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

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

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

K. The Trustee may terminate any trust if (1) the Trustee determines the assets of the trust are of such small value that the continued existence and operation of the trust is not in the best interest of the beneficiaries; and (2) either (a) the income and the remainder beneficiaries are the same and have the same interest in the trust, or (b) if the beneficiaries or interests are different, only if the beneficiaries agree to a manner of termination and distribution of trust assets. No beneficiary shall have any right to require the Trustee to exercise this power.

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

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ITEM VIII.

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

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

C. If the Trustee resigns or becomes unable to serve, regardless of the cause, Elizabeth Wellington Ebeling shall serve as successor Trustee. If she resigns or becomes unable to serve, a successor Trustee shall be appointed by a majority vote of the adult beneficiaries of the trust, as provided by Mississippi law. If the adult beneficiaries fail to make the appointment prior to the effective date of the Trustee's resignation, a successor Trustee shall be appointed by the Chancery Court of the County in which this Will was probated, upon petition brought by or on behalf of the beneficiaries of the trust.

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

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original Trustee being replaced, but shall not be responsible for any acts or omissions of any prior Trustee.

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

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

G. Any notice required to be given to or any approval required to be received from a beneficiary who is a minor or who is under a legal disability shall be effective if such notice is given to or such approval is received from the legal guardian, if any, of the beneficiary, or if no legal guardian has been appointed, from the person who has custody of the beneficiary.

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

ITEM IX.

Except as limited or restricted by other provisions of this Will, I hereby grant to the Executor and the Trustee named herein

the continuing, absolute, discretion and power to deal with any property, real or personal, held in trust or in the administration of my estate. Such power may be exercised independently without prior or subsequent approval of any judicial authority. No person dealing with the Executor or Trustee shall be required to inquire into the propriety of actions either may take. Without limiting the generality of the foregoing, I hereby grant to the Executor and the Trustee hereunder the following specific powers, duties and authority in addition to and not in substitution of powers conferred by law.

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

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

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

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8/19/26

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

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

F. The Executor or the Trustee may make any distribution (including the satisfaction of any pecuniary bequests) in cash or in specific property, real or personal, and may do so without regard to the income tax basis of specific property allocated to any beneficiary. In making distributions, I request (but do not direct) that the Executor or the Trustee do so in a manner which will result in the property to be sold to satisfy obligations of my estate having an aggregate income tax basis as close as possible to

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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. The Executor or the Trustee also may make in kind and non-pro rata distributions under this will and trust if practicable. Any asset distributed in kind shall be valued at its date of distribution value. Such decision of the Executor or Trustee shall be conclusive if made in good faith.

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

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

I. The Executor or the Trustee may 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 the Trustee deems appropriate. The Executor or the Trustee 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 Trustee may retain any such insurance policy as an investment of the trust without regard to the portion such insurance policies of a similar character so held may bear to the entire amount of the trust. The term "insurance policy" shall be deemed to include life insurance policies, annuity contracts, accident policies, and any

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retirement plan or contract under which death benefits can be or are made payable to the Executor or Trustee.

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

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

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

ITEM X.

If my wife and I die simultaneously, or under circumstances which make it difficult to determine which of us died first, I direct that my wife be deemed to have survived me for purposes of this Will. I direct that the provisions of this Will be construed

upon that assumption, irrespective of any provisions of law establishing a contrary presumption or requiring survivorship as a condition of taking property by inheritance.

ITEM XI.

A. If my wife, Marian, is or becomes unable or unwilling to serve as Executor, I appoint Kay Wellington Cranford to serve as successor Executor. If she is or becomes unable or unwilling to serve, I appoint Elizabeth Wellington Ebeling 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 19th day of August, 1996.

[Handwritten Signature]
WALTER W. WELLINGTON

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

WITNESSES:

[Handwritten Signature] of 6300 OLD CANTON Rd #4104
JACKSON, MS 39211
[Handwritten Signature] of 214 Swallow Dr.
Brandon, MS 39042

31HAMB-WILLWELLINGTONWALTER WIL

PROOF OF WILL

We, KERRI RISTER and Martha Morris, on oath state:

We are the subscribing witnesses to the attached type-written instrument dated August 19th, 1996, which purports to be the Last Will and Testament of Walter W. Wellington. On the execution date of the instrument, Walter W. Wellington, in our presence, signed the instrument at the end thereof, acknowledged his signature thereto, declared the instrument to be his Will, and requested that we attest his execution thereof. In the presence of Walter W. Wellington each of us signed our respective names as attesting witnesses. At the time of execution of the instrument, Walter W. Wellington appeared to be eighteen (18) years of age or older, of sound mind, and acting without undue influence, fraud, or restraint.

DATED this 19th day of August, 1996.

[Signature]
(WITNESS)

Martha Morris
(WITNESS)

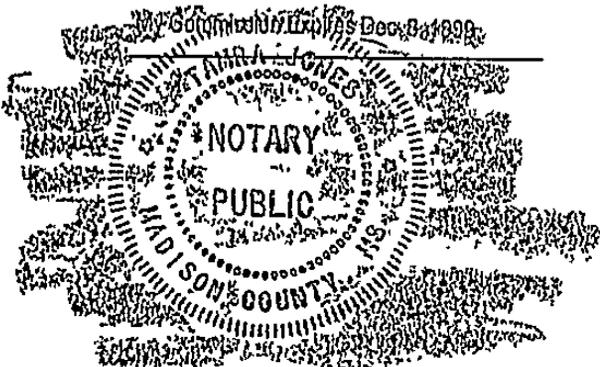
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STATE OF MISSISSIPPI
COUNTY OF Madison

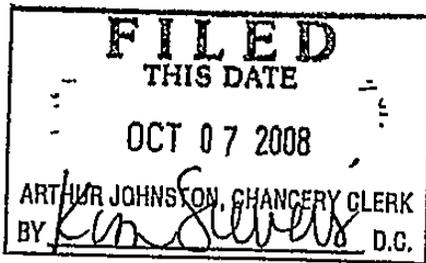
Subscribed and sworn to before me, the undersigned Notary Public, on this the 19th day of August, 1996.

Lamira Jones
Notary Public

My Commission Expires:



2008-1025



LAST WILL AND TESTAMENT

OF

LORAINÉ T. CROCKETT

KNOW ALL MEN BY THESE PRESENTS, That I, LORAINÉ T. CROCKETT, of the Town of Ridgeland, County of Madison, State of Mississippi, being above the age of eighteen years and being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all Wills and Codicils heretofore made by me.

ARTICLE I.

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

ARTICLE II.

I hereby direct my Executor to pay all federal and state estate, inheritance, succession, transfer or other death taxes which are assessed against my estate or against any beneficiary, including estate and inheritance taxes assessed on other property which shall be included in my gross estate for the purpose of such taxes, whether or not included in my estate for probate purposes, out of the property passing under Article V hereof, provided, however, that this provision shall not apply to any tax imposed as a result of section 2041 or 2044 or Chapter 13 of the Internal Revenue Code of 1986, as amended, or any corresponding provision of state law. The estate taxes imposed upon the value of the property passing under the provisions of Article V hereof shall be allocated and apportioned on a pro rata basis based upon the value of the property passing to each beneficiary, either outright, or in trust. Based upon the size of my estate at this time and the federal and state estate tax credits available to my estate, I anticipate that the value of my estate is such that neither federal nor state estate taxes should be owing by my estate.

ARTICLE III.

My husband, Thomas W. Crockett, has predeceased me. I have one child, Thomas W. Crockett, Jr. At the present time I have four grandchildren who are as follows: Julie Brandt Crockett, Thomas William Crockett, III, Stephen Campbell Crockett, and James Andrew

Loraine T. Crockett

 LORAINÉ T. CROCKETT

Crockett. All references in this Will to "grandchildren" shall be deemed to refer to my above-named grandchildren.

ARTICLE IV.

A. I give and bequeath unto my son, Thomas W. Crockett, Jr., if he survives me, all of my strictly personal belongings, consisting of jewelry, wearing apparel, and other property of a very similar nature owned by me at the time of my death. I also give and bequeath unto my son, if he survives me, all of my interest in the household furniture, furnishings and effects, including but not limited to chinaware, silverware, glassware, linens, rugs, fixtures, portraits and works of art, which are in or used in connection with my residence which is presently located at The Orchard, Ridgeland, Mississippi. If my son does not survive me, I give and bequeath all such tangible personal property described in this Article and owned by me at the time of my death, in equal shares to be divided among my four grandchildren as they may agree or to the survivors thereof.

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

ARTICLE V.

A. I hereby give, devise, and bequeath the sum of One Hundred Thousand Dollars (\$100,000.00) to be divided in equal shares among my four grandchildren named above. In the event that a grandchild has predeceased me, I give and bequeath the share that would have passed to my deceased grandchild to his or her descendants, per stirpes, subject to the provisions of Paragraph C below. If a grandchild has predeceased me and has left no descendants surviving, his or her share shall be distributed among my other above-named grandchildren.

B. I hereby give, devise, and bequeath all of the rest, residue, and remainder of my property, real, personal and mixed, wherever situated, to my son, Thomas W. Crockett, Jr., if he survives me for a period of six (6) months. In the event that my son does not survive me for a period of six (6) months, my aforesaid residuary estate shall be distributed, in equal shares, to my four grandchildren, who are Julie Brandt Crockett, Thomas William Crockett III, Stephen Campbell Crockett, and James Andrew Crockett. If one of them is then deceased, his or her share shall be distributed to his or her then living descendants, per stirpes, subject to the provisions of Paragraph C below. In the event that a grandchild has predeceased me without leaving descendants, his or her share shall be distributed among my other then living descendants, per stirpes.

Lorraine T. Crockett
LORAIN T. CROCKETT

C. If a descendant who is more remote than a grandchild of mine becomes entitled to a distribution of assets under this Will, and if such descendant of a grandchild is under the age of twenty-five (25) years or is under any legal disability, his or her share shall be vested in him or her but distribution of such share free of trust shall be postponed until he or she attains such age, or until such legal disability is removed. The Trustee shall pay to or for the benefit of such descendant such part of the income and principal of the retained share as the Trustee considers necessary for his or her support, education, maintenance, medical care and welfare and may add to the principal any income not so expended. In the event that such beneficiary dies prior to attaining the age of twenty-five (25) years or having such legal disability removed, the trust assets shall be paid to the executor or administrator of the estate of such beneficiary.

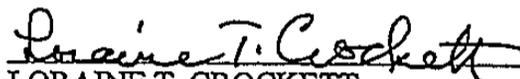
D In the event that the Trustee of any trust created under the provisions of Paragraph C above determines that the amount of each trust fund is not of a sufficient amount to make it economically feasible or desirable to continue the administration of any one or more of the trusts created in this Article, I hereby authorize my Trustee with the approval of the Chancery Court in which my estate is administered to terminate the trust prior to the attainment of the age of twenty-five (25) years by a beneficiary.

ARTICLE VI.

A. 1. The trusts specified herein are intended to be within the definition of a "trust" as set forth in the Uniform Trustees' Powers Act, Chapter 372, Mississippi Laws of 1966 (Section 91-9-101, et seq., Mississippi Code of 1972), and the said Trustee shall have all of the powers afforded to trustees in and by the terms and provisions of said statute, as now or hereafter amended, reference to which statute is hereby made for all purposes.

2. Notwithstanding any other provision contained in this will to the contrary, I hereby authorize and empower my executor to sell any real property or personal property owned by me at the time of my death except such real or personal property as may be specifically devised or bequeathed hereinabove in this will. My executor is hereby authorized and empowered to determine whether to sell any such property, and if so, the terms and conditions of such sale. In the event of any such sale it shall not be necessary for my executor to give notice to any beneficiaries under this will nor to any trustee of any trust created hereunder, nor to any beneficiaries of any trust created hereunder, it being my intention and direction that my executor be authorized and empowered to sell any such property without the necessity of notice to, or joinder by, any beneficiary under this will or any beneficiary of any trust created under this will.

B. None of the beneficiaries hereunder shall have any power to sell, transfer, pledge, encumber, convey, or in any other manner alienate their interest in either the income or principal of this estate or of any trust created hereunder. In addition, all sums payable to such beneficiaries hereunder, whether income or principal, shall be free and clear of the debts,


LORAIN T. CROCKETT

contracts, alienations and anticipations of the beneficiaries and shall not be subject to be taken, by any process whatsoever, by the creditors of any beneficiary

C. During the continuance of the trusts under this Will, my Trustee shall render not less frequently than annually statements of account to the beneficiary or beneficiaries then entitled to current income. In the event that any person entitled to statements hereunder is a minor or otherwise legally incapacitated, such statements are to be rendered to the guardian of or the individual with whom such person resides. The statement shall show all receipts and disbursements and a list of all assets held as of the closing dates of the accountings

D. It shall not be necessary that the Trustee furnish accountings other than provided for above either during the continuance of the trusts or upon the termination of the same, and I expressly waive any requirements of law or otherwise that accountings be filed with any court or other public tribunal except upon the written request of any individual having an interest in the trusts or by the voluntary action of the Trustee.

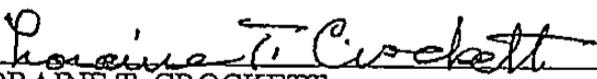
E. Anything herein to the contrary notwithstanding, any beneficiary or the duly appointed personal representative of the estate of any beneficiary of my estate or any trust estate hereunder shall have the right and power to disclaim irrevocably such beneficiary's interest in my estate or such trust estate, by written notice delivered to the holder of the legal title to the property to which such interest relates at any time prior to the acceptance by or on behalf of such beneficiary of such interest or any of its benefits and within nine (9) months of the date of my death; and, upon receipt of such written notice, such interest shall be administered in accordance with the provisions hereof as though such beneficiary had predeceased me and as otherwise provided in this Will.

ARTICLE VII.

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

ARTICLE VIII.

A. In determining the disposition to make of my property, I am aware of the provisions contained in the THOMAS W. CROCKETT, SR and LORAIN T. CROCKETT IRREVOCABLE TRUST established on January 15, 1973 and of the amount of assets presently in said trust. Further, I am aware of the provisions contained in the Last Will and Testament of my husband, Thomas W. Crockett, Sr, especially the provisions in the Thomas W Crockett, Sr


LORAIN T CROCKETT

Residuary Trust established under the terms and provisions of said Will. Thus, in making this Will, I have taken into account the size of my estate as well as the provisions of the aforesaid irrevocable trust and the Thomas W. Crockett, Sr. Residuary Trust. It is my understanding that estate taxes were imposed upon the value of the property passing into the Thomas W. Crockett, Sr. Residuary Trust at the death of my husband and that no such estate taxes shall be imposed upon the value of such Residuary Trust assets at the time of my death. Further, it is my understanding that no estate taxes shall be imposed upon the value of assets in the Thomas W. Crockett, Sr and Loraine T. Crockett Irrevocable Trust at the time of my death.

B. Under the Codicil to the Last Will and Testament of Thomas W. Crockett, Sr., dated June 20, 1981, I was granted a power to appoint a successor Trustee to said residuary trust. I hereby appoint as successor Trustee of the Thomas W. Crockett, Sr. Residuary Trust my son, Thomas W. Crockett, Jr. In the event that my son is unable or unwilling to serve as Trustee of such trust and declines the appointment contained herein, I hereby appoint Trustmark National Bank, Jackson, Mississippi as successor Trustee of the Thomas W. Crockett, Sr. Residuary Trust.

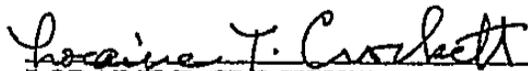
ARTICLE IX.

I hereby nominate, constitute and appoint my son, Thomas W. Crockett, Jr. as Executor of this my Last Will and Testament. Should my son, Thomas W. Crockett, Jr, be unable or unwilling to serve as Executor either before or after entering upon such duties, I hereby appoint Trustmark National Bank, Jackson, Mississippi, as alternate Executor of this Will. I hereby appoint Julie Brandt Crockett as Trustee of any and all trusts as created under this Will. Should she be unable or unwilling to serve as Trustee either before or after entering upon such duties, I hereby appoint Trustmark National Bank, Jackson, Mississippi, as successor Trustee of any and all trusts as created under this Will. I hereby relieve my said Executor, my alternate Executor, my Trustee and my successor Trustee from giving bond, from having an appraisal made of my estate and of making or filing any reports, returns or accountings of any kind or character to any Court or other tribunal.

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

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

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


LORAINÉ T. CROCKETT

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

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

d. To make elections permitted by any tax law as to the filing of joint returns and the consenting to have gifts made by another treated as being made in part by me.

e. To make any and all other elections permitted by any tax law applicable to the estate and in the discretion of the Executor to make or not make adjustments among the beneficiaries as to the income or principal of the estate as a result of the exercise of such election(s).

f. To allocate any of my federal exemption from the federal generation-skipping transfer tax provided in Section 2631 of the Code which is available at the time of my death to any property as to which I am deemed to be the transferor under the provisions of Section 2652(a) of the Code, including any property transferred by me during my life as to which I did not make an allocation prior to my death. Property may be subject to elections and allocations under this item whether or not it is included in my probate estate. All elections and allocations shall be in the discretion of the Executor, who shall have the power to omit any such property from any such election or allocation. Any decision made by the Executor under this paragraph shall be binding on all persons.

ARTICLE X.

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

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


LORAIN T CROCKETT

IN WITNESS WHEREOF, I have hereunto set my hand and seal to this my Last Will and Testament, on the 10th day of Sept., 2004.

Lorraine T. Crockett
LORAIN T. CROCKETT

WITNESSES:

Anna B. Powers

Jessie L. Timmer

ATTESTATION

We, the undersigned, as subscribing witnesses, do hereby acknowledge and affirm that the foregoing written instrument was exhibited to us by LORAIN T. CROCKETT, as her Last Will and Testament, that she signed the same in our presence and in the presence of each of us, and that we, at her request, and in her presence and in the presence of each other, hereto affixed our signatures as subscribing witnesses thereto, this the 10th day of September, 2004

Anna B. Powers

Jessie L. Timmer

STATE OF MISSISSIPPI

COUNTY OF MADISON

We, Anna B. Powers and Florence L. Timmer, on oath state that we are the subscribing witnesses to the attached written instrument dated the 10th day of September, 2004, which purports to be the Last Will and Testament of LORAIN T CROCKETT, who indicated to us that she is a resident of and has a fixed place of residence in the Town of Ridgeland, Mississippi of Madison County, State of Mississippi On the execution date of the instrument, the Testatrix, in our presence and in the presence of each of us, signed the instrument at the end thereof and declared the instrument to be her Will, and requested that we attest to the execution thereof whereupon, in the presence of the Testatrix and in the presence of each other, each of us signed our respective names as attesting witnesses. At the time of the execution of the instrument, the Testatrix was over eighteen (18) years of age, and in our opinion was of sound mind, in full possession of her mental faculties, and acting without undue influence, fraud or restraint.

DATED this 10th day of September, 2004

Anna B. Powers
Signature of Witness
600 S. Bar Orchard Rd. # 210
Street Address
Ridgeland, Ms., 39157
City and State

Florence L. Timmer
Signature of Witness
5535 Ridgewood Rd.
Street Address
Jackson, MS 39211
City and State

Subscribed and sworn to before me on this the 10th day of September, 2004

Jeffrey W. III
NOTARY PUBLIC
NOTARY PUBLIC
MADISON COUNTY, MS
JACKSON, MS

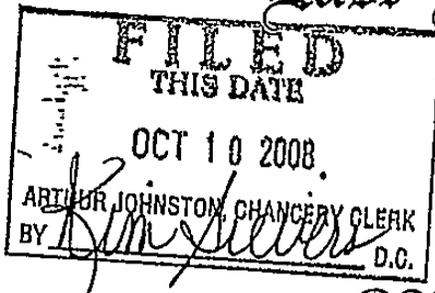
My Commission Expires:
My Commission Expires June 14, 2005

JACKSON 950821v2

MADISON COUNTY MS. This instrument was filed for record Oct. 7, 2008.
Book 43 Page 386
ARTHUR JOHNSTON, C. C.
BY: K. Sullivan C.



Last Will and Testament 2008-921



OF

DORIS B. ODOM WALKER

I, DORIS B. ODOM WALKER, of Ridgeland, Madison County, Mississippi, being of sound and disposing mind and memory, declare this to be my Last Will and Testament, hereby revoking any and all other Wills and Codicils heretofore made by me, intending hereby to dispose of all my worldly goods.

ARTICLE I.

I hereby nominate and appoint my nephew, TERRY MICHAEL EVANS, of Ridgeland, Mississippi, to be Executor of this my Last Will and Testament, and my estate and direct that he, or any successor executors, shall serve without bond and, to the extent allowed by law, waive the necessity of preparing or filing any inventory, accounting or formal appraisal of my estate. In the event TERRY MICHAEL EVANS predeceases me, or is unable or unwilling to serve as my Executor, I hereby nominate and appoint my husband, HUBERT WALKER, of Ridgeland, Mississippi, to serve as my Executor. My Executor is granted to power to sell any real estate owned by me at my death, without the formality of Court approval, prior to the sale, subject to the conditions set forth below in Article IV

ARTICLE II.

I hereby authorize and direct my Executor to pay all of my funeral expenses and expenses of my last illness, if any, and any other just debts that I may owe as soon as possible after my death.

ARTICLE III.

I give, devise and bequeath to my husband, HUBERT WALKER, any automobile that I

Doris B. Odom Walker

own at my death This is the only bequest to my husband HUBERT WALKER, because he has his own separate estate. I have also designated HUBERT WALKER as beneficiary of any life insurance proceeds payable upon my death.

ARTICLE IV.

I give, devise and bequeath to my nephew, TERRY MICHAEL EVANS, the residence that I own located at 239 West Ridgeland Avenue, Ridgeland, Mississippi, as well as the contents located therein My husband, HUBERT WALKER shall have the right to reside in this residence until his death, should I predecease my husband, HUBERT WALKER.

ARTICLE V.

All the rest, residue and remainder of my estate, real, person and mixed, wheresoever located I give, devise and bequeath to my nephew, TERRY MICHAEL EVANS of Ridgeland, Mississippi.

IN WITNESS WHEREOF, I have affixed my signature to the foregoing page, this page and the next page of this my Last Will and Testament on this the 8th day of March, 2005 in the presence of the undersigned whom I have requested to act as subscribing witnesses hereto.

Doris B. Odom Walker
DORIS B. ODOM WALKER

Doris B. Odom Walker

We, subscribing witnesses to the foregoing Last Will and Testament of DORIS B. ODOM WALKER, do hereby declare that we have acted as subscribing witnesses hereto at the request of the said DORIS B. ODOM, WALKER that she declared this instrument to be her Last Will and Testament to us, that we have affixed our signatures hereto in her presence and in the presence of each other, and that she affixed her signature hereto in the presence of each of us, all on the day and year above written, and that on said occasion, the said DORIS B. ODOM WALKER was of sound and disposing mind and memory.

WITNESS OUR SIGNATURES on this, the 8th day of March, 2005.

WITNESS:

ADDRESS:

Susan G. Pinkston

P.O. Box 16927
Jackson, MS 39236

Jane S. Juckett

302 Belvedere Ct
Madison, Ms 39110

Doris B. Odom Walker

STATE OF MISSISSIPPI

BOOK 043 PAGE 397

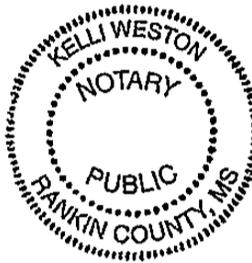
COUNTY OF MADISON

Personally appeared before me, the undersigned authority in and for said County and State, within my jurisdiction, the within named DORIS B. ODOM WALKER, who acknowledged that she executed the above and foregoing instrument.

Given under my hand and official seal, this the 8th day of March, 2005.

Kelli Weston
NOTARY PUBLIC

MY COMMISSION EXPIRES
2-25-08



Notary Public State of Mississippi
At Large
My Commission Expires
February 25, 2008
BONDED THRU
HEIDEN, BROOKS & GARLAND, INC

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF MADISON

Personally came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, JANE S TURBEVILLE, a credible and competent subscribing witnesses to a certain instrument of writing dated March 8, 2005, purporting to be the Last Will and Testament of DORIS B ODOM WALKER, who having been first duly sworn, states on oath that the said DORIS B ODOM WALKER signed, made, published and declared said instrument as her Last Will and Testament on the 8th day of March, 2005, the date of said instrument, in the presence of this affiant and Susan G Pinkston, that the Testatrix was then of sound and disposing mind and memory, and above the age of twenty-one (21) years, that the Testatrix was acting voluntarily without undue influence, fraud or restraint, the affiant subscribed and attested said instrument as a witness to the signature and publication thereof, at the special instance and request of DORIS B ODOM WALKER, and in the of this affiant and in the presence of Susan G. Pinkston, that the Testatrix at the time of the attestation was mentally capable of recognizing, and actually conscious of said act and attestation that the subscribing witnesses were, at the time of said attestation, competent witnesses under the laws of the State of Mississippi; that at the time of said attestation the Testatrix DORIS B ODOM WALKER, indicated to the affiant and Susan G. Pinkston that she was a resident of and had a fixed place of residence in the County of Madison, State of Mississippi.

Jane S Turbeville
JANE S TURBEVILLE

SWORN TO AND SUBSCRIBED before me on the 26th day of August, 2008.

Kelli Weston
NOTARY PUBLIC

My commission expires:

2-25-12



AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF MADISON

Personally came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, SUSAN G PINKSTON, credible and competent subscribing witnesses to a certain instrument of writing dated March 8, 2005, purporting to be the Last Will and Testament of DORIS B ODOM WALKER, who having been first duly sworn, states on oath that the said DORIS B. ODOM WALKER signed, made, published and declared said instrument as her Last Will and Testament on the 8th day of March, 2005, the date of said instrument, in the presence of this affiant and Jane S Turbeville, that the Testatrix was then of sound and disposing mind and memory, and above the age of twenty-one (21) years, that the Testatrix was acting voluntarily without undue influence, fraud or restraint, the affiant subscribed and attested said instrument as a witness to the signature and publication thereof, at the special instance and request of DORIS B. ODOM WALKER, and in the of this affiant and in the presence of Jane S. Turbeville, that the Testatrix at the time of the attestation was mentally capable of recognizing, and actually conscious of said act and attestation that the subscribing witnesses were, at the time of said attestation, competent witnesses under the laws of the State of Mississippi, that at the time of said attestation the Testatrix DORIS B ODOM WALKER, indicated to the affiant and Jane S Turbeviller that she was a resident of and had a fixed place of residence in the County of Madison, State of Mississippi

Susan G. Pinkston
SUSAN G PINKSTON

SWORN TO AND SUBSCRIBED before me on the 26th day of August, 2008

Kelli Weston
NOTARY PUBLIC

My commission expires 2-25-12



MADISON COUNTY MS This instrument was
filed for record October 10, 2008
Book 43 Page 394
ARTHUR JOHNSTON, C. C.
BY K. Weston

