

2008-1039

BOOK 043 : 501

L.A.M. W.D.

Fred E Barr wife H/1 M/9
Personal goods and properties
TO Diane Barr Smith and
Ronald A. Barr and
Share and share alike

Fred Barr
7-7-08

FILED
THIS DATE
OCT 29 2008
ARTHUR JOHNSTON, CHANCERY CLERK
BY K. Sewer D.C.



Judson L. Watkins
Judson L. Watkins
7/7/08

Two to get high witnesses
County J. Hobbs

MADISON COUNTY MS The instrument was
filed for record October 29, 2008.
Book 43 Page 501
ARTHUR JOHNSTON, C. C.
BY: K. Sewer D.C.



FILED
THIS DATE
OCT 3 | 2008
ARTHUR JOHNSON, CHANCERY CLERK
BY *Arthur Johnson* DC

LAST WILL AND TESTAMENT

BOOK 043 PAGE 502

OF

JOHN ROBERT SELBY

2008-999

I, JOHN ROBERT SELBY, of Bentonla, in Yazoo County, Mississippi being above the age of twenty-one (21) years, and of sound and deposing mind and memory, do hereby make, publish and declare this to be my last will and testament, hereby revoking all formal wills and codicils thereto heretofore made by me.

ITEM I. I direct that all of my just debts which may be probated, registered and allowed against my estate be paid as soon as possible after my death, including reasonable expenses of my last illness and burial.

ITEM II. I hereby give, devise and bequeath all of my property, whether the same is real, personal or mixed of which I may die seized and possessed, and wheresoever the same may be located, to my wife, Glenda H. Selby, if my wife has not predeceased me. In the event my wife has predeceased me, I hereby give, devise and bequeath my home and the land that I own on Highway 433, Bentonla, Ms. Yazoo County to my mother-in-law, Doris S. Hilderbrand, the remainder of all of my property, whether real personal or mixed, I hereby give, devise and bequeath to Sharon G. Plunkett. In the event Glenda H. Selby and Doris S. Hilderbrand has predeceased me, I hereby give, devise and bequeath all of my property, whether real, personal or mixed to Sharon G. Plunkett.

ITEM III. I hereby name, constitute and appoint my wife, Glenda H. Selby, as Executrix of this my last will and testament and direct that she not be required to enter into bond to insure the faithful performance of her duties. I further name, constitute and appoint Sharon G. Plunkett, to act as an alternate Executrix in the event the said Glenda H. Selby is unwilling, unable, or incompetent to act as Executrix. I likewise direct that she not be required to give bond to insure the faithful performance of her duties under this will, and I further waive a formal appraisal of my estate.

WITNESS MY SIGNATURE, this the 6th day of June, 1995

John Robert Selby
JOHN ROBERT SELBY, TESTATOR

We, the undersigned at the special instance and request of the

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above named John Robert Selby, known to us, saw him sign the above and foregoing instrument of writing which he declared to be his last will and testament, and we subscribed the same in his presence, and in the presence of each other, as attesting witnesses thereto, on the day and date above.

WITNESSES.

James F. Seibel residing at 7535 Hwy 433

Billie Gril Sadler residing at 7535 Hwy 433W
Benton, MS 39040

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 Billie Gail Sadler, who being by me first duly sworn according to law, states on oath that

(1) Affiant is one of the subscribing witnesses to the Last Will and Testament of John Robert Selby (the "Testator"), who was personally known to affiant, and whose signature is affixed to the Last Will and Testament, which Last Will and Testament is dated June 6, 1995

(2) On June 6, 1995, the Testator signed, published and declared his Last Will and Testament, in the presence of affiant and in the presence of James F. Sadler, the other subscribing witness to the Will

(3) The Testator was then and there of sound and disposing mind and memory, and above the age of eighteen (18) years

(4) Affiant, together with James F. Sadler, subscribed and attested the Will as witnesses to the signature and publication thereof, at the special request, and in the presence of the Testator, and in the presence of each other

Billie Gail Sadler
Billie Gail Sadler
7535 Hwy 433W
Bentonla, Mississippi 39040

Sworn to and subscribed before me, this the 10th day of July, 2002.

Madeleine J. Sapsch
NOTARY PUBLIC

My Commission Expires

Notary Public State of Mississippi At Large
My Commission Expires April 13, 2003
Bonded Thru Helden, Brooks & Garland, Inc.

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 James F. Sadler, who being by me first duly sworn according to law, states on oath that:

(1) Affiant is one of the subscribing witnesses to the Last Will and Testament of John Robert Selby (the "Testator"), who was personally known to affiant, and whose signature is affixed to the Last Will and Testament, which Last Will and Testament is dated June 6, 1995.

(2) On June 6, 1995, the Testator signed, published and declared his Last Will and Testament, in the presence of affiant and in the presence of Billie Gail Sadler, the other subscribing witness to the Will

(3) The Testator was then and there of sound and disposing mind and memory, and above the age of eighteen (18) years.

(4) Affiant, together with Billie Gail Sadler, subscribed and attested the Will as witnesses to the signature and publication thereof, at the special request, and in the presence of the Testator, and in the presence of each other.

James F. Sadler
James F. Sadler
7535 Hwy 433W
Benton, Mississippi 39040

Sworn to and subscribed before me, this the 10th day of July, 2002.

Madeline J. Sapoch
NOTARY PUBLIC

My Commission Expires

Notary Public State of Mississippi At Large
My Commission Expires: April 13, 2005
Bonded Thru Heldon, Brooks & Garland, Inc.

MADISON COUNTY MS This instrument was
filed for record October 31, 2008.
Book 43 Page 502
ARTHUR JOHNSTON, C. O.
BY: [Signature] S.C. 

LAST WILL AND TESTAMENT

OF

BESSIE GEORGE DONALD ADAMS

2008-1030

KNOW ALL MEN BY THESE PRESENTS, That I, Bessie George Donald Adams, one and the same person as Mrs. Leroy Money Adams, Sr., a resident of Madison County, 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, my funeral expenses, and the expense of erecting a grave marker at my grave be paid as soon after my death as conveniently can be done.

ARTICLE II.

I hereby direct my Executor to pay all federal and state estate, inheritance, succession, transfer or other death taxes (singularly and collectively, "Death Taxes") which are assessed against my estate or against any beneficiary, including estate and inheritance taxes assessed on account of life insurance proceeds or other property which shall be included in my gross estate for the purpose of such taxes, whether or not included in my estate for

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THIS DATE
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ARTHUR JOHNSTON CHANCERY CLERK
BY *D. Hill* D.C.

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probate purposes, out of that portion of my residuary estate passing under Article VI 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. I direct that my Executor not seek reimbursement under Section 2207A of the Internal Revenue Code or any similar provision of any other law for any taxes imposed by reason of inclusion of property in my gross estate under Section 2044 of the Code or any similar provision of any state law.

ARTICLE III.

My husband, Leroy Money Adams, Sr., has predeceased me. I have two children who are as follows: Leroy Money Adams, Jr. and John Donald Adams. I have five grandchildren who are as follows: Scott Donald Adams, Lynn Adams Wilkins, Michael Money Adams, all the children of my son, Leroy Money Adams, Jr.; John D. Adams, Jr. and Scott Montgomery Adams, all the children of my son, John Donald Adams. All references in this Will to "my children," "my grandchildren," or "said children" shall be deemed to refer to the above-mentioned children and grandchildren.

ARTICLE IV.

A. I give and bequeath unto my granddaughter, Lynn Adams Wilkins, all of the shares of stock that I own in Public Service Electric & Gas Company, Newark, N.J.

B. I give, devise, and bequeath unto my children, in equal shares, all the oil, gas, and mineral interests that I own at the time of my death. In the event that either of my said children should predecease me leaving descendants surviving, then the share

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of oil, gas, and mineral rights that would have passed to such predeceased child shall pass unto the then living descendants of such child, per stirpes. In the event that either of my said children should predecease me without leaving descendants surviving, then the share of my oil, gas, and mineral rights that would have passed to such predeceased child shall pass to my surviving child (or if my other child is then deceased, unto his then living descendants, per stirpes).

C. I give and bequeath unto my children, in equal shares, all of my tangible personal property, including, but not limited to, household furniture, furnishings and effects, owned by me at the time of my death.

ARTICLE V.

A. I give, devise, and bequeath to my Trustee hereinafter named, in trust, one-half ($\frac{1}{2}$) of the rest, residue and remainder of my property, real, personal and mixed, and wherever situated, and prior to the payment or allocation of any Death Taxes as defined in Article II above, not to exceed a value equal to the amount of my available generation-skipping transfer exemption from the federal generation-skipping transfer tax. The term "available generation-skipping transfer exemption from the federal generation-skipping transfer tax" means an amount equal to the generation-skipping transfer exemption (sometimes referred to as "GST exemption") provided in Section 2631(a) of the Code that has not been allocated (a) by me as the transferor (as defined in Section 2652(a) of the Code), or (b) by operation of law to property transferred by me during my lifetime, or (c) by my Executor to transfers made by me during my lifetime or at my death. The Executor, in implementing this bequest, shall distribute assets, including cash, if any, having an aggregate fair market value on the date or dates of distribution equal to the amount of

said bequest. The Executor may make a distribution in kind or partly in cash or other assets and partly in kind. In the event of any such distribution other than a distribution in kind of each asset, the Executor shall use the fair market value of the assets as of the date or dates of distribution. It is my direction that my Executor elect to allocate my available GST exemption from the federal generation-skipping transfer tax to the property passing under the provisions of this Article. The funds and assets passing under the terms and provisions of this Paragraph A shall be known as the Bessie George Donald Adams GST Trust and shall be held, administered and distributed in the manner set forth in Paragraph C hereinafter of this Article. In the event that one-half ($\frac{1}{2}$) of my residuary estate should exceed my available generation-skipping transfer exemption, then such excess shall be distributed under the terms and provisions of Article VI below.

B. Any funds or assets directed to be delivered to the Trustee of this GST Trust under other Articles of this Will, or under instruments other than this Will, shall be held, administered and distributed under the provisions of Paragraph C hereinafter with the required division under Paragraph C being made at such time as the Trustee receives any such assets and properties.

C. 1. The Trustee shall divide the trust assets into as many separate and equal shares as shall be necessary to allocate one such share for the benefit of each of my children who are then alive and one such share for each child who has predeceased me leaving descendants. The trusts shall be known as the L. Money Adams, Jr. GST Trust U/W Bessie George Donald Adams and the John D. Adams GST Trust U/W Bessie George Donald Adams. Each such trust shall be created whether or not my child is then living so long as such child has descendants surviving him if such child is not then living. If either of my children have predeceased me without leaving descendants surviving him, the share that would have been distributed to such deceased child or his descendants shall instead

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be delivered to the share for my surviving child, or if such child is then deceased, to the share allocated for his descendants.

2. Each GST trust shall be held, administered and distributed as provided hereafter. The property comprising the trust estate shall be held by the Trustee and shall be invested, reinvested and managed by the Trustee for the use and benefit of (1) my child for whom the trust is named, and (2) his descendants. During the lifetime of my child for whom the GST trust is named, the Trustee shall pay to or apply for the benefit of such child the net income thereof, in convenient installments at least semi-annually (two times per year) during his lifetime and such income may be paid at more frequent intervals in the discretion of the Trustee. The net income of each trust shall be defined as the entire gross income thereof, including all special dividends and extra dividends coming into the hands of the Trustee (excluding stock dividends and stock splits), less only taxes and expenses necessarily incurred or required to be paid by the Trustee, and including a reasonable fee as compensation for any corporate Trustee. In addition, the Trustee shall, if necessary, expend principal for the health needs only of such child, including, but not limited to, dental, medical, eye care, nursing or health care and other related health expenses, including payment of health insurance premiums.

3. In the event that a child has survived me, upon the death of the child for whom the GST trust has been named, the Trustee shall then distribute the trust assets to the then living descendants of such child on a per stirpes basis, subject to Subparagraph a. below. For example, the children only (my grandchildren) of my deceased child will receive trust distributions in equal shares if they are all living, but if any one or more of the children (my grandchildren) of a deceased child are then deceased, the then living descendants per stirpes of such deceased grandchild of mine shall take the share which their parent

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would have received. In the event that any child has not survived me but has died leaving descendants surviving, the GST trust for such predeceased child shall be distributed to the then living descendants, per stirpes, of such predeceased child as soon as the assets have been allocated to such GST trust, subject to the provisions of Subparagraph a. below.

a. In the event that any descendant of a child of mine is under the age of twenty-five (25) years or is under any legal disability, and becomes entitled to a distribution of a portion or all of the trust estate under Paragraph 3 above, his or her share shall be vested in him or her but distribution 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 ("beneficiary") of each trust so much of the income and principal of the separate trust as the Trustee deems necessary for his or her support, education, maintenance, medical care, and welfare and may add to the principal any income not so expended. Notwithstanding the fact that the Trustee is granted broad discretion under the terms of this Subparagraph a., neither the beneficiary nor any person on behalf of the beneficiary of any trust shall have the power to compel the Trustee to exercise the discretion of the Trustee in any manner. Upon the attainment of the age of twenty-five (25) years by the beneficiary or his or her removal from legal disability, the trust assets, including any accumulated income, shall be distributed free of trust to the descendant-beneficiary. If the descendant-beneficiary dies prior to attaining the age of twenty-five (25) years, or removal from legal disability, the trust assets, including any accumulated income shall be distributed to the Executor or Administrator of the estate of such deceased descendant-beneficiary.

b. If, at the death of the child for whom the GST trust has been named, he has no then living descendants surviving, the trust assets shall be distributed in equal shares to the Trustee of

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the other GST trust if such has not yet been distributed and is still being held as a GST trust. If such other GST trust has terminated and been distributed, the trust assets that would have been distributed to such previously distributed GST trust shall be distributed to the then living descendants per stirpes of my other deceased child as if that GST trust was being distributed as of the date of death of my child dying without descendants.

c. Notwithstanding the provisions for distributions of income and principal in the preceding paragraphs of this Article, the Trustee shall have authority to withhold any distribution to a beneficiary if the Trustee determines that such distribution is not in the best interest of the beneficiary. In determining whether or not it is in the best interest of a beneficiary for any such distribution to be made to him or her, the Trustee shall consider the financial responsibility, judgment and maturity of that beneficiary, including whether or not, at the time of such determination, he or she (1) is suffering from any debilitating physical, mental, emotional or other condition that might adversely affect his or her ability to manage, invest and conserve property of the value that would be distributed to him or her; (2) is at such time, or previously has been, a substantial user of or addicted to a substance the use of which might adversely affect his or her ability to manage, invest and conserve property of such a value; (3) has demonstrated financial instability and/or an inability to manage, invest and conserve his or her property; (4) is going through a period of emotional, marital or other stress that might affect his or her ability to manage, invest and conserve such property; and/or (5) has been under the influence of one or more individuals or organizations who or which in the opinion of the Trustee may successfully endeavor to induce that beneficiary to part with such property.

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d. In the event that the Trustee of the GST trusts created under this Article V shall determine that it is advisable to have certain of the assets in one or more of the GST trusts invested in the same stocks, bonds, or other investments, I hereby authorize the Trustee to aggregate certain of the funds or assets for investment purposes, or, alternatively, hereby authorize the Trustee to enter into some joint venture for investment purposes. In other words, I recognize that there may be economies of scale in the making of investments and even though each of the GST trusts is a separate and distinct trust with its own separate and distinct beneficiaries, the Trustee may take such action as it may deem appropriate to conserve and save cost and expense in the making of investments for the GST trusts.

ARTICLE VI.

A. After payment of the Death Taxes as provided in Article II above, I give, devise, and bequeath all of the rest, residue and remainder of my property, real, personal and mixed, and wherever situated, including all failed and lapsed legacies, to my children, Leroy Money Adams, Jr. and John Donald Adams, in equal shares, outright and free of trust.

B. In the event that one or both of my said children predeceases me leaving descendants surviving, then the share of my residuary estate that would have passed to such predeceased child under this Article shall pass unto the then living descendants of such child, in equal shares, per stirpes. In the event that one or both of my said children predeceases me without leaving descendants surviving, then the share of my residuary estate that would have passed to such predeceased child shall pass to my remaining child (or unto the then living descendants, per stirpes, of my other child if he is then deceased). The distribution of such property

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BESSIE GEORGE DONALD ADAMS

under this Paragraph B to any descendants of my said children shall be subject to the terms and provisions of Paragraph C below.

C. If any descendant (beneficiary) more remote than my children becomes entitled to outright distributions of all or a portion of the property bequeathed under Paragraph B above, except for discretionary distributions of income and/or principal, and shall be under the age of twenty-five (25) years or be under any legal disability, his or her share shall be vested in him or her but distribution 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. If such beneficiary dies before attaining the age of twenty-five (25) years, the Trustee shall distribute the then principal of said trust to the executor or administrator of such beneficiary's estate to be held, administered and distributed as a part thereof.

D. Notwithstanding the provisions for distributions of income and principal in Paragraph C above, the Trustee shall have authority to withhold any distribution to a beneficiary under the same terms, provisions, and conditions that are set forth in Article V, Paragraph C, Subparagraph 3c above. Such provisions are hereby incorporated into this Article by reference.

ARTICLE VII.

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

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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 owned by me at the time of my death except such real 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, convey, pledge, encumber, 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, contracts and alienations of the beneficiaries and none of such income or principal of any trust created hereunder shall be subject to be taken by any beneficiary's creditors by any process whatsoever.

C. 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

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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.

D. No distribution of the principal or income of the trusts as created herein shall be made in satisfaction of a legal obligation, including, but not limited to, a legal obligation of support, of the parent of any trust beneficiary, or of a Trustee.

E. In addition to all other powers granted to my Trustees under the provisions of this Will, my Trustee shall have the power to retain any property owned by me at the time of my death and received by the Trustee from the Executor for such periods as the Trustee shall in the Trustee's sole discretion determine, whether or not the same be income producing and whether or not the same would violate general trust law and rules regarding the diversification of assets.

F. My Executor and Trustee shall have the following additional powers:

1. To elect under Section 2652(a)(3) of the Internal Revenue Code (the Code) to treat me as the transferor of any qualified terminable interest property with respect to which my estate was allowed a deduction by reason of Section 2056(b)(7) of the Code and, if they exercise such election, as to any part of any such qualified terminable interest property, to set apart property constituting such part in a separate trust so that its inclusion ratio as defined in Section 2641(a) of the Code is zero.

2. 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

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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 Subparagraphs 1 and 2 of this Paragraph F whether or not it is included in my probate estate. The elections provided in this paragraph shall be in the discretion of my Executor, except for any specific directions granted to my Executor or Trustee under preceding provisions of this Will, 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. I authorize but do not direct my Executor or my Trustee, as the case may be, to divide any trust established by this instrument, at any time, into two or more separate trusts so that the federal generation-skipping transfer tax inclusion ratio as defined in Section 2642(a) of the Code for each trust shall be either zero or one. Any such separate trust shall have the identical provisions as the original trust.

G. If at any time the Trustee determines that the value of any trust under this instrument is \$50,000 or less, the Trustee may in its discretion distribute that trust, as then constituted, to the beneficiary or beneficiaries, at that time, of the current income and, if there is more than one beneficiary, in the proportions in which they are beneficiaries. However, if there is more than one beneficiary to whom the current income of any trust could then be paid and if their interests are indefinite, the Trustee shall distribute the trust, per stirpes, to such of those beneficiaries as are descendants of mine or, if no beneficiary is a descendant of mine, to those beneficiaries in equal shares.

H. Notwithstanding anything herein to the contrary, the trusts under this instrument shall terminate not later than twenty-one years after the death of the last survivor of my descendants living on the date of my death, at the end of which period the Trustee shall distribute each remaining portion of the trust property to the beneficiary or beneficiaries, at that time,



 BESSIE GEORGE DONALD ADAMS

of the current income and, if there is more than one beneficiary, in the proportions in which they are beneficiaries. However, if there is more than one beneficiary to whom the current income of any trust could then be paid and if their interests are indefinite, the Trustee shall distribute the trust, per stirpes, to such of those beneficiaries as are descendants of mine or, if no beneficiary is a descendant of mine, to those beneficiaries in equal shares.

I. 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 or such later period as may be permitted by the Internal Revenue Code in the future; 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. In the event that any of the aforementioned persons should disclaim or release an above-described interest more than nine months after the date of my death, such disclaimer or release shall take effect as of the date of such disclaimer or release, and my estate, if it is still open, or any trust estate created hereunder, shall be administered and distributed as though such beneficiary had died as of the date of such disclaimer or release.

J. Notwithstanding any other provision contained in this Will to the contrary, whenever it is provided that there shall be a partial or total termination of a trust at a time when a beneficiary attains a certain age, if the beneficiary who attains

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such age is under a legal disability, the trust assets that would otherwise be distributed to such beneficiary as a result of such age attainment shall instead continue to be held in trust until such beneficiary is removed from such legal disability. However, if the interest of such beneficiary in the trust has not vested prior to the time that such beneficiary attains such required age, the interest of the beneficiary in the trust property that is directed to be distributed to such beneficiary upon the attainment of a specified age shall then be vested in such beneficiary notwithstanding that the trust property continues to be held in trust because of the legal disability of such beneficiary.

ARTICLE VIII.

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

ARTICLE IX.

A. I hereby nominate, constitute and appoint my sons, Leroy Money Adams, Jr. and John Donald Adams, as Co-Executors of this my Last Will and Testament. If either of my sons shall be or become unable or unwilling to serve in such capacity, I direct that the other son serve as the sole Executor of my estate. I hereby appoint my son, L. Money Adams, Jr., as the Trustee of the John D. Adams GST Trust U/W Bessie George Donald Adams, and I hereby

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appoint my son, John D. Adams, as the Trustee of the L. Money Adams, Jr. GST Trust U/W Bessie George Donald Adams. I hereby appoint my grandson, John D. Adams, Jr., as the successor Trustee of the John D. Adams GST Trust U/W Bessie George Donald Adams, and I hereby appoint Scott Montgomery Adams as second successor Trustee of such trust. I hereby appoint my grandson, Scott Donald Adams, as the successor Trustee of the L. Money Adams, Jr. GST Trust U/W Bessie George Donald Adams, and hereby appoint Lynn Adams Wilkins as second successor Trustee of such trust, and hereby appoint Michael Money Adams as third successor Trustee of such trust. I hereby appoint First American Corporation, operating as Deposit Guaranty National Bank (hereafter "Deposit Guaranty National Bank"), as the last successor Trustee of any and all trusts as created under the terms and provisions of this Will. I hereby relieve my Executor, my successor Executor, my Trustees, and my successor Trustees, from giving bond, from having an appraisal made of my estate and of making or filing any reports, inventories, returns, or accountings of any kind or character to any Court or other tribunal.

B. 1. Since Deposit Guaranty National Bank has been involved in a corporate merger or acquisition in which Deposit Guaranty National Bank is not the surviving corporation, any beneficiary of any trust created under this Will shall have the right to petition the appropriate Chancery Court (for purposes of this Will, the "appropriate Chancery Court" shall be deemed to mean the Chancery Court of the First Judicial District of Hinds County, Mississippi, or the Chancery Court in which any of such beneficiaries may reside in the State of Mississippi, if any are later living in such state), for the removal of the Trustee, and in such event, the Court shall determine whether or not it is in the best interest of the beneficiaries of the trusts created under this Will for some other trustee to be designated and appointed or whether it would be in the best interest of the beneficiaries for said Bank to continue serving as Trustee. Based upon facts and

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circumstances known to me at the time of the execution of this Will, it is my opinion that it would be in the best interest of the beneficiaries of the trusts created hereunder for the trusts to be administered by a Trustee bank which has its principal place of business in the State of Mississippi. However, I recognize that there are only several banks with sizeable trust departments operating in the State of Mississippi at this time and that all of such banks could, in the future, become acquired by, or merge with, some banking corporation domiciled outside the State of Mississippi. Therefore, I must rely upon the appropriate Chancery Court to determine in the future what is in the best interest of the beneficiaries of trusts created under this Will with respect to the office of Trustee. Any successor Trustee appointed by the court shall be an independent corporate trustee who shall serve without bond, unless otherwise specifically ordered by said court, and which Trustee shall also have assets of not less than \$1 billion in terms of 1998 dollars as such may be subsequently adjusted by whatever consumer price index the Chancery Court deems appropriate. The term "independent corporate trustee" shall mean a corporate trustee that is not related or subordinate to the income beneficiary or beneficiaries within the meaning of Section 672(c) of the Internal Revenue Code of 1986, as amended.

2. In addition to the rights of removal of trustees as conferred by law and as conferred hereinabove in this Article, any beneficiary shall have the right to petition the appropriate Chancery Court for the removal of any Trustee. In such event, such Trustee may be removed by said court with or without cause and without the necessity of finding a breach of trust in the event that the court finds that it would be in the best interest of all beneficiaries of trusts created hereunder that some other corporate trustee serve as Trustee hereunder. The language in this paragraph shall not be deemed to constitute a power of removal of the Trustee by any beneficiary. Further, the court shall not remove the Trustee merely because a beneficiary requests, in a petition, that

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such be done. The Court shall use its own judgment to determine whether or not under the then existing facts and circumstances it would be in the best interest of the beneficiaries of a trust or trusts for the Trustee to be removed and another corporate trustee appointed. In such event, the court shall appoint an independent corporate trustee who shall meet the same qualifications as are specified in Subparagraph 1 above. Further, in the event that any such petition is filed, only (1) the adult beneficiaries of any trust to whom the petition relates, and (2) the parents, or custodial parent, as the case might be, or if neither, the guardian or adult with whom any minor child is residing, shall be required to be named as parties for any minor beneficiaries to whom such petition relates. There shall be no requirement of any guardian ad litem for any beneficiaries or for any unknown or contingent beneficiaries.

3. In addition to the rights of removal of Trustees granted hereinafter in this instrument and under Mississippi law or the law of the state having jurisdiction over this Will or any trust created hereunder, I hereby authorize a majority of the then income beneficiaries of any trust created under this Will to remove a Trustee or Trustees appointed hereunder and to appoint a successor Trustee, from time to time, which such successor Trustee shall be an independent corporate Trustee, being a non-related, non-subordinate corporate Trustee. Such removal and designation of a successor shall be handled in the same manner as if the then Trustee had resigned and such successor shall be appointed in the same manner as is provided under the Mississippi Resignation and Succession of Trustees Act (being Section 91-9-201 et seq. of the Mississippi Code of 1972 Annotated).

4. Any successor trustee shall have all of the rights, powers and discretions given to, and shall be subject to all of the limitations imposed upon, Deposit Guaranty National Bank without any act of conveyance or transfer, except as may otherwise be

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provided in this Will. Further, the Trustee shall have no obligation to investigate any breach of trust nor shall any successor trustee be liable for same. Notwithstanding this provision, the successor trustee shall investigate any breach of trust brought to its attention by any beneficiary and, in the case of any question involving the expenditure of funds, to investigate such breach, shall use its own judgment, or shall seek instructions from an appropriate Chancery Court.

5. The Trustee shall have the power to surrender, disclaim, release, relinquish or amend, after providing written notice to the adult income beneficiaries of any trust created under this Will, all or any portion of any administrative provision of this trust which causes or may cause adverse or unanticipated tax liability to the trust, or the Trust beneficiaries; provided, however, no such change, even of an administrative provision, shall be made in a manner that would cause any portion of this trust to be taxable for federal estate tax purposes in the estate of the Child or any other Trust beneficiary prior to the termination of any trust and the distribution thereof to the beneficiary free of trust. Further, no administrative provision change shall be made which would change or alter the substantive rights of the beneficiaries hereunder.

C. During the period of administration of my estate, my Executor shall have all of the powers with reference to my estate and the assets of my estate that are granted to Trustees under the said Uniform Trustees' Powers Act with reference to trusts and trust assets, reference to which Uniform Act is again hereby made, as such act now provides or may hereafter be amended in the future.

1. 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:

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BESSIE GEORGE DONALD ADAMS

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

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

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

d. 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).

D. References to the "Internal Revenue Code" or "Code" or to provisions thereof are to the Internal Revenue Code of 1986, as amended, at the time in question. References to the "Regulations" are to the Treasury Regulations under the Code. If by the time in question a particular provision of the Code has been renumbered, or the Code has been superseded by a subsequent federal tax law, the reference shall be deemed to be to the renumbered provision or the corresponding provision of the subsequent law, unless to do so would clearly be contrary to my intent as expressed in this Will, and a similar rule shall apply to references to the Regulations.

B. G. D. A.
BESSIE GEORGE DONALD ADAMS

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

IN WITNESS WHEREOF, I have hereunto set my hand and seal to this my Last Will and Testament, consisting of 20 pages on the 28 day of April, 1999.

Bessie George Donald Adams
BESSIE GEORGE DONALD ADAMS

WITNESSES:

Jay Travis
Therese L. Timmer

ATTESTATION

We, the undersigned, as subscribing witnesses, do hereby acknowledge and affirm that the foregoing written instrument was exhibited to us by BESSIE GEORGE DONALD ADAMS, 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 28th day of April, 1999.

Jay D. Davis III

Shirley L. Timmer

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF HINDS

We, Jay A. Travis III and Florence L. Timmer, on oath state that we are the subscribing witnesses to the attached written instrument dated the 28th day of April, 1999, which has been represented to be the Last Will and Testament of Bessie George Donald Adams ("Testatrix"), who presently resides in Madison County, 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 28th day of April, 1999.

Jay Travis III

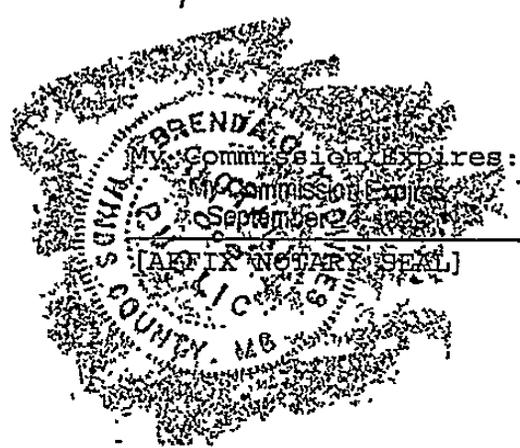
Signature of Witness
2465 SAND RIDGE DR
Street Address
JACKSON, MS 39211
City and State

Florence L. Timmer

Signature of Witness
5156 Old Canton Rd.
Street Address
Jackson, MS 39211
City and State

Subscribed and sworn to before me on this the 28th day of April, 1999.

Brenda A. Knowles
NOTARY PUBLIC



MADISON COUNTY MS This instrument was
filed for record November 4, 2008.
Book 43 Page 506
ARTHUR JOHNSTON, C. C.
BY: D. Helbo



Last Will and Testament

OF

ROY K. MOORE

I, ROY K. MOORE, an adult resident citizen of Rankin County, Brandon, Mississippi, being of sound and disposing mind, memory and understanding and fully able and competent to make a will, and not under the restraint and influence of any person do hereby make, declare, and publish this to be my last will and testament, hereby revoking any and all other wills and codicils heretofore made by me.

I am now a single person and I have three (3) adult children. They are as follows:

- a son, ROY K. MOORE, JR.;
- a daughter, CAROL A. WESTON; and
- a daughter, SANDRA A. GIGLIO.

They may also be referred to herein as "my son", "my daughter", "my daughters", "my child" or "my children". My said children are now living at the time of the execution of this last will and

FILED	
THIS DATE	
NOV 06 2008	
ARTHUR JOHNSTON, CHANCERY CLERK	
BY <u>L. Jones</u>	D.C.

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testament and they now comprise the members of my immediate family. The word "descendants" as used in this will shall include any person hereafter born to any of my descendants. Each of the words "child", "children", and "descendants" shall be deemed to include an adopted child or adopted children, irrespective of any provisions of law establishing a contrary, but shall not include any children not born of a lawful marriage.

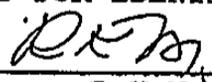
ARTICLE I.

I nominate and appoint DEPOSIT GUARANTY NATIONAL BANK, Jackson, Mississippi, as Executor of this my Last Will and Testament. My Executor shall not be required to enter into any bond to insure the faithful performance of its duties, nor be required to return to any Court any formal appraisal, inventory or accounting, including final accounting, of the administration of my Estate.

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

Unless otherwise provided, in referring to the Executor and Trustee, any neuter terminology also includes the masculine and

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feminine or vice versa and any reference in the singular shall also include the plural or vice versa.

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

ARTICLE II.

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

ARTICLE III.

I may leave a memorandum, written in my own handwriting and dated, directing disposition of certain household property, automobiles, trucks, jewelry, china, silverware, furniture, pictures, furnishings, appliances, tools, equipment and supplies, books, ornaments, works of art and personal effects. My Executor

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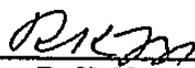
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shall carry out the directions of such memorandum. If I leave such memorandum covering some of these types of items, but not all, or if I leave no such memorandum, any of these types of items not disposed of by such memorandum I give and bequeath to my children named on Page 1 of this Will, who are living at the time of my death, the above described personal property owned by me or in which I shall have any interest at the time of my death. It is my wish that each of them will select the items that they shall prefer to the extent that they will agree about the selections; otherwise, my Executor shall determine the approximate equal distribution to be made, by lot or other method of division deemed to be fair and practical and the Executor's determination shall be conclusive and binding on the legatees.

ARTICLE IV.

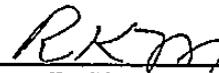
I give, devise and bequeath all of the rest, residue and remainder of my property of every kind and description, real and personal, tangible and intangible, wheresoever situated and howsoever held, including lapsed legacies and devises, and whether acquired before or after the execution of this will, to my three (3) children, ROY K. MOORE, JR., CAROL A. WESTON, and SANDRA A. GIGLIO, outright, free of any trust, in equal shares. If a child

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dies prior to receiving his or her share of my estate, then his or her share of the estate shall be distributed to the person or persons whom he or she shall, by his or her Last Will and Testament, appoint, within a class comprised of his or her spouse, his or her descendants, or my descendants. In default of the exercise of such power of appointment, then his or her share shall be distributed to his or her living descendants, per stirpes, if any, and if none, then to my descendants, per stirpes, if any, and if none, then to my heirs at law according to the laws of descent and distribution in effect in the State of Mississippi at the time of my death; provided, however, if any such descendants or heirs at law shall become entitled to distribution of all or any portion of the trust estate hereunder and such person shall be under the age of twenty-one (21) years, his or her share shall be vested in him or her, but such share shall be retained in trust by the DEPOSIT GUARANTY NATIONAL BANK, Jackson, Mississippi, as Trustee until he or she attains such age. The Trustee shall administer and distribute to or for their benefit income or principal of the trust as the Trustee in its sole discretion shall determine to be necessary for their education, maintenance and health, including any hospital or other institutional care, and for the maintenance of their accustomed standard of living at the time of my death

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keeping in mind the size of the trust principal, the financial condition of the trust, and the funds and resources available to them from other sources. Any income not distributed shall be accumulated and reinvested upon attaining the age of twenty-one (21) years, their remaining share shall be distributed to them outright, free of any trust.

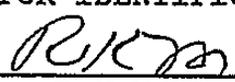
ARTICLE V.

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

ARTICLE VI.

A. Neither the income nor the principal of the trusts created hereunder shall be alienable by any beneficiary either by

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assignment or by any other method and the same shall not be subject to be taken by his or her creditors by any process whatsoever.

B. Payments of income and principal for a beneficiary may be paid, in the discretion of the Trustee, directly to such beneficiary without the intervention of any legal guardian or conservator, to a relative of such beneficiary for use on such beneficiary's behalf, or to the legal guardian or conservator of such beneficiary; or may be expended directly by the Trustee for the maintenance, support and education of such beneficiary; and such payment or expenditure shall, in each instance, be a full acquittance to the Trustee.

ARTICLE VII.

A. Any provision of this will to the contrary, notwithstanding, any Trustee hereunder shall have the discretionary power to terminate any separate trust created by this instrument whenever the continued management thereof is no longer economical because of the small size of such trust, taking into consideration financial or other special advantages to the beneficiary or beneficiaries of continuing the trust estate. Upon the termination of any trust estate, the then remaining corpus and undistributed income shall be distributed outright and free of trust to the beneficiaries

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thereof, to a custodian named for a beneficiary under a Mississippi Uniform Transfers to Minors Act, or to the beneficiaries' legal representatives in proportion to their respective interests in the trust or share at the time of such termination. Upon such distribution and delivery, the said trust or share shall terminate and the Trustee shall not be liable or responsible to any person or persons whomsoever for so acting. The Trustee shall not be liable for failing or refusing at any time to terminate the trust or a share thereof as authorized by this paragraph.

B. Notwithstanding any provision herein to the contrary, any Trustee hereunder may, without any liability to anyone for so doing or for not so doing, 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, has judgments pending, or is currently under suit or collection proceedings by creditors, whether or not such beneficiary is in bankruptcy proceedings. As and when the Trustee believes the beneficiary whose distribution was delayed has recovered from, has resolved, or has been relieved

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of such condition, the Trustee may in its sole discretion, without any liability to anyone for so doing, then make distribution to such beneficiary of the distribution which was delayed by the Trustee in accordance with this provision.

ARTICLE VIII.

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 or discretions, but it may seek the aid of the court at its discretion. The Trustee shall not be required to enter into any bond or to file with any court a formal inventory, appraisement or accounting of the Trustee's administration. The Trustee shall render annual accounts to the beneficiaries or to the beneficiary's Guardian of each trust.

ARTICLE IX.

The income of any beneficiary under this will shall accrue from the date of my death. During the administration of my estate and until the property is distributed to the beneficiaries, I authorize the beneficiaries to request of my Executor, in which case my Executor shall comply with that request, to pay at least

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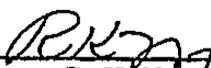
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annually out of my estate advanced payments of income to the beneficiaries of the estate. These payments shall be an amount which, in the joint judgment of the beneficiaries and the Executor, equals the income which the beneficiaries would receive had the property been distributed.

ARTICLE X.

The Trustee of any Trust hereunder may resign at any time by giving written notice, specifying the effective date of resignation to the beneficiaries of such trusts. The notice may be made by personal delivery or sent by registered mail. In the event the Trustee shall resign for any reason, or shall for cause be removed, a Successor Trustee, upon a petition of any interested party, shall be appointed as Successor Trustee by the Chancery Court of Hinds County, Mississippi. The resigning or removed Trustee shall deliver all trust assets to the Successor Trustee on the effective date of such resignation or removal, and shall, within sixty (60) days of such date, submit a full and final accounting to the Successor Trustee and to the beneficiaries of such trust. Any Successor Trustee shall be vested with all of the rights, power, duties and discretions conferred upon the original Trustee.

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ARTICLE XI.

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

In addition to the powers afforded to my said personal fiduciaries by the aforesaid statutes of the Miss. Code Ann. (1972), which statutes are hereby adopted by reference thereto, I specifically give and grant to my fiduciaries the continuing, absolute, discretionary power to deal with any property, real or personal, held in my estate, as freely as I might in the handling of my own affairs. This shall include the power to sell and transfer any interest I may own in a home or any real estate or personal property of any kind including my personal effects and household goods without prior or subsequent approval of any judicial authority. My fiduciaries shall also have the following powers:

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

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

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

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

E. To retain, or invest in assets in the form of securities of Deposit Guaranty National Bank or the securities of any affiliated company owning securities of the Deposit Guaranty

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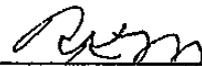
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National Bank and to participate in any buy-sell stock redemption or other corporate agreements to which I shall be a party and to invest trust assets in any investment account, common trust fund, mutual fund or other investment vehicle offered, sponsored,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

F. To borrow money from Deposit Guaranty National Bank, or other financial institutions or any individuals, to pay taxes; to exercise subscriptions, rights and options; to pay assessments; to accomplish any other purpose of any nature incidental to the administration of my estate and any trust established by this will; and to pledge any securities or other assets as security for such loan. This authority shall apply to banks or financial institutions that might become a Successor Trustee.

G. To execute and deliver oil, gas and other mineral leases containing such utilization of pooling agreements and other provisions as the Trustee deems advisable; to execute mineral and royalty conveyances; to purchase leases, royalties and any type of

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

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

I. To sell, transfer, exchange, convert or otherwise dispose of, or grant options with respect to any security or property, real or personal, held in my estate or any Trust fund, at public or private sale, with or without security, in such manner, at such

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time or times, for such purposes, for such prices and upon such terms, credits and conditions as the Trustee may deem advisable.

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

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

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

M. To join in or become a party to, or to oppose, any reorganization, readjustment, recapitalization, foreclosure, merger, voting trust, dissolution, consolidation or exchange, and to deposit any securities with any committee, depository or trustee, and to pay any and all fees, expenses and assessments incurred in connection therewith, and to charge the same to

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principal; to exercise conversion, subscription or other rights, and to make any necessary payments in connection therewith, or to sell any such privileges.

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

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

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

Q. To possess, manage, insure against loss by fire or other casualties, develop, subdivide, control, partition, mortgage, lease or otherwise deal with any and all real property; to satisfy and discharge or extend the term of any mortgage thereon; to execute the necessary instruments and covenants to effectuate the foregoing

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powers, including the giving or granting of options in connection therewith; to make improvements, structural or otherwise, or abandon the same if deemed to be worthless or not of sufficient value to warrant keeping or protecting; to abstain from the payment of taxes, water rents, assessments, repairs, maintenance and upkeep of the same; to permit to be lost by tax sale or other proceeding or to convey the same for a nominal consideration or without consideration; to set up appropriate reserves out of income for repairs, modernization and upkeep of buildings, including reserves for depreciation and obsolescence, and to add such reserves to principal, and, if the income from the property itself should not suffice for such purposes, to advance out of other income any sum needed therefor, and to advance any income of the Trust for the amortization of any mortgage on property held in the Trust.

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

S. To allocate in the Trustee's sole discretion, in whole or in part, to principal and income, all receipts and disbursements for which no express provision is made hereunder, which allocation

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shall fully protect the Trustee with respect to any action taken or payment made in reliance thereon.

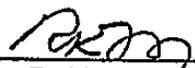
T. To consolidate and merge any Trust or Trust Share created hereunder with any other Trust or Trust Share created by me or any other person, whether inter vivos or by Last Will and Testament, if the beneficiary or beneficiaries are the same and the terms of the other Trust are substantially the same.

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

V. To invest trust funds in a savings or other types of accounts or certificates of deposit with any federally insured bank, including a successor trustee, or federally insured savings and loan association.

W. To hold for the benefit of any minor beneficiary of this trust or for an adult beneficiary who is incapable of handling his or her property, any personal effects, automobiles, jewelry and other objects, particularly household contents, antiques, silver, crystal and the like, that are bequeathed to any such beneficiary of this trust until the beneficiary attains the age of twenty-one (21) years or in the case of an adult beneficiary incapable of

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handling his or her property until such time as, in the sole discretion of the Trustee, that beneficiary is capable of handling his or her property. The Trustee shall have the authority to give the Executors or other personal representative of the estate of a decedent a receipt for such objects on behalf of such beneficiary.

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

ARTICLE XII.

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

ARTICLE XIII.

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

INITIALED FOR IDENTIFICATION



R.K.M.

IN WITNESS WHEREOF, I, ROY K. MOORE, have hereunto subscribed my name to this, my Last Will and Testament consisting of _____ pages, in the presence of two (2) witnesses, who have attested the same in my presence, and at my request and in the presence of each other, on this the 17th day of July, 1995.

Roy K. Moore
ROY K. MOORE

WITNESSES:

Hughes. Latimer

Richard H. Crowder

ATTESTATION

We, Hughes. Latimer and Richard H. Crowder, the subscribing witnesses to the above and foregoing last will and testament of ROY K. MOORE, certify that the said Testator declared to us that the above and foregoing instrument is his true last will and testament and that he especially requested us to act as subscribing and attesting witnesses thereto; that said Testator signed said instrument in our presence on the day and year therein mentioned; that we signed said instrument as attesting witnesses on said day and year in the

presence of said Testator, and in the presence of each other; and that to the personal knowledge of each of us the said Testator was at such time above the age of eighteen (18) years and of sound and disposing mind, memory and understanding.

Dated this the 17th day of July, 1995.

Stephen L. Latimer
Address 329 Millersville Dr.
Bronson, Mo. 39042

Richard H. Fowler
Address 107 Hawthorne Ridge
Ridge Land, MS 39157

PROOF OF WILL

STATE OF MISSISSIPPI

COUNTY OF HINDS

We Hugh W. Latimer and Richard H. Crowder on oath state that we are the subscribing witnesses to the attached written instrument dated the 17th day of July, 1995, which purports to be the Last Will and Testament of ROY K. MOORE, who indicated to us that he is a resident of and has a fixed place of residence in the County of Rankin, State of Mississippi. On the execution date of the instrument, the Testator in our presence and in the presence of each of us, signed the instrument at the end thereof and declared the instrument to be his Will and requested that we attest to the execution thereof whereupon, in the presence of the Testator and in the presence of each other, each of us signed our respective names as attesting witnesses. At the time of the execution of the instrument, the Testator was over eighteen (18) years of age, and in our opinion was of sound mind, in full possession of his mental faculties, and acting without undue influence, fraud or restraint.

DATED this the 17th day of July, 1995.

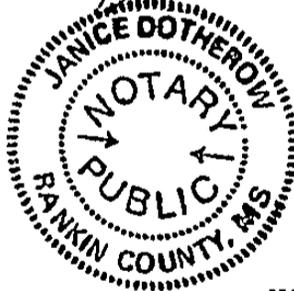
Hugh W. Latimer

Richard H. Crowder

Subscribed and sworn to before me on this the 17th day of

July, 1995.

Janice Dotherow
NOTARY PUBLIC



My Commission Expires:

My Commission Expires November 19, 1997

MADISON COUNTY MS This instrument was filed for record November 16, 2008.

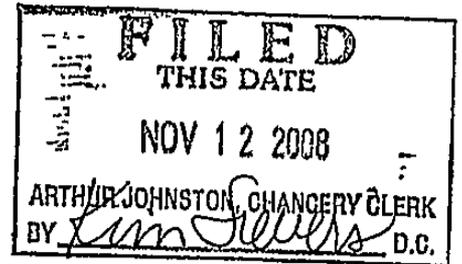
Book 43 Page 528
ARTHUR JOHNSTON, C. C.

BY: R Jones D.C.



LAST WILL AND TESTAMENT
OF
HAZEL WEST

2008-1067



I, HAZEL WEST, an adult resident citizen of Jackson, Hinds County, Mississippi, being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all other wills and codicils heretofore made by me.

ITEM I.

I appoint my husband, CHARLEY WEST, as Executor of my Estate under this Will. I direct my Executor to pay all of my just debts and obligations which may be probated, registered and allowed against my estate as soon as may be conveniently done.

ITEM II.

My husband's name is CHARLEY WEST, and he is sometimes referred to herein as "my husband." I have one child now living, my daughter, JEANIE INKSTER. She is herein referred to as "my daughter."

ITEM III.

I devise and bequeath to my husband, CHARLEY, if he survives me, any interest I may own in our residence which is occupied by us as a family home, subject to any indebtedness that may be against our home at my death. If my husband shall not survive me, I devise and bequeath my interest in our home to my daughter, JEANIE.

Hazel West

HAZEL WEST

ITEM IV.

I give and bequeath to my husband, CHARLEY, if he survives me, my automobiles, clothing, books, jewelry, sport equipment and other personal effects, as well as all furniture, furnishings, ornamental decorations, silverware, china, pictures, linens, glassware and the like located in our home. If my husband does not survive me, I bequeath these items of personal property to my daughter.

ITEM V.

- A. I give and bequeath \$250,000 to my daughter, JEANIE.
- B. If my husband, CHARLEY, survives me, I give and bequeath \$50,000 each to my grandchildren, KIMBERLY INKSTER THIGPEN and JENNIFER INKSTER. If my husband does not survive me, I give and bequeath \$150,000 to each of my said grandchildren.

ITEM VI.

I give and bequeath all the rest and residue of my estate to JEANIE INKSTER and FRED G. WILSON, as Co-Trustees, under the terms hereafter set forth, for the benefit of my husband and my daughter. For convenience, the Co-Trustees shall be referred to as "Trustee." The Trustee shall hold, administer and distribute the funds of this trust under the following provisions:

A. The Trustee shall pay to or apply for the benefit of my husband all the net income of this trust. These income payments shall be made to my husband in convenient installments, at least quarter-annually.

B. In addition to the net income, the Trustee, in the exercise of the Trustee's sole and uncontrolled discretion, may pay to or apply for the benefit of my husband so much of the principal of this trust as the Trustee deems needful or desirable for my husband's health, support and maintenance, including

Hazel West
HAZEL WEST

medical, surgical, hospital or other institutional care, having in mind both the standard of living to which he has been accustomed and the funds available to him from other sources.

C. Upon the death of my husband, the Trustee shall distribute the remaining assets of this trust, outright and free of trust, to my daughter, JEANIE. If my daughter is not living at the time this distribution is required, the Trustee shall distribute the remaining trust assets to her children, in equal shares. If one of her children is deceased, that deceased child's share shall be retained in trust for the benefit of that deceased child's then living children. The net income and principal of the trust shall be distributed among such surviving children in such proportions and at such intervals as the Trustee determines advisable for the education, support, maintenance and health of such children. While equal distributions between such children shall not be required, distribution shall be equal except in unusual circumstances. The assets of the trust shall be distributed to such surviving children, in equal shares, when the youngest of such children attains the age of twenty-one (21) years. If my daughter's deceased child leaves no surviving children, that deceased child's trust estate shall be distributed to my daughter's surviving child.

D. If my husband does not survive me, I give, devise and bequeath the residue of my estate to my daughter in accordance with paragraph C. above.

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

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

G. This trust shall be designated and known as the "Hazel West Family Trust."

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

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

Hazel West
HAZEL WEST

ITEM VIII.

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

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

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

Hazel West
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such income beneficiary had reached the age at which final distribution was required.

ITEM IX.

A. No Trustee shall be required to enter into any bond as Trustee or to file with any court any periodic or formal accounting of the administration of any trust. The Trustee shall render annual accounts to each of the beneficiaries of any trust (or his or her guardian if a beneficiary is a minor). No persons paying money or delivering property to the Trustee shall be required to see to its application.

B. Either Co-Trustee may resign at any time by giving the beneficiary of the trust and the other Co-Trustee written notice specifying the effective date of such resignation. The notice may be sent by personal delivery or by registered mail.

C. If one of the Co-Trustees dies, resigns or becomes unable to serve, the remaining Co-Trustee shall serve as sole Trustee. If both of the Co-Trustees become unable or unwilling to serve, a successor Trustee shall be appointed by the Chancery Court of Hinds County, Mississippi, upon petition brought by or on behalf of the beneficiary of the trust.

D. The resignation of a Co-Trustee shall become effective upon the submission of a full accounting by the resigning Co-Trustee; however, the remaining Co-Trustee and the beneficiary may agree to waive a final accounting by the resigning Co-Trustee.

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

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

Hazel West
HAZEL WEST

individual serving as Trustee shall receive reasonable compensation based upon the then current hourly rates being charged in Jackson, Mississippi, for services comparable to those being rendered by the individual Trustee.

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

ITEM X.

Unless otherwise provided, the administration of any trust herein created, the sale and conveyance of trust assets, the investment and reinvestment of trust assets, and the rights, powers, duties and liabilities of the Trustee shall be governed by the terms and provisions of the Uniform Trustees' Powers Law of Mississippi, as amended. In addition to the powers contained in that Law, and the power to make "legal investments" under Mississippi law, the Trustee shall have full power and authority:

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

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

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

Hazel West
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specifically excused from a duty of impartiality with respect to the income tax basis of the property distributed. The Trustee may select assets to be allocated or distributed without regard to the income tax basis of the property.

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

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

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

G. To receive and retain all types of property and especially to receive and retain shares of stock in closely-held corporations and nonincome producing real estate regardless of where it may be situated, without liability and without regard to the proportion such property or property of a similar character so held may bear to the entire amount of the trust estate and

Hazel West
HAZEL WEST

whether or not such property is of the class in which trustees generally are authorized to invest by law. This power shall not apply to any trust which qualifies for the estate tax marital deduction.

H. To carry out agreements made by me during my lifetime, including the consummation of any agreements relating to the capital stock of corporations owned by me at the time of my death, and including the continuation of any partnership of which I may be a member at the time of my death whether the terms of the partnership agreement obligate my estate or my personal representative to continue my interest therein, and to enter into agreements for the rearrangement or alteration of my interests or obligations under any such agreements in effect at the time of my death.

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

ITEM XI.

A. In the event my husband, CHARLEY, is or becomes unable or unwilling to serve as my Executor, I appoint my daughter, JEANIE INKSTER, and FRED G. WILSON to serve as my Co-Executors. All rights, powers, duties and discretions granted to or imposed upon my Executor shall be exercisable by and imposed upon any successor Executor or Administrator. Where used throughout this Will, the terms "Executor" and "Administrator" may be used interchangeably and shall apply to whoever may be serving as personal representative of my estate, whether one or more than one.

Hazel West
HAZEL WEST

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

C. My Executor shall have discretion to select property to be distributed in satisfaction of any devise or bequest provided in this Will without respect to the income tax basis of the property. In making a selection, my Executor is excused from any duty of impartiality with respect to the income tax basis of the property. My Executor may satisfy any pecuniary bequest provided in this Will in cash or in kind or partly in cash and partly in kind; however, any asset distributed in kind shall be valued at its date of distribution value. However, my Executor shall not exercise this discretion in any manner that will result in a loss of or decrease in the marital deduction otherwise allowable in determining the federal estate tax due by my estate.

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

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

Hazel West
HAZEL WEST

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

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

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

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

Hazel West
HAZEL WEST

such agreement obligate my estate or my personal representatives to sell or continue my interest therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal to this my Last Will and Testament, consisting of 12 pages on the 19 day of Oct., 1989.

Hazel West
HAZEL WEST

WITNESSES:

Ann Shoemaker
Charles B. Schloemer

ATTESTATION

We, the undersigned, as subscribing witnesses, do hereby acknowledge and affirm that the foregoing written instrument was exhibited to us by HAZEL WEST 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 19th day of October, 1989.

Ann Shoemaker
Charles B. Schloemer

PROOF OF WILL

STATE OF MISSISSIPPI

COUNTY OF HINDS

We, Ann Shoemaker and Charles B. Leploemer, on oath state that we are the subscribing witnesses to the attached written instrument dated the 19th day of October, 1989, which has been represented to us to be the Last Will and Testament of HAZEL WEST, who indicated to us that she is a resident of and has a fixed place of residence in the City of Jackson, County of Hinds, State of Mississippi. On the execution date of the instrument, the Testator, in our presence and in the presence of each of us, signed the instrument at the end thereof and declared the instrument to be her Will, and requested that we attest to the execution thereof whereupon, in the presence of the Testator and in the presence of each other, each of us signed our respective names as attesting witnesses. At the time of the execution of the instrument, the Testator was over eighteen (18) years of age, and in our opinion was of sound mind, in full possession of her mental faculties, and acting without undue influence, fraud or restraint.

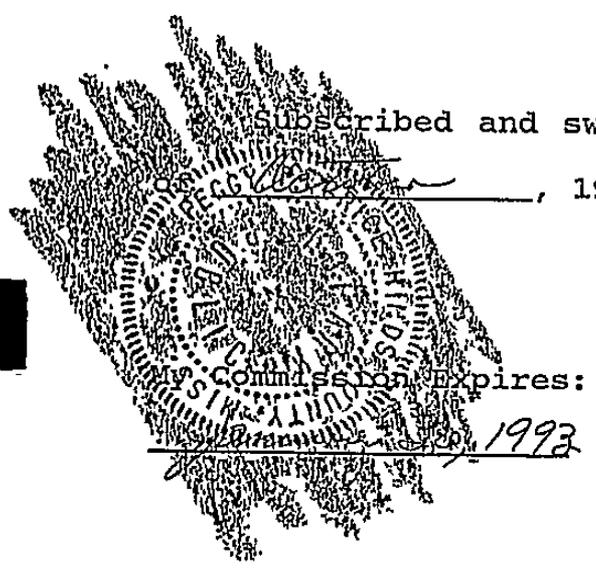
DATED this 19th day of October, 1989.

Ann Shoemaker

Charles B. Leploemer

Subscribed and sworn to before me on this the 19th day of October, 1989.

Peggy P. Guice
NOTARY PUBLIC



Original

2007-1102

FILED
THIS DATE
NOV 14 2008
ARTHUR JOHNSTON, CHANCERY CLERK
BY *[Signature]*, D.C.

Last Will AND Testament
of
Willie FAYE PICKLE

BOOK 043 PAGE 563

Willie Faye Pickle

I, Willie Faye Pickle now residing at Madison, Mississippi, a legal domiciliary of the State of Mississippi, being of legal age and of sound and disposing mind and memory and not under the restraint or undue influence of any person, do make, publish, and declare this instrument to be my Last Will and Testament, hereby repealing all former wills and Codicils heretofore made by me.

I direct that all my just debts and also the expenses of my last illness, funeral and burial, including a suitable grave site, marker, and perpetual care, if deemed appropriate, be paid out of my estate, in such amount as my executor or executrix, hereinafter appointed, may deem proper and without regard to any limitations in the applicable local law as to the amount of such expenses.

I give, devise and bequeath all the rest, residue, and remainder of my estate and property of which I may be seized or possessed or to which

EXHIBIT
A

I may be entitled at the time of my death, wherever situated or of whatever nature, be it real, personal, or mixed, including lapsed legacies and property over which I may have a power of appointment to my Son, Jolly E. Pickle. I direct that my Son, Jolly E. Pickle sell my estate, to be divided between my three children.

Jolly E. Pickle, Melba Sue Pickle Johnson
and Dwight P. Pickle.

III

I give, devise, and bequeath all of the said, rest, residue, and remainders of my estate and property, absolutely and forever, share and share alike to my children Jolly E. Pickle, Melba Sue Pickle Johnson, and Dwight P. Pickle.

IV

I hereby appoint my Son Jolly E. Pickle of Cedarpark, Texas as executor of this my Last Will and Testament, and I request and direct that he be permitted to serve without bond or surety thereon and without the intervention of any Court or Courts, except as required by law;

In Witness Whereof, I have at Madison,
Mississippi, this 23rd day of January
1997 set my hand and seal to this
my Last Will and Testament.

Willie Lyle Pickle

The foregoing instrument consisting of
three hand written pages, this included,
was at Madison, Mississippi this 23rd day
of January 1997, signed, sealed, published
and declared by the above-named
Testatrix to be her last Will and
Testament in the presence of all of
us at one time and, at her request
and in her presence and in the
presence of each other, have here-
unto subscribed our names as
attesting witnesses and do verily
believe that the said Testatrix is
of sound and disposing mind
and memory at the date hereof.

Witness
Markham Robison

Sylvia Willey

Notary Public State of Mississippi At Large
My Commission Expires September 18, 2000
BONDED THRU HEIDEN-MARCHETTI, INC.

Special Request To My Children

In the event of my death, I
request to have grave side service
only, when I wish to be buried
next to your father at Floral
Hill Memorial Gardens, Suffert, Mass.

My latest will
of E. J. [unclear], dated the 2nd
of [unclear]

MADISON COUNTY MS This Instrument was
filed for record November 17, 2008.
Book 43 Page 503
ARTHUR JOHNSTON, C. C.
BY K. Sevens D.C.



2008-1121-G

Last Will and Testament

OF

HAZEL K. McCLINTOCK

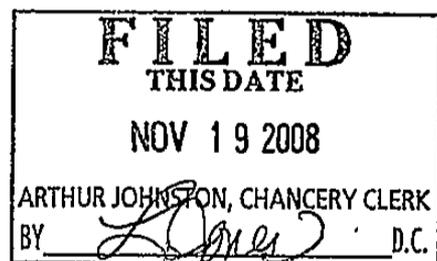
I, Hazel K. McClintock, an adult resident of Hinds County, Mississippi, being over the age of twenty-one (21) years and of sound and disposing mind, memory and understanding make this Last Will and Testament revoking all prior wills and codicils made by me specifically including that last Will and Testament dated July 18, 1997 and the first codicil thereto dated February 11, 2005

ITEM I

My husband, George T. McClintock, is deceased and I have four (4) children now living as follows: Steve J. McClintock, Sheila McClintock Haynes, Sally McClintock Thompson and Susan McClintock Graham.

ITEM II

I appoint Sheila M. Haynes and Steve McClintock or the survivor of them to serve as joint Executors of my Estate under this Will. Should Sheila M. Haynes and Steve McClintock be jointly serving as Executors under this Will and disagree on any aspect(s) concerning the handling of my estate, the dispute shall be submitted to Paul E. Rogers to resolve such dispute; and in doing so the request shall be submitted in a manner such that Paul E Rogers does not know which of my Executors desires to take the action or refuses to take the action and his decision shall be final



H K M

ITEM III

The terms Executrix and Executor may be used interchangeably and shall apply to whomever may be serving as personal representative of my estate, whether feminine or masculine, whether one or more than one.

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

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

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

My Executor shall have the authority to continue any business operations in which I am interested at the time of my death for the time permitted by law in order to avoid depreciation in value of the interest 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, personal or mixed as may be necessary to secure such loan. 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 bequests herein. My Executor is directed to investigate and file any proper claims for insurance benefits which may be payable as a result of my death.

ITEM IV

I hereby direct that all debts, properly probated against my estate, any and all expenses of my last illness, all funeral and burial expenses, and the cost of administration of my estate be paid as soon as possible after my death. This provision is not intended to and shall not be construed as creating a trust for the payment of my debts to any one of my creditors and shall not in any way extend any statute of limitations for the payment of debts or enlarge any statutory duty to pay debts.

ITEM V

All expenses incurred by my Executor during the administration of my estate in connection with storing, packing, shipping or insuring any article of tangible property bequeathed under my will shall be charged against the principal of my residual estate and treated as an expense of administration.

ITEM VI

I hereby give, devise and bequeath the remainder my estate of whatever kind and character, real, personal or mixed, and wheresoever situated to my four children in equal shares, Should any of said beneficiaries predecease me and have living children, the share of my estate devised to such beneficiary shall be distributed to such beneficiary's living children in equal shares. Should such beneficiary have no living children, the share of my estate devised to such beneficiary shall be divided among the other beneficiaries.

ITEM VII

The portion of my estate given devised and bequeathed to Susan M. Graham shall be held by William B Thompson, as trustee for the benefit of Susan M Graham. Such assets are to be held and administered in accordance with the following provisions:

- 1 The Trustee shall distribute all net income to the Beneficiary, as often as he chooses, but at least quarterly.
2. The Trustee is authorized to distribute all or any part of the principal to the Beneficiary which is advisable in the Trustee's discretion for their best interest and general welfare considering the standard of living to which she was accustomed at the time of my death.
3. None of the principal or income of any trust created under this Will shall be liable for debts of the Beneficiary or be subject to seizure by her creditors. The Beneficiary shall have no power to sell, assign, transfer, encumber or in any manner to anticipate or dispose of any part of her interest in the trust funds or the income produced from the funds.
4. Upon the death of the Beneficiary, any remaining principal and accrued or undistributed income, if any, shall be distributed as provided in Item VI of this Will.

HRM

5. I hereby grant to the Trustee of the trust established hereunder all of the right, powers, duties and liabilities as stated in the other sections of this Will and subject to all terms, conditions, privileges, rights and duties specifically enumerated under other provisions of this Will as though said provisions were expressly stated herein, including the right to invade the corpus of the Trust

6. This trust shall be known as the "Hazel M. McClintock Trust f/b/o Susan M. Graham".

ITEM VIII

Notwithstanding any provisions of this Will to the contrary, the interest of every beneficiary under this Will shall vest within the period prescribed by the rule against perpetuities. Upon such vesting, any trust property held by any trustee hereunder shall be distributed to the beneficiary or beneficiaries of the trust as though such beneficiary had reached the age at which final distribution is required by this Will.

ITEM IX

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

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 beneficiary of each trust. No person paying money or delivering property to the Trustee shall be required to see to its application.

ITEM X

A Trustee of any of trust created in this Will may resign at any time by giving written notice, specifying the effective date of resignation, to the beneficiary of the trust at that particular time and the notice may be made by personal delivery or sent by certified mail. In the event of a resignation, the Successor Trustee shall be appointed by all of my surviving adult children, except for the Trust beneficiary herself, as of the date of resignation. The resigning Trustee shall deliver all trusts assets to the successor Trustee and said successor shall be vested with all the rights and powers, duties and discretions conferred upon the original Trustee

ITEM XI

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.

ITEM XII

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

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on the 1st day of July, 2005.

Hazel K. McClintock
HAZEL K. McCLINTOCK

We, the undersigned, do hereby certify that the foregoing Last Will and Testament, consisting of eight (8) pages, each initialed for identification, was signed, published and declared by HAZEL K. McCLINTOCK, the Testatrix herein named, as her Last Will and Testament, in our presence and in the presence of each of us, and we, at the same time at her request and in her presence and in the presence of each other, subscribed our names as subscribing witnesses on this, the 1st day of July, 2005.

WITNESSES:

RESIDING AT:

SIGNATURE [Signature]

704 N. PRESIDENT ST.

PRINT NAME Paul E. Rogers

JACKSON, MS 39202

SIGNATURE Carol Savant

130 Belle Meade Blvd.

PRINT NAME Carol Savant

Flowood, MS 39202

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF HINDS

We, Paul E. Rogers and Carol K. Savant, on oath state that we are the subscribing witnesses to the attached written instrument dated the 1st day of July, 2005, which has been represented to be the Will of Hazel K. McClintock ("Testatrix"), who stated that she had a fixed place of residence in Jackson, Hinds County, 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 twenty-one (21) 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.

[Signature]
Signature of Witness

Carol Savant
Signature of Witness

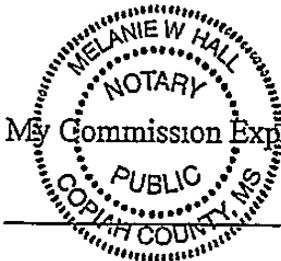
704 N. PRESIDENT ST.
Street Address

130 Belle Meade Blvd.
Street Address

JACKSON, MS.
City and State

Flowood, MS
City and State

SUBSCRIBE AND SWORN TO BEFORE ME on this the 1st day of July, 2005.



Notary Public State of Mississippi
At Large
My Commission Expires September 10, 2008
BONDED THRU
HEIDEN BROOKS & GARLAND, INC

Melanie W. Hall
NOTARY PUBLIC

MADISON COUNTY MS This instrument was
filed for record November 19, 2008.

Book 43 Page 508
ARTHUR JOHNSTON, C. C.

BY: [Signature] D.C.



H K 20

FILED
THIS DATE
NOV 20 2008
ARTHUR JOHNSTON, CHANCERY CLERK
BY *D. Dell* D.C.

LAST WILL AND TESTAMENT

OF

BETTY JO BASS

2008-1145

I, BETTY JO BASS, an adult resident citizen of Jackson, Hinds County, Mississippi, being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all other wills and codicils heretofore made by me.

ITEM I.

I appoint ROSS F. BASS, JR., ROBERT H. BASS, and ELIZABETH B. RAULSTON, as Executors of my Estate under this Will. I direct my Executors to pay all of my just debts and obligations which may be probated, registered and allowed against my estate as soon as may be conveniently done. For convenience the Executors shall be referred to as "Executor."

ITEM II.

My husband's name is ROSS F. BASS, and he is sometimes referred to herein as "my husband." I have three (3) children now living and they are:

- ROSS F. BASS, JR.,
- ROBERT H. BASS, and
- ELIZABETH B. RAULSTON.

They are herein referred to as "my children."

ITEM III.

I devise and bequeath to my husband, ROSS, if he survives me, any interest I may own in our residence which is occupied by us as a family home, subject to any indebtedness that may be against our home at my death. If my husband shall not survive

me, I devise and bequeath my interest in our home to the "Betty Jo Bass Family Trust."

ITEM IV.

I give and bequeath to my husband, ROSS, if he survives me, my automobiles, clothing, books, jewelry, sport equipment and other personal effects. If my husband does not survive me, I bequeath these items of personal property to my children to divide as they agree.

ITEM V.

I give and bequeath all my household furniture, furnishings, ornamental decorations, silverware, china, pictures, linen, glassware and the like located in my home to my husband, ROSS. I may leave a separate memorandum containing directions for the specific disposition to be made of certain of the assets bequeathed under this Item. In such event, the provisions of that memorandum shall be given the same legal effect as if included in this Will and the assets described therein shall be distributed to the named beneficiaries.

ITEM VI.

A. After the payment of any debts, obligations and expenses of my estate, I devise and bequeath to the "Betty Jo Bass Family Trust" provided for in Item VIII of this Will, to be held, administered and disposed of in accordance with the terms of that trust, assets having a value equal to the following:

1. If my death shall occur in 1986, the sum of \$500,000, less any taxable transfers I may have made since 1976.
2. If my death shall occur in 1987, or thereafter, the sum of \$600,000, less any taxable transfers I may have made since 1976.

As used herein, the term "taxable transfers" shall mean transfers made by me that are subject to the transfer tax

provided for in Section 2001 of the Internal Revenue Code of 1954, as amended. The term "value" shall mean the value as finally determined for federal estate tax purposes.

The amount determined above shall be increased by an amount of property which will allow my estate to receive the maximum benefit from the Credit for State Death Taxes provided by Section 2011 of the Internal Revenue Code of 1954, as amended.

B. It is my intention to convey by this bequest the maximum portion of my estate which, at the time of my death, is exempt from the federal transfer tax.

ITEM VII.

A. I give, devise and bequeath to my husband, ROSS, if he survives me, all the rest and residue of my estate. None of the assets hereby conveyed to my husband shall be used for the payment of any estate or inheritance taxes that become payable upon or by reason of my death.

B. My husband shall have the right to disclaim all or any part of his interest in any property which I have devised or bequeathed to him, whether outright or in trust, provided he shall do so within the time period required for the disclaimer to qualify under Section 2518 of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any future law. Any such disclaimer shall be made in writing, clearly stating the portion or assets disclaimed, and shall be timely filed in the Court in which my estate is being probated. If my husband disclaims in whole or in part, the property in which he disclaims his interest shall be disposed of in accordance with the provisions of Item VIII of this Will.

C. If my husband shall not survive me, then I devise and bequeath the residue of my estate to the "Betty Jo Bass Family Trust" created by the provisions of Item VIII of this Will to be held, administered and disposed of in accordance with the terms of that trust.

ITEM VIII.

From the assets conveyed by Item VI hereof, my Executor shall pay any and all estate and inheritance taxes payable by my estate. The remainder of those assets shall be held by ROSS F. BASS, JR., ROBERT H. BASS, and ELIZABETH B. RAULSTON, as Trustees, under the terms hereafter set forth, for the benefit of my husband and my children. For convenience, the Trustees shall be referred to as "Trustee." The Trustee shall hold, administer and distribute the funds of this trust under the following provisions:

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

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

C. Upon the death of my husband, 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 shares for each of my children who is living shall be distributed outright and free of trust to such children upon completion of the administration of my estate. Any share established for the children of a deceased child shall be held as a separate trust and the Trustee shall hold, administer and distribute the funds of each trust under the following provisions:

1. The Trustee shall distribute to or for the benefit of the beneficiaries of each trust as much of the net income of the trust as the Trustee deems advisable for the education, support, maintenance and health of a beneficiary; for the maintenance of their accustomed standard of living; or for any medical, hospital or other institutional care which any beneficiary may require. These distributions shall be made in such proportions, amounts and intervals as the Trustee determines. Any income not distributed shall be added to principal and shall be distributed in accordance with provisions of this Item.

2. In addition to the net income, the Trustee may distribute to or for the benefit of a beneficiary, as much principal of that beneficiary's trust as the Trustee deems advisable for the beneficiary's education, support, maintenance and health. In making distributions of principal, the Trustee shall consider the needs of each beneficiary and the funds available to each of them from other sources.

3. As and when the oldest beneficiary of the trust attains age twenty-five (25), the trust shall be divided into equal and separate shares, one for each beneficiary. Each share shall continue to be held as a separate trust and income and principal may be distributed to the beneficiaries under the standards set forth in Paragraph 1 and 2 above. As and when each beneficiary attains age twenty-five (25),

the Trustee shall distribute to that beneficiary one-half (1/2) of that beneficiary's trust estate. Thereafter, when such beneficiary attains age thirty (30), the Trustee shall distribute to such beneficiary the remainder of that beneficiary's trust estate, free and clear of any trust. Upon distribution of a beneficiary's entire trust estate, the beneficiary's trust shall terminate.

4. In the event of the death of one or more of the children of a deceased child after the division of this trust into separate trusts and prior to receipt by that child of his or her entire trust estate, the balance in the trust of such deceased beneficiary shall be retained in trust for the benefit of that deceased beneficiary's living children. The net income and principal of the trust shall be distributed among such surviving children in such proportions and at such intervals as the Trustee determines advisable for the education, support, maintenance and health of such children. While equal distributions between such children shall not be required, distributions shall be equal except in unusual circumstances. The assets of the trust shall be distributed to such children, in equal shares, when the youngest of such children attains the age of twenty-one (21) years.

5. If at the death of a child of a deceased child of mine he or she leaves no surviving children, that deceased child's trust estate shall be distributed in equal shares, one share to each of the trusts created for my deceased child's other children to be administered and disposed of in accordance with the provisions of those trusts, and one share outright to each of my deceased child's children who has previously reached the age set forth in 3. above to have received a distribution of his or her trust estate. If there are no other surviving children of a deceased child,

the share of the trust shall be distributed to my other children, per stirpes.

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

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

F. This trust shall be designated and known as the "Betty Jo Bass Family Trust."

ITEM IX.

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

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

equals the trust income which the beneficiaries would have received had the trust been established and activated.

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

ITEM X.

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

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

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

ITEM XI.

A. None of the Trustees shall be required to enter into any bond as Trustees or to file with any court any periodic or formal accounting of the administration of any trust. The Trustees shall render annual accounts to each of the beneficiaries of any trust (or his or her guardian if the beneficiary is a minor). No persons paying money or delivering property to the Trustees shall be required to see to its application.

B. Any of the Trustees may resign at any time by giving each of the beneficiaries of the trust (or his or her guardian) and the other Trustees written notice specifying the effective date of such resignation. The notice may be sent by personal delivery or by registered mail.

C. If any individual Trustee resigns, regardless of the cause, the remaining Trustees shall continue to serve. If all of the individual Trustees are or become unable to serve, a successor Trustee shall be appointed by the Chancery Clerk of Hinds County, Mississippi, 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 remaining Trustee, the successor Trustee and the beneficiaries may agree to waive a final accounting by the Trustee being replaced.

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

F. The Trustees may appoint one of them to handle and manage the day-to-day affairs of the trust and to execute all documents relating to the trust. The Trustees may designate one or more of the individuals to sign checks on behalf of the trust and the signatures of all Trustees shall not be required.

G. So long as all three of the individual Trustees are serving, all actions taken by the Trustees shall require the approval of at least two of the three Trustees. If at any time there are only two individuals serving as Trustee, any actions taken by the Trustees shall require the approval of both of those serving as Trustee.

ITEM XII.

Unless otherwise provided, the administration of any trust herein created, the sale and conveyance of trust assets, the investment and reinvestment of trust assets, and the rights, powers, duties and liabilities of the Trustee shall be governed by the terms and provisions of the Uniform Trustees' Powers Law of Mississippi, as amended. In addition to the powers contained in that Law, and the power to make "legal investments" under Mississippi law, the Trustee shall have full power and authority:

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

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

C. To distribute income of the trust in cash or in kind. In making distributions of both principal and income, the Trustee may make a non pro rata distribution of property in kind. The

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

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

E. To determine the allocation of receipts and expenses between income and principal.

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

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

apply to any trust which qualifies for the estate tax marital deduction.

H. To carry out agreements made by me during my lifetime, including the consummation of any agreements relating to the capital stock of corporations owned by me at the time of my death, and including the continuation of any partnership of which I may be a member at the time of my death whether the terms of the partnership agreement obligate my estate or my personal representative to continue my interest therein, and to enter into agreements for the rearrangement or alteration of my interests or obligations under any such agreements in effect at the time of my death.

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

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

K. To manage any farm property, including the authority to plant and harvest crops; to breed, raise, purchase and sell equipment and farm produce of all kinds; to make improvements; to construct, repair or demolish any buildings; to engage agents,

managers and employees and delegate powers to them; to set up reasonable reserves for depreciation out of income to replace improvements and equipment; to fertilize and improve the soil; to engage in the growing, improvement and sale of trees and other forest crops; and to perform any other acts deemed necessary or desirable to operate the farm property.

L. To terminate any trust if the Trustee, in its sole discretion, 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. This power shall be exercisable only if the income beneficiaries and the remainder beneficiaries are the same and have the same interest in the trust. Upon termination, the Trustee shall distribute the assets of the trust to the beneficiaries in the beneficiaries' proportionate share.

ITEM XIII.

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

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

C. My Executor shall have discretion to select property to be distributed in satisfaction of any devise or bequest provided

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

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

E. My Executor shall have the power to disclaim any part or all of my interest in any property which is or has been devised or bequeathed to me, whether outright or in trust, provided such disclaimer is made within the time period required for the disclaimer to qualify under Section 2518 of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any future law.

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

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

closing of my estate and the discharge of my Executor, but in satisfaction of any bequest herein, my Executor may distribute such property at its value net of such loan.

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

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

J. I further nominate and appoint my Executor herein named to petition the proper Court and to take all necessary action to effect an ancillary administration covering any property I may own in Colorado or in any other state. I direct that no bond or other security shall be required of my Executor named herein, nor shall my Executor be required to file an inventory or accounting with any court in any foreign jurisdiction. If the laws of Colorado, or any other foreign jurisdiction in which I may own property, require that a resident of that state serve as Executor or Administrator in any ancillary proceeding by my estate, my Executor shall have the power and right to select and designate a proper party resident of the foreign jurisdiction involved to serve with the Executor of my estate as Co-Administrators. In such event, the Co-Administrators shall not be required to post

any bond or other security or file any accounting or inventory with any court in the foreign jurisdiction.

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 15 day of April, 1986.

Betty Jo Bass
Betty Jo Bass

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

C. Delle H... of Jackson Mississippi
Witness Address

Arthur Johnston of JACKSON MS
Witness Address

MADISON COUNTY MS This instrument was filed for record Nov. 20, 2008.
Book 43 Page 591
ARTHUR JOHNSTON, C. C.
BY D. Delle



LAST WILL AND TESTAMENT
OF KATHRYN FERGUSON MILLER

2008-1140

I, KATHRYN FERGUSON MILLER of Madison, Madison County, Mississippi, being of sound mind and memory, do make, publish and declare this my Last Will and Testament, hereby revoking all former wills and codicils made by me.

A. I will and direct my personal representative to pay all legally enforceable debts, including the expenses of my last illness and funeral expenses, current bills and any and all other expenses incurred in administering my estate.

B. I am divorced. My children are VICKI D. GRIFFITHS, ELYSE M. PETZOLD, BRIAN J. MILLER and JEFFREY D. MILLER.

C. My beneficiaries are VICKI D. GRIFFITHS, ELYSE M. PETZOLD, BRIAN J. MILLER, because the whereabouts of JEFFREY D. MILLER are unknown.

D. I give my home and its contents to be given in equal shares to my children VICKI D. GRIFFITHS, ELYSE M. PETZOLD and BRIAN J. MILLER; *per stirpes*.

E. If no beneficiary or contingent beneficiary named herein to receive a specific asset survives me, then the asset given to the deceased beneficiary shall become part of the residue of my estate and shall be distributed according to the provisions of the following paragraphs.

F. I may from time to time indicate my desire that specific gifts be made from my estate upon my death. If I make known my desire in writing referring to or attached to this Last Will and Testament, upon my death my personal representative shall distribute the specific gifts as if the specific gifts had been made in this Last Will and Testament itself. The gift(s) shall be effective only upon my death, and only if the writing is dated and signed by me, and witnessed by two unrelated witnesses. In dating the specific gifts document, it is not my intention to redate the entire Last Will and Testament.

G. I direct that my personal representative(s) give my personal effects, including automobiles, boats, sporting equipment, jewelry, furniture, furnishings, china, glassware, silver and household equipment (except those items which are specifically given to a beneficiary elsewhere in this Last Will and Testament in which case said specific gift shall take precedence over this paragraph), to be given in equal shares to my children VICKI D. GRIFFITHS, ELYSE M. PETZOLD and BRIAN J. MILLER; *per stirpes*.

H. I give, devise and bequeath all of the rest, residue and remainder of my estate and property,

FILED
THIS DATE
NOV 20 2008
ARTHUR JOHNSTON, CHANCERY CLERK
BY: *[Signature]* D.O.

KFM

of whatever kind and wherever situated, owned by me at the time of my death to be given in equal shares to my children VICKI D. GRIFFITHS, ELYSE M. PETZOLD and BRIAN J. MILLER, *per stirpes*.

I. If my estate owns any shares of stock in a Subchapter S corporation, then I intend that any trust funded by said estate with said stock qualify as a Qualified Subchapter S Trust pursuant to § 1361 of the Internal Revenue Code of 1986, as amended from time to time. My personal representative(s) are, therefore, authorized and directed to take whatever steps my personal representative(s) deem necessary to satisfy the requirements of said section, including but not limited to, dividing any trust with multiple beneficiaries into separate trusts for each beneficiary's pro rata share, and the trustee(s) are then directed to distribute the net income from each of these trusts to each beneficiary at least quarter-annually.

J. I have intentionally and with full knowledge omitted to provide for all of my heirs who are not specifically mentioned in the terms of this will, except that any children born to me after the date of execution of this will are intended to be included, and shall share in the proceeds of my estate in the same manner as the children specifically named here.

K. If no beneficiaries or alternate beneficiaries named herein survive, then I give the rest, residue and remainder of my estate and property, of whatever kind and wherever situated, owned by me at the time of my death to be given in equal shares to my heirs at law.

L. If any beneficiary dies prior to the entry of an order, decree or judgment in my estate distributing the property in question, or within thirty (30) days after the date of my death, whichever is earlier, any interests which would have passed to said beneficiary under the provisions of this Last Will and Testament are to be disposed of according to the plan of distribution which would have been effective under this Last Will and Testament if such beneficiary had predeceased me. It is my intention that any property or interest which is distributed from my estate as a result of any transfer authorized by my personal representative prior to the death of said beneficiary will not be revoked or otherwise affected by the subsequent death of the distributee.

M. PERSONAL REPRESENTATIVE(S)

1. I constitute and appoint BRIAN J. MILLER, personal representative of this my Last Will and Testament. I authorize and empower my personal representative to sell, transfer and convey any and all of the property of my estate, real and personal, and to execute, acknowledge and deliver good and sufficient transfers and conveyances thereof.
2. If BRIAN J. MILLER is unable or unwilling to serve as personal representative, I constitute and appoint ELYSE J. PETZOLD as personal representative, to serve with all rights and responsibilities given to the original personal representative(s). If

KFM

ELYSE J. PETZOLD is unable or unwilling to serve as personal representative, I constitute and appoint VICKI D. GRIFFITHS as personal representative, to serve with all rights and responsibilities given to the original personal representative(s).

- 3. If no personal representative named in this will is willing and able to act, a personal representative or co-personal representatives may be selected by the majority of adult beneficiaries named herein. The personal representative(s) so selected and appointed shall have all rights and responsibilities hereinbefore given to the named personal representative(s).
- 4. No bond, inventory or accounting will be required of the personal representative(s).
- 5. My personal representative shall have the power to disclaim any part or all of my interest in any property which is or has been devised or bequeathed to me, whether outright or in trust, provided such disclaimer is made within the time period required for the disclaimer to qualify under Section 2518 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future law.
- 6. My personal representative shall have the power to exercise all powers conferred by law upon personal representatives and all powers granted herein without prior authority from any Court; however, my personal representative may seek Court authority if doing so is in the best interest of my personal representative, my estate or my beneficiaries.
- 7. My personal representative shall not be required to reduce all or any of my personal or real property to cash during the administration of my estate, but in my personal representative's discretion may sell or lease any of my property in such manner and on such terms and conditions as my personal representative may deem advisable, without notice and without the necessity of Court approval or authorization. In connection with a sale or lease, my personal representative may execute and deliver such deeds, leases or other instruments relating thereto.
- 8. My personal representative may employ and compensate from estate assets any attorneys, accountants, custodians or other agents necessary to the administration of my estate.

P. In construing this will, words which import one gender shall be applied to any gender where appropriate. The singular imports the plural and the plural imports the singular where appropriate. Trustee includes any person or corporation from time to time holding that office as sole or co-trustee. Personal representative includes any person or corporation from time to time holding that office and also includes a special administrator.


KFM

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 14th day of March, 2008.

[Handwritten signature]

KATHRYN FERGUSON MILLER

The foregoing instrument was, on the day of its date signed, sealed, published and declared by KATHRYN FERGUSON MILLER, as and for her Last Will and Testament, in the presence of us, who at the request and in the presence of said testatrix, and in the presence of each other, have hereunto subscribed our names as attesting witnesses, and said testatrix was then of sound and disposing mind and memory.

[Handwritten signature] of Madison, MS
[Handwritten signature] of Brandon, MS

AFFIDAVIT OF SUBSCRIBING WITNESSES

STATE OF MISSISSIPPI
COUNTY OF MADISON

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Christy Palmer and Rochelle Oliver, who after being duly sworn, on oath stated as follows:

That the above and foregoing Last Will and Testament of KATHRYN FERGUSON MILLER, herein referred to as "Testatrix", dated the 14th day of March, 2008, was exhibited by said Testatrix to affiants as Testatrix's Last Will and Testament, and was signed by Testatrix on said date in the presence of affiants, declaring the same to be the Last Will and Testament of the Testatrix and at the Testatrix's request and in the Testatrix's presence and in the presence of each other, the affiants signed the same as witnesses:

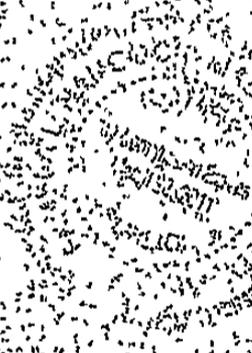
That the Testatrix was on the 14th day of March, 2008, of sound and disposing mind and memory and was over the age of eighteen (18) years.

Signature: [Signature]
Address: 19th St Augustine Dr
Madison, Ms. 39110

Signature: Rochelle Oliver
Address: 1290 W. Government St
#1101
Brandon, MS 39042

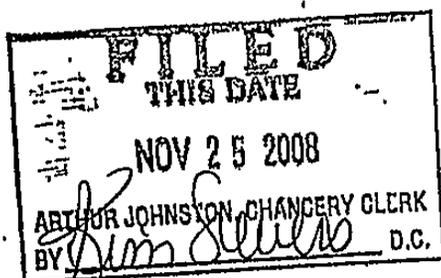
SWORN TO AND SUBSCRIBED before me, this 14th day of March, 2007.

[Signature]
Mississippi, NOTARY PUBLIC
My Commission expires
March 2011



MADISON COUNTY MS This instrument was
filed for record Nov 20 2008.
Book 43 Page 592
ARTHUR JOHNSTON, C. C.
BY R. Stevens C.





LAST WILL AND TESTAMENT

OF

JOSEPHINE P. MCEACHERN

2008-1162

I, JOSEPHINE P. MCEACHERN, a resident of Jackson, Hinds County, Mississippi, being of sound and disposing mind and memory and over the age of eighteen (18) years, do hereby make, publish and declare this to be my Last Will and Testament. I revoke any wills or codicils previously made by me.

1. Bequest to Spouse. I give, devise and bequeath all of my property of every kind and wherever situated unto my husband, Charles M. McEachern, if he survives me.

2. Personal Effects. If my husband, Charles M. McEachern, does not survive me, I give all of my club memberships, automobiles, watches, jewelry, wearing apparel, sporting equipment, household furniture, furnishings, silverware and similar articles of household contents and personal effects unto my children who may be living at the time of my death to be divided among them as they may mutually agree. In the absence of mutual agreement within six months after the date of my death, the division of such items shall be made by my executor in its sole discretion on an equal basis according to value.

3. Bequest to Children. If my husband does not survive me, the executor shall divide all of the rest, residue and remainder of my estate into equal shares, and I give one such share to each of my children living at my death and one share for the children as a group of any deceased child with children then living. The share of each child then living shall be distributed to that child outright. The share of the children of a deceased child shall be held by the trustee upon the following terms:

(a) The trustee shall subdivide each share into a separate equal trust for each grandchild.

Josephine P. McEachern

(b) The trustee may expend so much of the principal and income of each trust as the trustee deems appropriate, in his discretion, for the care, support, health and education (including post-graduate education) of the beneficiary.

(c) Each trust shall terminate when the beneficiary reaches twenty-five (25) years of age whereon the remaining principal and income, if any, shall be paid over to that child free of trust.

(d) If any grandchild should die before termination of his or her separate trust, the assets of that trust shall be divided equally among that grandchild's siblings and either distributed outright or added to the separate trust of the sibling, if the sibling is then the beneficiary of a trust herein established.

4. Commingling of Trusts. If my husband should predecease me, or if we should die in a common accident or disaster, I direct my executor to examine the provisions of his Last Will and Testament and determine, in its discretion, whether his will creates trusts for our grandchildren containing substantially the same provisions as set forth herein. If so, then that part of my residuary estate, if any, to be held in trust for my grandchildren shall be held by the trustee named in my husband's will, to be allocated between or among the separate trusts as herein provided, to be held in such separate trusts for the benefit of our grandchildren as therein provided and administered as an integral part thereof, notwithstanding any other provisions hereof. The provisions hereof for trust distributions shall in no event be cumulative of similar provisions in my husband's will but shall be considered as a single provision.

5. Power of Appointment. I understand that my husband's will confers upon me a power of appointment, exercisable by will, over any remaining principal of the trust therein established and known as the Charles M. McEachern Marital

Josephine P. McEachern

Trust. It is my desire that any such remaining principal shall be held, administered and distributed as provided in his will in the case I do not exercise this general power of appointment.

Therefore, I expressly decline to exercise any power of appointment conferred upon me in the Last Will and Testament of my husband, Charles M. McEachern.

6. Spendthrift Provision. No interest of any beneficiary in the corpus or income of my estate or of any trust created hereunder shall be subject to assignment, alienation, pledge, sale, attachment or transfer in any manner; nor shall any beneficiary have the power in any manner to anticipate, charge or encumber his or her interest either in income or in principal; nor shall such interest of any beneficiary be liable or subject in any manner for the debts, contracts, liabilities, engagements or torts of any such beneficiary.

7. Mortgages and Liens. Property distributed to any beneficiary or allocated to any trust shall be held subject to any existing mortgages, liens or other encumbrances thereon unless the executor or trustee determines that all parties in interest will be better served by payment of any such secured indebtedness.

8. Payment of Taxes. I direct my executor to pay out of property which would otherwise become a part of my residuary estate all estate, inheritance, transfer and succession taxes, including interests and penalties thereon, which may be lawfully assessed by reason of my death. I hereby waive on behalf of my estate any right to recover any part of these taxes or penalties from any person, including any beneficiary of insurance on my life, and anyone who may have received from me or from my estate any property which is taxable as part of my estate.

9. Appointment of Executor and Trustee. I nominate and appoint the First National Bank of Jackson, Jackson, Mississippi,

Josephine P. McEachern

as executor of this my Last Will and Testament. I waive the necessity of its posting bond in order to serve, and to the fullest extent possible under law, I waive the necessity of a formal appraisal, inventory or accounting to any court. In addition to the powers and discretion herein conferred, I expressly confer upon my executor all powers and discretion given to trustees under the Uniform Trustees' Powers Law of Mississippi as the same may be amended from time to time.

I nominate and appoint my son, Frank McEachern, as trustee of all trusts herein established. In the event he is not willing or is unable to serve as trustee, I nominate and appoint my son, Raymond Gibson McEachern, as successor trustee. In the event Raymond Gibson McEachern is not willing or is unable to serve as trustee, I nominate and appoint the First National Bank of Jackson, Jackson, Mississippi, as successor trustee.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this the 11th day of May, 1984.

Josephine P. McEachern
 JOSEPHINE P. MCEACHERN

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

Richard W. Darts
 Address: First National Bank Bldg.
Jackson, MS

Thomas S. Adams
 Address: First National Bank Building
Jackson, Mississippi

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

RE: THE WILL AND ESTATE OF JOSEPHINE P. MCEACHERN, DECEASED

NO. 2008-1162

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 RICHARD W. DORTCH 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 Josephine P. McEachern, Deceased, who was personally known to the affiant, and whose signature is affixed to the Last Will and Testament, which is dated the 11th day of May, 1984.

(2) That on the 11th day of May, 1984, Josephine P. McEachern signed, published and declared the instrument of writing as her Last Will and Testament, in the presence of this affiant and in the presence of Holmes S. Adams, the other subscribing witness to the instrument.

(3) That Josephine P. McEachern was then and there of sound and disposing mind and memory, and well above the age of eighteen (18) years.

(4) That this affiant, together with Holmes S. Adams, subscribed and attested the instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of Josephine P. McEachern, and in the presence of each other.

Richard W. Dortch
Richard W. Dortch

SWORN TO AND SUBSCRIBED before me, this the 6th day of November, 2008.

Ann R. Caskey
Notary Public



MADISON COUNTY MS This instrument was filed for record November 25, 2008.

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ARTHUR JOHNSTON, C. C.
BY: R. Silvers C.C.

