

LAST WILL AND TESTAMENT
OF
DOROTHY HERRINGTON BATES

08-1318

I, DOROTHY HERRINGTON BATES, a resident of Madison County, Mississippi, being above the age of twenty-one years and being of sound and disposing mind and memory, and desiring to arrange my worldly affairs and material possessions in an orderly and just manner, and the better to safeguard the interests of those to whom I am most obligated, do this day, make, ordain, declare and publish this instrument of writing as my Last Will and Testament, hereby revoking any and all former wills and codicils thereto heretobefore made by me.

ITEM I

I hereby direct my Executrix to pay out of my Estate all of my just debts and to settle any claim against my Estate in her sole and absolute discretion.

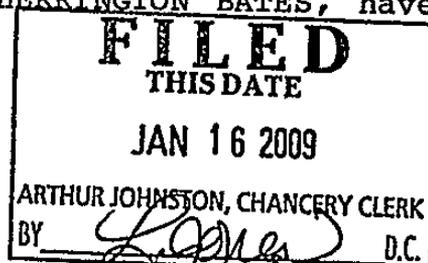
ITEM II

I hereby name, nominate and appoint my beloved daughter, Elizabeth Patty Swearngen, as Executrix of my Estate and of whom no bond, security, inventory, appraisal or accounting shall be required by the Court of any persons for her serving in such capacity. In the event that Elizabeth Patty Swearngen should be unwilling or unable to serve as Executrix of my Estate, then I hereby name, nominate and appoint my beloved daughter, Dorothy Patty Vallas, to serve in her place and stead as the Executrix of my Estate and on the same terms and conditions as hereinabove set forth.

ITEM III

I hereby give, devise and bequeath my entire Estate, being all of my real, personal and mixed property of whatsoever kind and wheresoever situated to my beloved daughters, Dorothy Patty Vallas and Elizabeth Patty Swearngen, share and share alike, or to whichever of them shall survive me.

IN WITNESS WHEREOF, I, DOROTHY HERRINGTON BATES, have in



the presence of witnesses, signed, ordained, declared and published this instrument consisting of two typewritten pages, to be my Last Will and Testament on this the 25th day of August, 1989.

Dorothy Herrington Bates
DOROTHY HERRINGTON BATES,
TESTATRIX

The above and foregoing writing was, on the day and date set forth therein, signed, ordained, declared and published by Dorothy Herrington Bates to be her Last Will and Testament in our presence, and at special instance and request we have subscribed our names as witnesses in her presence, and in the presence of each other.

Philip M. Nelson
WITNESS

P.O. Box 384 Ridgeland MS 39158
ADDRESS

Jarvis D. Nelson
WITNESS

P.O. Box 384, Ridgeland, MS 39158
ADDRESS



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
DOROTHY HERRINGTON BATES, DECEASED

FILED
THIS DATE
JAN 16 2009
ARTHUR JOHNSTON, CHANCERY CLERK
BY *R. Jones* D.C.

PROBATE FILE NO. 08-1318-G

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF MADISON

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the state and county aforesaid, the within named Phillip M. Nelson, one of the subscribing witnesses of that certain instrument of writing being dated August 25, 1989, and purporting to be the Last Will and Testament of Dorothy Herrington Bates, now deceased, who having been by me first duly sworn, did state on his oath that the said Dorothy Herrington Bates, did, on the 25th day of August, 1989, in the presence of Phillip M. Nelson and Janice D. Nelson, being all of the subscribing witnesses to said instrument, sign her name thereon, and publish and subscribe and declare said instrument to be her Last Will and Testament; and

That at the signing of her said Last Will and Testament, Dorothy Herrington Bates was of sound disposing mind and memory and above the age of 21 years, and fully capable of executing and competent to execute the said Last Will and Testament.

Affiant herein, and the other subscribing witnesses, did subscribe and attest said Last Will and Testament, as witnesses to the subscription and publication thereof at the special instance and

request of the said Dorothy Herrington Bates, in her presence and in the presence of each other.

WITNESS MY HAND this the 12th day of December, 2008.

Phillip M. Nelson
PHILLIP M. NELSON

SWORN TO AND SUBSCRIBED BEFORE ME, this the 12th day of December, 2008.

Jane Drucilla Nelson
NOTARY PUBLIC

My Commission Expires:



Phillip M. Nelson
Attorney for Petitioner
Post Office Box 2734
Madison, MS 39130-2734
Ph: 601-856-8869
MSB #3810

2

MADISON COUNTY MS This instrument was
filed for record January 16, 2009.
Book 43 Page 702
ARTHUR JOHNSTON, C. C.
BY: *Arthur Johnston* D.C.

LAST WILL AND TESTAMENT

OF

GRETCHEN WELSCH PUMPHREY

2009-05

I, Gretchen Welsch Pumphrey, a resident of the City of Madison, Madison County, Mississippi, declare this to be my Last Will and Testament, hereby revoking all wills and codicils heretofore made by me. My husband, Charles Michael Pumphrey (my "husband" or my "spouse" herein), and my child, Joseph Mitchell Pumphrey (my "child" herein), are living at the time of the execution of this Will

ARTICLE I.

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

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

ARTICLE II.

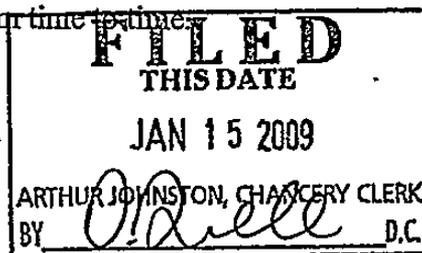
I direct that all my estate, inheritance and other taxes in the general nature thereof (together with any interest or penalty thereon), be paid out of my estate.

ARTICLE III.

I bequeath, devise and appoint all of my property and estate of every nature and wheresoever situated (including all property which I may acquire or become entitled to after the execution of this Will) to my husband.

If my husband shall fail to survive me or if we die in a common accident, then, in that event, I give, bequeath and devise all of the rest, remainder and residue of my estate, including personal property, cash, stocks, bonds, securities and insurance to the trustee of the Mike and Gretchen Pumphrey Family Trust, under trust agreement as amended and restated on March 22, 2002, as such trust shall be amended or restated from time to time.

Page 1 of 5 Pages



gwp

If my child should die unmarried without leaving issue prior to the complete distribution of all estate assets, then I hereby bequeath one-tenth of the value of my estate to the Bishop of the Catholic Diocese of Mississippi as trustee for the use and benefit of the parishioners of St. Francis of Assisi Catholic Parish or Congregation, Madison, Mississippi (or to such other party or entity as shall be dictated by Diocesan policy at the time) to use as he deems appropriate for such parish, and all the rest, residue and remainder of my estate I hereby bequeath equally to my brother and my husband's siblings (my brother and my husband's siblings are referred to as our "Siblings" herein), share and share alike. If my child shall be married at the time of his death, but leave no issue, then one-half my remaining estate shall be delivered to his spouse, and the remaining one-half shall be divided equally among our Siblings, share and share alike. In the event any of our Siblings should predecease my child, that Sibling's part of the trust estate shall be delivered to his or her children equally, share and share alike. If the deceased Sibling's child is under the age of 21, that child's part may be delivered in trust to the child's living parent for the benefit of the child, or the Executor may retain that child's part in trust until the child attains age 21. The Executor's decision on this point shall be conclusive. If such child's part is retained in trust, the Executor shall manage the funds and apply them for the child's health, education, and comfort.

If the beneficiary shall attempt to anticipate, pledge, assign, sell, transfer, alienate or encumber his or her interest, or if any creditor or claimant shall attempt to subject such interest to the payment of any debt, liability or obligation of such beneficiary, then thereupon the absolute right of such beneficiary to the trust property shall terminate and thereafter the Trustee shall distribute the property or the income therefrom to or apply same for the maintenance and comfort of one or more of the following persons, namely: (1) such beneficiary, (2) his or her spouse, and (3) his or her issue, in such manner and proportions as the Trustee in his sole discretion may determine, regardless of equality of distribution; but in no event shall the Executor be required or compelled to pay any part of the income or principal to or for such beneficiary.

ARTICLE IV.

I hereby grant to my executor, including any substitute or successor, the continuing, absolute discretionary power to deal with any property, real or personal, held in my estate or in trust as freely as I might in the handling of my own affairs. Such power may be exercised independently without prior or subsequent approval of any judicial authority and no person dealing with the executor shall be required to inquire into the propriety of any of their actions. I specifically grant to my executor the power to make distributions in cash or in specific property, real or personal, or an undivided



interest therein or partly in cash and partly in such property, and to do so without regard to the income tax basis for federal tax purposes of specific property allocated to any beneficiary (including any trust). In making distributions I request (but do not direct) that my executor do so in a manner which will result in the property being sold to satisfy obligations of my estate or any trust having the aggregate income tax basis as close as possible to the aggregate fair market value and to the extent consistent with this primary objective to do so in a manner which will result in maximizing the increase in basis for federal and state estate and succession taxes attributable to appreciation.

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

At the time I make this Will, my husband and I own certain investments. The executor is specifically authorized to retain those investments in my testamentary or trust estate, or to sell the investments, in the executor's absolute discretion.

ARTICLE V.

I appoint my husband, Charles Michael Pumphrey, to be the executor of this my Will. If he shall fail to survive me or shall fail to qualify as executor, then in that event I appoint Edwin Y. Hannan, a resident of Madison, Madison County, Mississippi, as my secondary executor. I hereby nominate Trustmark National Bank, Jackson, Mississippi as second, successor executor, in the event both primary and secondary executors cannot serve, decline to serve, or resign from serving as my executor. My executor shall serve without security or any bond required by law and without any accounting or inventory to any court and shall have the powers and discretion provided in Article IV and any others that may be granted by law, all to be exercised without a court order.

Throughout this Will, the word "executor" is used for simplicity and all such words shall also refer to any executrix and shall in no way be deemed to lessen the powers granted herein.

gwp

ARTICLE VI.

If my spouse and I die simultaneously, or under circumstances which make it difficult to determine which died first, I direct that my spouse be deemed to have predeceased me for purposes of this Will.

ARTICLE VIII.

If my husband does not survive me or if we die in a common accident, then Mark Daniel Sills, Sr., and Michele McDonald Sills, residents of Madison County, Mississippi ("Guardian" or "Guardians" sometimes herein) shall if they are then married, be the guardians of my minor child. If, for any reason, one of the guardians is unable or unwilling to serve as a guardian, then, in that event, I direct that Jasper Joseph Welsch and Patricia Welsch shall, if they are then married, be successor-guardians of my minor child. If they are not then married or if they shall be unable or unwilling to serve, a guardian shall be appointed by the Chancellor of the district in which this Will is probated, it being my preference that my child be raised by one of his relatives who would commit to raising him in the Christian faith. My son now has sufficient maturity to assist in the selection process and I would urge the Chancellor to seek his input.

IN WITNESS WHEREOF, I sign, publish and declare this instrument to be my Last Will and Testament, this the 22 day of March, 2002


GRETCHEN WELSCH PUMPHREY



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

WITNESSES:

SIGNATURES

ADDRESSES

[Signature]
Printed Name: JEFFREY K. TYREE

430 BRADFORD DRIVE
BRANDYN, MS 39047-8013

[Signature]
Printed Name: Rhonda J. Bailey-Croine

112 Bentah Land Drive
Pearl, Ms 39208

A:\GWF02LWT.wpd

[Signature]

PROOF OF WILL

State of Mississippi

Self-Proving Affidavit

County of Hinds

We, Gretchen Welsch Pumphrey, and Jeffrey K. Turse and Rhonda J. Bailey-Craige the Testatrix and the witnesses, respectively, whose names are signed to the attached or foregoing instrument, being first duly sworn, do hereby declare to the undersigned authority that the Testatrix signed and executed the instrument as her Last Will and that she had signed willingly (or willingly directed another to sign for him), and that she executed it as her free and voluntary act for the purposes therein expressed, and that each of the witnesses, in the presence and hearing of the Testatrix, and in the presence of each other, signed the Will as witness and to the best of our knowledge the Testatrix was at that time eighteen years of age or older, of sound mind, and under no constraint or undue influence

Gretchen Welsch Pumphrey
Gretchen Welsch Pumphrey

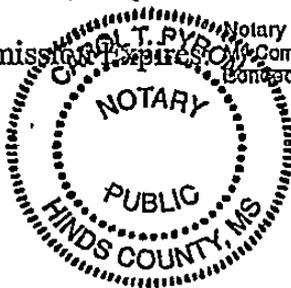
Rhonda J. Bailey-Craige
Witness Rhonda J. Bailey-Craige

Jeffrey K. Turse
Witness JEFFREY K. TURSE

Subscribed, sworn to, and acknowledged before me by Gretchen Welsch Pumphrey the Testatrix and subscribed and sworn to before me by Jeffrey K. Turse and Rhonda J. Bailey-Craige witnesses, this 22nd day of March, 2002.

Arnold T. Paxon
Notary Public for Mississippi

My Commission Expires September 20, 2003
Notary Public State of Mississippi At Large
Contact: Tina Helgen, Brooks & Garland, Inc.
(Seal)



G:\USERS\RHONDA\CMP FLD\GWP-Proof-of-Will.wpd

MADISON COUNTY MS This instrument was
filed for record January 16, 2009
Book 43 Page 704
ARTHUR JOHNSTON, C. C.
BY: D. D. Wells C.C.



GWP

FILED
THIS DATE

JAN 16 2009

ARTAKUR JOHNSTON CHANCERY CLERK
BY *[Signature]*

Last Will and Testament

2008-1309

Francess Marie Exum

BOOK 043 PAGE 710

know all men by these presents:

I that I, Francess Marie Exum, of the First Judicial District of Hinds County, State of Mississippi, being above the age of two and twenty (22) years and of sound and disposing mind and memory and mindful of the uncertainty of human life and intending to dispose of all of my property and estate upon my death, do hereby make, publish and declare this my last will and testament, hereby expressly revoking any and all other wills, codicils, and testaments by me at any time heretofore made.

First: I direct that all duly probated debts, including my funeral expenses, expenses of my last illness and the expense of the execution of this will, be paid by my Executor, herein of her named, out of the first monies coming into her hands and available therefor.

Second: I hereby declare that I am unmarried and that I have no children.

Third: Carolyn White Elkins, 3904 Old Brownsboro Hills Road, Louisville, Kentucky, 40241, is to see that my apartment is closed and all things of value removed from it, including my automobile, my furniture, jewelry, cut glass and other effects. For undertaking this responsibility, then I do give and bequeath unto Carolyn White Elkins, my automobile, furniture, jewelry, cut glass and other personal effects in my apartment to have and retain or dispose of as she wishes.

Fourth: I do hereby give and bequeath unto my cousin, Mary Channing Blush, 1207 W. Woodlawn Avenue, Louisville Kentucky, 40215, the sum of \$2,000.00. Additionally, she has been named beneficiary of a policy of life insurance on my life carried by my former employer, Champion International Corporation which will amount to at least \$3000.00, or more, which will be paid to her outside the terms of this will.

Marsh shall pre-decease me, then the sum provided her in the specific bequest shall become a part of my residuary estate and her portion of my residuary estate shall go to Carolyn White Elkins.

Sixth: I do hereby give and bequeath unto St. Luke's United Methodist Church, P.O. Box 4828, Jackson, Mississippi 39296-4828, the sum of \$1,000.00

Seventh: If, at the time of my death, my liquid assets have dissipated to the extent that there are not sufficient funds to satisfy the two (2) specific monetary bequests contained in my will, then I do hereby cancel the two (2) of said monetary bequests to Mary Manning Marsh and St. Luke's United Methodist Church and do designate all of my liquid assets to go into my residuary estate to go to Carolyn White Elkins

Eighth: I do hereby nominate and appoint Carolyn White Elkins, as the

sole Executrix of this Last Will and ^{of ME} Testament.
 No bond will be required of my Executrix and
 she shall file only such accountings as are
 required by law.

I do witness whereof, I have hereunto
 set my hand and seal this the 25th
 day of March, A.D. 1994

Frances M. Exum
 FRANCES M. EXUM

Attestation

The foregoing instrument consisting of this
 page and three (3) other pages, was at the
 date hereof, by Frances M. Exum signed and
 declared to be my Last Will and Testament,
 in the presence of us, who, at her request
 and in her presence and in the presence
 of each other, have signed our names as
 witnesses hereto.

WITNESS Allen Hart
 ADDRESS 1136 Woodfield Drive
Jackson, MS 39211

WITNESS R Dennis Legato
 ADDRESS: P.O. Box 1200
Jackson, MS 39215

STATE OF MISSISSIPPI

COUNTY OF Rankin

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction aforesaid, Allen Hart, who by me being first duly sworn, deposes and states on oath that she is one of the subscribing witnesses to that certain instrument of writing purporting to be the Last Will and Testament of Frances Marie Exum and that the said Frances Marie Exum signed, published and declared said instrument to be her Last Will and Testament on the 25th day of March, 1994 in the presence of this affiant and R. Dennis Legate, the other subscribing witness to said instrument; and said testatrix was then of sound and disposing mind and memory and over the age of eighteen (18) years; that this affiant and R. Dennis Legate subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and request and in the presence of said testatrix; and in the presence of each other.

Allen Hart

ALLEN HART
928 Briarwood Drive
Jackson, Mississippi 39211

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 8th day of
January, 2009.

My commission expires:

Karen Christine Perry



MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES DEC 12, 2009
BONDED THROUGH STEGALL NOTARY SERVICE

STATE OF MISSISSIPPI

COUNTY OF Rankin

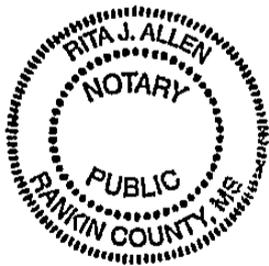
PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction aforesaid, R Dennis Legate, who by me being first duly sworn, deposes and states on oath that he is one of the subscribing witnesses to that certain instrument of writing purporting to be the Last Will and Testament of Frances Marie Exum and that the said Frances Marie Exum signed, published and declared said instrument to be her Last Will and Testament on the 25th day of March, 1994 in the presence of this affiant and Allen Hart, the other subscribing witness to said instrument; and said testatrix was then of sound and disposing mind and memory and over the age of eighteen (18) years; that this affiant and Allen Hart subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and request and in the presence of said testatrix, and in the presence of each other.

R Dennis Legate
R. DENNIS LEGATE
28 Rochelle Street
Brandon, Mississippi 39047

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 8 day of
January, 2009.

Rita J. Allen
NOTARY PUBLIC

My commission expires:



Notary Public State of Mississippi
At Large
My Commission Expires
October 30, 2010
BONDED THRU
HEIDEN, BROOKS & GARLAND, INC.

MADISON COUNTY MS This instrument was
filed for record January 16, 2009.
Book 13 Page 710
ARTHUR JOHNSTON, C. C.
BY: *R. Stevens* D.C. 

2.

After the payment of all of my just debts and expenses, including any and all State and Federal estate taxes which may be due and owing, I hereby give ten (10%) per cent of all available cash proceeds of my estate to the World Mission Board - Southern Baptist Convention.

3.

I give devise and bequeath all the rest, residue and remainder of my estate, whether real, personal or mixed, and wherever located, to my wife, PRISCILLA SMITH ODOM, in fee simple, to have and to hold as her property absolutely, to sell and dispose of as she may see fit, or wish, in her sole discretion. Said distribution shall be per stirpes and not per capita.

4.

In the event my wife, PRISCILLA SMITH ODOM, should predecease me, or we should meet our deaths at the same time in what could be referred to as a common disaster or otherwise, or should she not survive me for a period of sixty (60) days after my death, then and in any such event, I give, will devise and bequeath my entire estate whether real, personal or mixed, and wherever located, to my children, SIDNEY GUYTON ODOM, and ALLISON HINES ODOM, in equal shares. Said distribution shall be per stirpes and not per capita.

All references in this Will to "my child" or "my children" include any child that may hereafter be born to me or adopted by me.

In the event my children should also predecease me and leave no issue surviving them, then I give, devise and bequeath my entire estate in the following fashion:

I give, devise and bequeath one-half (1/2) of my estate to my wife's parents, LEATRICE and MARY SMITH, in fee simple, to have and to hold as their property absolutely, to sell and dispose of as they may see fit, or wish, in their sole discretion.

I give, devise and bequeath one-half (1/2) of my estate to my parents, CHARLIE and HELEN ODOM, in fee simple, to have and to hold as

Sidney Earl Odom

their property absolutely, to sell and dispose of as they may see fit or wish, in their sole discretion.

5.

In the event that any of my children, is under the age of twenty-eight (28) years when the Executrix is directed by the foregoing provision (Section 3) to distribute to them any portion of the devise set forth in Section 3, then such portion shall be delivered in trust to my sister-in-law, SYLVIA SMITH SANDERS, who will serve as Trustee for said trust. In the event she is unwilling or unable to serve as Trustee, then I appoint my father, LEATRICE HILTON SMITH, to serve as Trustee.

In order to carry out the purposes of this Trust, the Trustee shall have all powers that may now or hereafter be conferred on her by law or that may be necessary to enable the Trustee to administer the trust in accordance with the provisions of this Will, subject to any limitations specified in this Will. To the extent that any such requirements for bond exist and can legally be waived, no trustee shall be required to give any bond as trustee, or qualify before any Court or obtain the order or approval of any Court in the exercise of any power of discretion herein give.

The Trustee shall divide the bequest set forth in Section 3 into as many funds as I have children and each fund shall be held and administered as a separate trust and shall be disposed of as follows:

- (a) Distribution of Income. While any such beneficiary is under the age of twenty-eight (28) years, the Trustee shall use so much of the income of his fund for his health, education, maintenance and support as the Trustee determines to be required for those purposes.
- (b) Invasion of Principal. Whenever the Trustee determines that the income of any such beneficiary from all sources known to the Trustee is not sufficient for his health, education maintenance and support, the Trustee shall pay to such beneficiary, or use for his

- benefit, so much of the principal of his fund as the Trustee determines to be required for those purposes.
- (c) Distribution of Principal at Specific Ages. When any such beneficiary shall have attained the age of twenty-one (21) years, the Trustee shall distribute to him one-fourth (1/4) of the principal of his fund as constituted at the time of distribution. When such beneficiary shall have attained the age of twenty-five (25) years, the Trustee shall further distribute to him one-third (1/3) of the remaining principal of his fund as constituted at the time of distribution. When such beneficiary shall have attained the age of twenty-eight (28) years, the Trustee shall further distribute to him the balance of his fund.
- (d) Distribution in Event Beneficiary Dies Before Reaching Specific Age. Upon the death of such beneficiary before he becomes entitled to receive the entire principal of his fund, the Trustee shall distribute his fund, or any remaining portion of it, to the issue of such beneficiary then living in equal shares, per stirpes, but if there be no such issue, then in equal shares to my children who have survived me, or if only one of such beneficiary is living, then to him alone; provided that if the Trustee is then holding another fund or portion hereunder for the primary benefit of such beneficiary, his share shall be added to and commingled with each such other fund or portion and held, or partly held and partly distributed, as if it had been an original part thereof.
- (e) Manner of Distributing Income. The Trustee shall expend directly any income or principal which he is authorized to use for the benefit of any person, or may pay it over to him or for his use to his parent or

guardian, or to any person with whom he is residing, without responsibility for its expenditure.

- (f) Termination of Trust. When the youngest of my then living children surviving me attains the age of twenty-eight (28) years, the trust or trusts shall terminate. After each beneficiary has received his or her portion of the bequest referred to in Section 3, the Trustee shall divide the remaining trust property into as many equal shares as I then have living children, and I give, devise and bequeath one of such equal shares to each then living child of mine, and one of such equal shares to the surviving issue of each then deceased child of mine, in equal parts, per stirpes, and not per capita. Upon the distribution of the estate in the manner herein prescribed, I direct the Trustee hereinbefore named be discharged of his duties.
- (g) Trust for Issue During Minority. Notwithstanding anything in this instrument to the contrary, if any such issue is under the age of twenty-eight (28) years when the Trustee is directed in the foregoing provisions to distribute to him any portion of the principal of the trust estate, his portion shall immediately vest in interest in him indefeasibly, but the Trustee may in his discretion withhold possession of it and hold it in trust for his benefit until he attains that age. In the meantime, the Trustee shall use so much of the income and principal for his health, education, maintenance and support as the Trustee determines to be required for those purposes.
- (h) Spendthrift Provision. No interest hereunder shall be transferable or assignable by any beneficiary, or be subject during his life to the claims of his creditors.
- (i) Rules Against Perpetuities. Notwithstanding anything

herein to the contrary, the trust hereunder shall terminate no later than twenty-one (21) years after the death of the last survivor of the Settlor, his said wife and his descendants living at the date hereof. At the end of said period the Trustee shall distribute the remaining principal to SIDNEY GUYTON ODOM, and ALLISON HINES ODOM, in equal shares, per stripes, or their issue then surviving, in fee simple. In the event any of them is not survived by issue, then the principal shall be distributed in equal shares to the other beneficiaries, or issue of such beneficiaries, of this trust.

TRUSTEE'S POWERS

The Trustee shall have the following powers with respect to each trust hereunder, to be exercised as the Trustee in his discretion determines to be in the best interest of the beneficiaries:

- (a) To retain any property transferred, devised or bequeathed to the Trustee, or any undivided interest therein, regardless of any lack of diversification, risk, or non-productivity;
- (b) To invest and reinvest the trust estate in any property or undivided interest therein, wherever located, including bonds, notes secured and unsecured, stocks of corporations, real estate or any interest therein, and interest in trusts, including common trust funds, without being limited by any statute or rule of law concerning investments by Trustees;
- (c) To sell any trust property, for cash or on credit, at public or private sale; to exchange any trust property for other property; options to purchase or acquire any trust to grant property; and to determine the prices and terms of sales, exchanges and options;

- (d) To execute leases and subleases for terms as long as two hundred years, even though such terms may extend beyond the termination of the trust; to subdivide or improve real estate and tear down or alter improvements; to grant easements, give consent and make contracts relating to real estate or its use and to release or dedicate any interest in real estate;
- (e) To borrow money and to mortgage or pledge any trust property;
- (f) To take any action with respect to conserving or realizing upon the value of any trust property, and with respect to foreclosures, reorganizations or other changes affecting the trust property; to collect, pay, contest, compromise or abandon demands of or against the trust estate, wherever situated; and to execute contracts, notes, conveyances and warranties binding upon and creating a charge against the estate and containing provisions excluding personal liability;
- (g) To keep any property in the name of a nominee with or without disclosure of any fiduciary relationship;
- (h) To employ agents, attorneys, auditors, depositories and proxies, with or without discretionary powers;
- (i) To determine the manner of ascertainment of income and principal, and the apportionment between income and principal of all receipts and disbursements, and to select an annual accounting period;
- (j) To receive additional property from any source and allocate it between the trusts in accordance with any directions given in the instrument of transfer;
- (k) To enter into any transaction authorized by this Article with the trustee or legal representatives of any trust or estate in which any beneficiary hereunder has any beneficial interest, even though any such

trustee or legal representatives is also trustee hereunder;

- (1) To make any distribution or division of the trust property in cash or in kind, or both, and to allot different kinds of disproportionate shares of property or undivided interest in property among the beneficiaries, and to determine the value of any such property; and to continue to exercise the powers and discretion herein given for a reasonable period after the termination of the trust, but only for so long as no rule of law relating to perpetuities would be violated.

6.

In the event that at any time it may be necessary to appoint a guardian for the person and estate of any child of mine, then I nominate and appoint as such guardians my father-in-law, LETRICE HILTON SMITH, and his wife, MARY DATHEL SMITH, as the guardians of the person and estate of each of my minor children. If my mother-in-law, MARY DATHEL SMITH, is unable or unwilling to act in that capacity, then my father-in-law, LETRICE HILTON SMITH, may serve individually in that capacity. If he is unable or unwilling to act in that capacity or if he ceases to serve as guardian, then I appoint instead my sister-in-law, SYLVIA SMITH SANDERS, as the guardian of the person and estate of each of my minor children.

To the extent that any such requirements can legally be waived, no guardian shall be required to give any bond as Guardian or qualify before any Court or obtain the order or approval of any Court in the exercise of any power of discretion herein given.

7.

I hereby nominate, constitute and appoint my wife, PRISCILLA SMITH ODOM, to serve as Independent Executrix of this my last will and testament, without bond or other security and without the intervention of any formal Court proceedings, other than the recording of this Will and the return of an inventory, appraisement

Sidney Earl Odom

 SIDNEY EARL ODOM, TESTATOR

and/or list of claims as required, as such action is deemed appropriate. In the event of her refusal or inability to accept such trust, I will and direct that my sister-in-law, SYLVIA SMITH SANDERS, be allowed to qualify and serve as Independent Executrix upon the same terms set forth above.

8.

I hereby authorize and empower my said Independent Executrix to sell, lease, encumber or otherwise dispose of, convert, deliver and convey all or any portion of my estate, real or personal, in any manner, at public or private sale, for such person or persons as may seem proper or necessary in the sole discretion of my Independent Executrix, it being my desire that my Independent Executrix shall have full power and authority, without limitation or hindrance, to do all things as she sees fit for the settlement of my estate.

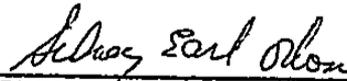
9.

This will has been drawn and executed in the State of Texas. All questions concerning the meaning and intent of any of its terms or its validity shall be determined in accordance with the laws of this state.

10.

If any part of this Will hereby created shall be deemed invalid, illegal, or inoperative, for any reason, it is my intention that the remaining parts, so far as possible and reasonable, shall be effective and fully operative. The Executrix may seek and obtain Court instruction for the purpose of carrying out as nearly as possible the intention of this Will as shown by the terms hereof, including any term held invalid, illegal or inoperative.

IN WITNESS WHEREOF, I hereunto set my hand this 21 day of December, 1984.



SIDNEY EARL ODOM
Testator

The above instrument was now hereby published as the last

Will and Testament of SIDNEY EARL ODOM, and signed and subscribed by SIDNEY EARL ODOM, the Testatrix, in our presence, and we, at his request, in his presence, and in the presence of each other, sign and subscribe our names hereto as attesting witnesses on the date above written.

Anna Edwards
Name

309 Mountainview Dr.
Address
Hurst, TX 76054

Abbie L. Vaughan
Name

1211 El Camino Real #123E
Address
Euless, TX 76040

Sidney Earl Odom
SIDNEY EARL ODOM, TESTATOR

STATE OF TEXAS)

COUNTY OF TARRANT)

BEFORE ME, the undersigned authority on this day personally appeared SIDNEY EARL ODOM, Anna Edwards, and DEBBIE L. -
Vaughan, known to me to be Testator and witnesses, respectively, whose names are subscribed to the annexed or foregoing instrument in their respective capacities, and all of said persons being by me duly sworn, the said SIDNEY EARL ODOM, Testator, declared to me and to said witnesses in my presence that said instrument is his last will and testament and that he had willingly made and executed it as his free act and deed for the purposes therein expressed; and the said witnesses each on his oath stated to me, in the presence and hearing of the said Testator that the said Testator had declared to them that said instrument is his last will and testament, and that he executed the same as such and wanted each of them to sign it as a witness; and upon their oaths each witness stated further that they did sign the same as a witness in the presence of the said Testator at his request; that he was at that time nineteen years of age or over and was of sound mind; and that each of said witnesses was then at least fourteen years of age.

Sidney Earl Odom
SIDNEY EARL ODOM

Anna Edwards
WITNESS

Debbie L. Vaughan
WITNESS

SUBSCRIBED AND ACKNOWLEDGED BEFORE ME by said SIDNEY EARL ODOM, Testator, and SUBSCRIBED AND ACKNOWLEDGED BEFORE ME by said Anna Edwards, and DEBBIE L. VAUGHAN, witnesses, this 21 day of DECEMBER, 1984.

J.A. Dill
Notary Public in and for
The State of Texas

Sidney Earl Odom My Commission Expires: 10-27-88
Sidney Earl Odom, Testator



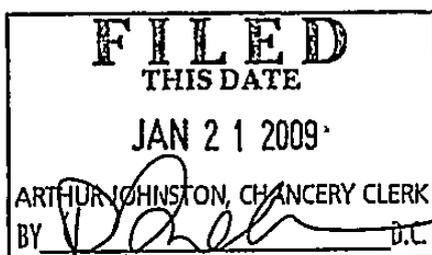
2009-91-G
 LAST WILL AND TESTAMENT
 OF
 ADELE H. MOORE

I, ADELE H. MOORE, an adult resident citizen of Madison County, Mississippi, and being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will And Testament; and, by so doing, I do hereby revoke any and all other wills and codicils thereto which have been heretofore made by me.

ITEM ONE

I do hereby give, devise and bequeath all of my real and personal property, of every nature and description and wherever located, unto my son, HARRY MOORE, III, who shall be and become the sole and exclusive owner thereof. It is my wish and desire that my said son will use whatever portion of such property, as he, in his sole discretion, may deem to be desirable for the additional support and maintenance of my grandchildren and his nephews, Derrick Anthony Moore and Joshua Brandon Moore, whose primary support is and shall continue to be the responsibility of my son, Christopher Byron Moore, their father, and Etta Cable, their mother. However no trust, of any nature or description, is hereby created or imposed upon such property in favor of my said grandchildren, as I have implicit faith and confidence in my said son to carry out and fulfill my wishes in this respect. As the sole and exclusive owner of such property, my son, Harry Moore, III, shall have the absolute right to sell, convey, and dispose of said

Initials: ASHM



1

property, or any part thereof, upon such terms and for such consideration, if any, as he shall determine; no purchaser of such property shall be required to see to the application of the purchase price; and my grandchildren shall have no rights whatsoever with respect to any decision that my son, Harry Moore, III, shall make with respect to his payments, if any, for their additional support or otherwise.

ITEM II

I do hereby name, constitute and appoint, my son, Harry Moore, III, to serve as my executor, without bond, and to the fullest extent allowed by law, I do hereby waive the requirement of his having to make and file any inventory, accounting or appraisal in connection with the administration of my estate. Should my son fail, decline, or be unable for any reason to qualify and serve as my executor, then in that event, I do hereby name, constitute and appoint Michael W. McCorkle to serve as my alternate or successor executor, without bond, and likewise, to the fullest extent allowed by law, I do hereby waive the requirement of his having to make and file any inventory accounting or appraisal in connection with the administration of my estate.

IN WITNESS WHEREOF, I do hereby sign, publish, and declare this to be my Last Will And Testament, on this the 7th day of March, 2003.

Adele H. Moore
ADELE H. MOORE

WITNESS ATTESTATION

THIS INSTRUMENT was, on the date shown above, signed, published and declared by ADELE H. MOORE to be her Last Will and Testament in our presence, and on said date, we, at her request, subscribed our names hereto as witnesses thereto, in her presence and in the presence of each other.



J. M. RITCHEY
133 South Union Street
Canton, Mississippi 39046



TE SUTHERLAND
621 Katherine Drive
Canton, Mississippi 39046

moore will
055/030403

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE
LAST WILL AND TESTAMENT
OF ADELE H. MOORE, DECEASED

CIVIL ACTION NO: 09-0091

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF MADISON

PERSONALLY appeared before me, the undersigned authority in and for the state and county aforesaid, within my jurisdiction, the within named J. M. Ritchey, one of the two subscribing witnesses to the foregoing and annexed instrument of writing purporting to be the last will and testament of Adele H. Moore, late of Madison County, Mississippi, who, having been by me first duly sworn, stated and deposed upon his oath that the said Adele H. Moore signed, published and declared said instrument to be her last will and testament on the 7th day of March, 2003, being the date of said instrument, in the presence of the deponent and Te Southerland; that the said Adele H. Moore was then and there of sound and disposing mind and memory and was over the age of eighteen years; that the deponent and Te Southerland, in the presence of each other, subscribed and attested said instrument of writing, as witnesses to Adele H. Moore's signature and publication thereof, at the request of and in the presence of Adele H. Moore, on the 7th day of March, 2003; that the deponent is not in any way interested in the estate of Adele H. Moore; and that the deponent is now and was at the time of his attestation of said written instrument a competent witness under the laws of the state of Mississippi.

WITNESS MY SIGNATURE, this the 16 day of January, 2009.

J. M. Ritchey
J. M. RITCHEY

SWORN TO AND SUBSCRIBED BEFORE ME, this the 16th day of January, 2009..

Joan Middleton
NOTARY PUBLIC #13088

My Commission Expires:

1-29-2011
Mooreade.pow



MADISON COUNTY MS This instrument was
filed for record January 21, 2009.
Book 43 Page 127
ARTHUR JOHNSTON, C. C.
BY: D. D. [Signature] D.C.

Last Will and Testament OF

SARAH KATHRINE BEATY

STATE OF MISSISSIPPI

2009-75

COUNTY OF HINDS

| |
|-------------------------------|
| FILED |
| THIS DATE |
| JAN 22 2009 |
| ART. JOHNSTON, CHANCERY CLERK |
| BY <i>[Signature]</i> D.C. |

I, *Sarah Kathrine Beaty*, being above the age of twenty-one years and 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.

ARTICLE I

I do hereby will, devise and bequeath to my niece, JANET B. BOSCARINO now residing at 1707 2nd AVENUE, NEW YORK, NEW YORK, and my nephew FRANK T. BAILEY, JR., now residing at 2000 W. FOURTEENTH STREET, HOUSTON, TEXAS, all bonds, cash, certificates of deposit, bank deposits and stocks of which I may die seized and possessed unless otherwise specified on said documents.

ARTICLE II

I do hereby will, devise, and bequeath to BETSY F. SLIGH now residing at 126 DOGWOOD HILL ROAD, CANTON, MISSISSIPPI 39046, my residence property located at 114 CAMELLIA CIRCLE, CONFEDERATE HEIGHTS SUBDIVISION, RANKIN COUNTY, FLORENCE, MISSISSIPPI.

ARTICLE III

I do hereby bequeath to my niece JANET B. BOSCARINO, my diamond ring, the Magnolia

Page 1 of 4 *Sarah Kathrine Beaty*
SARAH KATHRINE BEATY

Jan 22, 2009
DATE

print by John Sansom, and the butterfly quilt with names of Sunday School class members written in each square.

ARTICLE IV

I do hereby bequeath to BETSY F. SLIGH my star sapphire ring. Upon the death of Betsy Sligh, I wish the ring to be the possession of Kathrine Chappell Sligh Paden.

ARTICLE V

I do hereby bequeath to JANET B. BOSCARINO my sterling silver flatware.

ARTICLE VI

I do hereby bequeath to BETSY F. SLIGH the automobile held in my possession at the time of my death.

ARTICLE VII

All the rest and residue of my estate of whatever kind and character and wherever located, I do hereby will, devise and bequeath to BETSY F. SLIGH to divide and dispose of as she wishes

ARTICLE VIII

I do hereby name, constitute and appoint BETSY F SLIGH as executrix and administrator of my estate without bond and without being required at any time to make any report, inventory or accounting, to any Court in the administration of my said estate. The actions of my said Executrix herein shall be determined in her uncontrolled discretion and without order of any Court.

ARTICLE IX

It is my desire that the provisions of this my Last Will and Testament be construed in accordance with Mississippi law.

Page 2 of 4

Sarah Kathrine Beaty
SARAH KATHRINE BEATY

June 28, 2005
DATE

IN WITNESS WHEREOF, I have hereunto published and set my hand and seal, this the 28th day of June 2005, and have further signed and dated each of the foregoing pages hereof for identification.

Sarah Kathrine Beaty
SARAH KATHRINE BEATY

The foregoing instrument was signed, sealed, declared and published by *Sarah Kathrine Beaty*, as his Last Will and Testament, in the presence of each of us, and we, at the same time, at his request, in his presence and in the presence of each other, believing him to be of sound and disposing mind and memory well above the age of twenty-one years, have hereunto subscribed our names as attesting witnesses on the day and year set forth

Saladail Lorie Smith
Witness

162 Highland Circle
Address
Jackson, MS 39211

Jawell Carimada
Witness

4110 sandridge DRIVE
Address
JACKSON, MS 39211

Linda Benson
Witness

1617 McDowell Road
Address
JACKSON, MS 39204

Page 3 of 4
Sarah Kathrine Beaty
SARAH KATHRINE BEATY

June 28, 2005
DATE

AFFIDAVIT OF WITNESSES

STATE OF MISSISSIPPI
COUNTY OF HINDS

This day personally appeared before me, the undersigned duly commissioned and qualified Notary Public, acting within and for the state and county, Galadriel Lorian Smith, Lauren Cannada and Linda Benson, respectively, whose names appear as subscribing witnesses to the foregoing and attached instrument of writing, who after having been duly sworn, state on oath that on the 28th day of June, 2005, Sarah Kathrine Beaty in their presence, signed his name thereto, and in their presence declared the same to be his Last Will and Testament; that at his request, in their presence, and in the presence of each other, the said affiants subscribed their names thereto as witnesses to its execution and publication; that the said Sarah Kathrine Beaty, on the 28th day of June 2005, was of lawful age, was of sound and disposing mind and memory, and there was no evidence of undue influence.

Galadriel Lorian Smith
Witness

162 Highland Circle
Address
Jackson, MS 39211

Lauren Cannada
Witness

4110 Sandridge Drive
Address
JACKSON, MS 39211

Linda Benson
Witness

1617 McDowell Road
Address
JACKSON, MS 39204

SWORN TO AND SUBSCRIBED BEFORE ME, this the 28th day of June, 2005

Staci L. Daniels
Notary Public

MADISON COUNTY MS This instrument was
filed for record January 22, 2009
Book 43 Page 131
ARTHUR JOHNSTON, C. C.
BY: Daniels D.C.

My Commission Expires:
Sept. 12, 2006



Page 4 of 4

Sarah Kathrine Beaty
SARAH KATHRINE BEATY

June 28, 2005
DATE

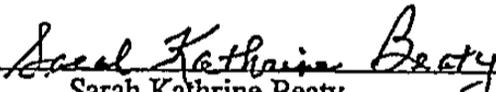
First Codicil
to
Last Will and Testament
of
Sarah Kathrine Beaty

2009-75

I, Sarah Kathrine Beaty, an adult resident of Jackson, Hinds County, Mississippi, and being of sound and disposing mind and memory and over the age of twenty-one years, do hereby make, publish and declare this to be my First Codicil to the Last Will and Testament executed by me on June 28, 2005, which replaces Article I as follows:

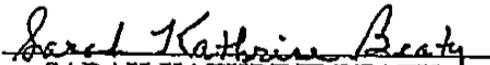
Article 1: I hereby will, devise and bequeath to BETSY F. SLIGH now residing at 126 DOGWOOD HILL ROAD, CANTON, MISSISSIPPI 39046, all bonds, cash, certificates of deposit, bank deposits and stocks of which I may die seized and possessed unless otherwise specified on said documents. In all other respects, I ratify and confirm all the provisions of my said Last Will and Testament dated June 28, 2005.

In Witness Whereof, I have declared this instrument to be the First Codicil to my Last Will and Testament executed by me on June 28, 2005, this the 27th day of November, 2006.


Sarah Kathrine Beaty

The foregoing instrument was signed, sealed, declared and published by Sarah Kathrine Beaty as and for her First Codicil to the Last Will and Testament executed by

Page 1 of 3


SARAH KATHRINE BEATY

Nov. 27th 2006
DATE

her on June 28, 2005, in the presence of each of us, and we, at the same time, at her request, in her presence and in the presence of each other, believing her to be of sound and disposing mind and memory well above the age of twenty-one years, have hereto subscribed our names as attesting witnesses on the day and year above set forth.

Linda Benson
Witness

1617 McDowell Rd.
Address
Jackson, MS 39204

Angela Love Malfoy
Witness

101 Langford Drive
Address
Brandon, MS. 39047

Galadriel Lorien Smith
Witness

1623 Highland Circle
Address
Jackson, MS 39211

AFFIDAVIT OF WITNESSES

STATE OF MISSISSIPPI
COUNTY OF HINDS

This day personally appeared before me, the undersigned duly commissioned and qualified Notary Public, acting within and for the state and county, Linda Benson, Angela Love and Galadriel Lorien Smith, respectively, whose names appear as subscribing witnesses to the foregoing and attached instrument of writing, who after having been duly sworn, state on oath that on the 27th day of November, 2006, *Sarah Kathrine Beaty* in their presence, signed her name thereto, and in their presence declared the same to be her First Codicil to the Last Will and Testament; that at her request, in their presence, and in the presence of each other, the said affiants subscribed

Page 2 of 3

Sarah Kathrine Beaty
SARAH KATHRINE BEATY

Nov. 27, 2006
DATE

their names thereto as witnesses to its execution and publication; that the said Sarah Kathrine Beaty, on the ____ day of November, 2006, was of lawful age, was of sound and disposing mind and memory, and there was no evidence of undue influence.

Dinda Benson
Witness

1617 McDowell Road
Address
JACKSON, MS 39204

Angela Lore McJone
Witness

101 Longford Drive
Address
Brandon, MS 39047

Saladriel Terrie Smith
Witness

162 Highland Circle
Address
Jackson, MS 39211

SWORN TO AND SUBSCRIBED BEFORE ME, this the 27th day of November, 2006.

Staci L. Daniels
Notary Public

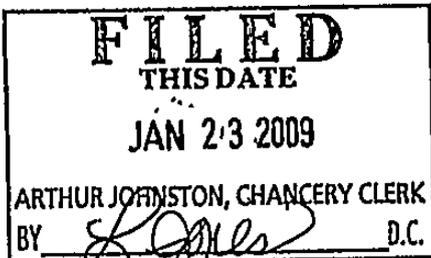
My Commission Expires:
Sept. 12, 2010



MADISON COUNTY MS This instrument was filed for record January 22, 2009.
Book 43 Page 735
ARTHUR JOHNSTON, C. C.
BY: Daniels D.G. 

Page 3 of 3 Sarah Kathrine Beaty
SARAH KATHRINE BEATY

Nov 27, 2006
DATE



LAST WILL AND TESTAMENT

OF

MARJORIE W. JORDAN

09-102

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

ITEM I.

I hereby direct my Executor to pay all of my just debts, including those of my last illness and burial, which may be probated, registered and allowed against my estate as soon as may be conveniently done.

ITEM II.

I hereby nominate, constitute and appoint my daughter, Martha J. Cain, as Executor of this my Last Will and Testament without the necessity of an accounting, and I hereby specifically relieve the said Executor of giving bond or other security, as required by law.

ITEM III.

I leave all of my estate consisting of all of my property of every kind and character, whether real, personal or mixed, and wherever situated, to my husband, Elmer E. Jordan, and, if he should predecease me, to my children in equal shares.

IN WITNESS WHEREOF, I have hereunto subscribed my name in the presence of all subscribing witnesses, each of whom I

have requested to subscribe his or her name in the presence of each other and in my presence.

This 28th day of April, 2002.

M. W. Jordan
MARJORIE W. JORDAN

Bessie Tompkins
WITNESS

Ernest Callaway
WITNESS

ATTESTATION

We, each of the subscribing witnesses to the last will and testament of Marjorie W. Jordan, do hereby certify that said Marjorie W. Jordan declared this will to be her last will and testament and executed the will in our presence and we each signed as subscribing witnesses to said will at the request of Marjorie W. Jordan, in her presence and in the presence of each other.

This 28th day of April, 2002.

WITNESSES:

ADDRESS OF WITNESSES:

Bessie Tompkins

2035 Tidewater Lane

Madison, MS 39110

Ernest Callaway

2041 Tidewater Lane

Madison, MS 39110

MADISON COUNTY MS This instrument was filed for record Jan. 23, 2008.

Book 43 Page 738
ARTHUR JOHNSTON, C. C.

BY: [Signature] D.C.



2008-1174

LAST WILL AND TESTAMENT

OF

MARY RUTH PRICE

I, MARY RUTH PRICE, an adult resident citizen of the City of Brandon, Rankin County, Mississippi, being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, and I do hereby revoke any and all other Wills and Codicils heretofore made by me.

ITEM I.

My beloved husband, MILTON E. PRICE, predeceased me, and I am not married at the time of the execution of this my Last Will and Testament. I have two (2) adult children now living, as follows: JUDITH LEE PRICE WASKOM and ROBERT MILTON PRICE. I have two (2) adult grandchildren now living, as follows: LEE ANNE BRYAN and LISA PRICE WASKOM.

ITEM II.

I hereby nominate, appoint and designate my daughter, JUDITH LEE PRICE WASKOM, presently of Dallas, Texas, as Executrix of this my Last Will and Testament; or if JUDITH LEE PRICE WASKOM shall predecease me or be unable or unwilling to serve in said capacity, then I nominate and appoint my granddaughter, LEE ANNE BRYAN, presently of Jackson, Mississippi, as successor-Executrix of this my Last Will and Testament. I do hereby waive the necessity of my Executrix (including any successor-Executrix, as the case may be) entering into any bond as such, and I waive the necessity of any accountings, inventory or formal

Page 1 of 7

515075 1/09785 04671

| | |
|---------------------------------|------|
| FILED | |
| THIS DATE | |
| JAN 29 2009 | |
| ARTHUR JOHNSTON, CHANCERY CLERK | |
| BY <i>[Signature]</i> | D.C. |

Mary Ruth Price

 MARY RUTH PRICE

appraisal of my estate. I do hereby grant my Executrix (including any successor-Executrix, as the case may be) all the powers set forth in Sections 91-9-101 to 91-9-119 of the Mississippi Code of 1972, as amended, and any others that may be granted by law. I hereby grant to my Executrix (including any successor-Executrix) 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. Such power may be exercised independently without prior or subsequent approval of any judicial authority, and no person dealing with my Executrix hereunder shall be required to inquire into the propriety of any of their actions.

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

ITEM III.

I hereby direct that all of my funeral expenses and all of my just debts which may be probated, registered and allowed against my estate be paid as soon after my death as can be conveniently done out of the principal of my Residuary Estate.

In the event any property or interest in property passing under this Will, or by operation of law, or otherwise by reason of my death shall be encumbered by a mortgage or a lien, or shall be pledged to secure any obligation (whether the property or interest in property so encumbered or pledged shall be owned by me jointly or individually), it is my intention that such indebtedness shall not mandatorily be charged to or paid by my estate, but that my Executrix shall have absolute discretion as to whether said indebtedness, either in whole or in part, shall be paid.

It is my intention, however, that nothing in this Item of my Will should be construed as creating an express Trust or fund for the payment of debts and expenses, which

Page 2 of 7

Mary Ruth Price
MARY RUTH PRICE

would in any way extend the normal statute of limitations for the payment of my debts or enlarge upon my statutory duty to pay debts.

ITEM IV.

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

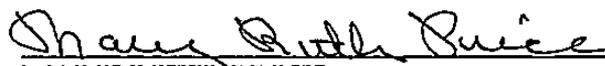
ITEM V.

My son, ROBERT MILTON PRICE, is a resident of Hudspeth Regional Center (also known as the "Hudspeth Center"), Whitfield, Mississippi. If at the time of my death, I owe any outstanding balance to Hudspeth Regional Center for medical, maintenance or other costs incurred on behalf of my son, ROBERT MILTON PRICE, and which have not been or will not be reimbursed by Medicare or Medicaid, I direct my Executrix to pay such outstanding balance as soon after my death as can be conveniently done out of the principal of my Residuary Estate.

ITEM VI.

I give and bequeath to Hudspeth Regional Center, Whitfield, Mississippi, the sum of One Hundred Thousand and No/100 Dollars (\$100,000.00) in appreciation for the care provided my son, ROBERT MILTON PRICE, while living at Hudspeth Regional Center.

Page 3 of 7


MARY RUTH PRICE

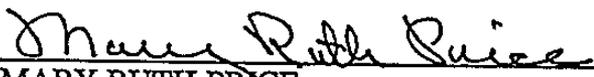
ITEM VII.

I give and bequeath, in fee, all of my personal and household effects of every kind held for personal use at the time of my death, including, but not limited to, furniture, furnishings, rugs, pictures, books, silverware, linen, china, glassware, objects of art, wearing apparel, jewelry and automobiles (but excluding cash on hand or on deposit, securities, choses in action or other intangibles), to my daughter, JUDITH LEE PRICE WASKOM, if she shall survive me. If JUDITH LEE PRICE WASKOM shall not survive me, I give and bequeath all of said property to my grandchildren, LEE ANNE BRYAN and LISA PRICE WASKOM, to be divided between them by my Executrix, in my Executrix's absolute discretion, in as nearly equal portions as may be practicable, having due regard for the preferences of my grandchildren. In the event that either of my grandchildren shall predecease me leaving issue, then the share of such deceased grandchild I give and bequeath to the issue of such deceased grandchild, per stirpes. If either of my grandchildren shall predecease me without leaving issue, then the share of such deceased grandchild I give and bequeath to my remaining grandchild, if then living, or to her issue, per stirpes. In the event that neither my daughter nor my grandchildren survive me with issue, this bequest shall lapse and shall pass as part of my Residuary Estate.

If a beneficiary of mine shall be a minor, such beneficiary's share may be delivered to the person with whom such beneficiary is residing, or to such beneficiary's legal guardian or directly to such beneficiary. The receipt of the guardian or the person with whom such beneficiary resides, or the receipt of such minor beneficiary, shall constitute a full acquittance of my Executrix with respect to the legacy so delivered. This authority is given my Executrix notwithstanding any statute or rule of law to the contrary.

All of my insurance policies which provide indemnity for the loss of any of my personal or real property by fire, windstorm, or other casualty (including any claim for such loss of any such property which I might have at the time of my death against any insurance company) I give and bequeath respectively to those persons or corporations, as the case may be, who shall

Page 4 of 7


MARY RUTH PRICE

515075 1/09785 04671

become owners of such properties by reason of my death; whether such ownership be acquired under the provisions of this Will, by survivorship or by other means.

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

ITEM VIII.

All the rest, residue and remainder of the property which I may own at the time of my death, real, personal and mixed, tangible and intangible, of whatsoever nature and wheresoever situated, including all property which I may acquire or become entitled to after the execution of this Will, including all lapsed legacies and devises, I give, devise and bequeath to my daughter, JUDITH LEE PRICE WASKOM, if she shall survive me. If JUDITH LEE PRICE WASKOM shall not survive me, I give, devise and bequeath all of said property to my grandchildren, LEE ANN BRYAN and LISA PRICE WASKOM, in equal shares. If either of my grandchildren shall predecease me leaving issue, then the share of such deceased grandchild, I give, devise and bequeath to the issue of such deceased grandchild, per stirpes. If either of my grandchildren shall predecease me without leaving issue, then I give, devise and bequeath the share of such deceased grandchild to my remaining grandchild, if living, or to her issue, per stirpes. In the event that my daughter and my grandchildren shall predecease me without issue, then I give, devise and bequeath my Residuary Estate to my husband's niece, HELEN PRICE BECK, of Brandon, Mississippi, or if she is not then living, to her issue, per stirpes. In the event that a distribution pursuant to this Item is to be made to a minor, my Executrix shall distribute such amount to the legal guardian of such minor, and my Executrix shall have no further responsibilities with respect to any amount so distributed.

Mary Ruth Price
MARY RUTH PRICE

ITEM IX.

For all purposes of this my Last Will and Testament and the disposition of my estate hereunder, the terms "children," "issue," or "descendants" shall be deemed to include persons adopted prior to attaining twenty-one (21) years of age.

ITEM X.

In the event that my son, ROBERT MILTON PRICE, shall survive me, I hereby appoint my daughter, JUDITH LEE PRICE WASKOM, as Guardian of the person and property of ROBERT MILTON PRICE. In the event JUDITH LEE PRICE WASKOM shall be unable or unwilling to serve as Guardian, I hereby appoint my granddaughter, LEE ANNE BRYAN, as Guardian of the person and property of ROBERT MILTON PRICE. In the event LEE ANNE BRYAN shall be unable or unwilling to serve as Guardian, I hereby appoint my granddaughter, LISA PRICE WASKOM, as Guardian of the person and property of ROBERT MILTON PRICE. I direct that the Guardian may serve without bond, and that upon the due qualification, the Guardian shall have the right to control the person and estate of ROBERT MILTON PRICE, to manage his estate, real and personal, to receive profits therefrom, to prosecute suits and actions concerning the same, as a guardian duly appointed by the court would have, and be subject to the same liabilities and duties.

ITEM XI.

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

Page 6 of 7

Mary Ruth Price
MARY RUTH PRICE

ITEM XII.

This Last Will and Testament consists of seven (7) typewritten pages, on each of which I have for greater security and identification signed my name.

IN WITNESS WHEREOF, I have hereunto subscribed my name this the 27th day of August, 1999.

Mary Ruth Price
MARY RUTH PRICE

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

WITNESSES:

Wilbur E. Dosssett
NAME
268 West Washington Street
ADDRESS
Ridgeland, Ms 39157

Carolyn M. Hood
NAME
72 Lamplighter Road
ADDRESS
Pearl MS 39208

Ruby A. Lowe
NAME
149 Rivergate Cove
ADDRESS
Ridgeland, MS 39157

MADISON COUNTY MS. This instrument was filed for record Jan 29, 2008

Book 43 Page 740

ARTHUR JOHNSTON, C C.

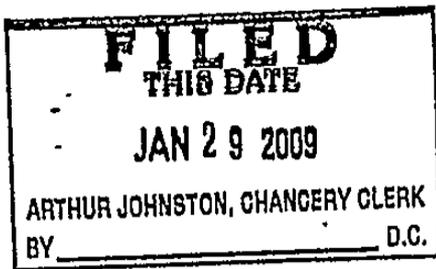
BY: L. Jones D C.



LAST WILL AND TESTAMENT

of

GERALD F. MCKENZIE



I, Gerald F. McKenzie, an adult resident of Ridgeland, Madison County, Mississippi, make this my Will and revoke all prior Wills and Codicils.

ITEM I.

My wife's name is Betsy Brasell McKenzie, and she is herein referred to as "my wife." I have three (3) children by a prior marriage now living, Sara Katherine McKenzie Thomson, Gerald Kenneth McKenzie and Laura Leigh McKenzie Boyd.

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

ITEM II.

I appoint my wife, Betsy Brasell McKenzie and Elbert Bivins to serve as Co-Executors of my estate under this Will. In the event one of my Executors is or becomes unable or unwilling to serve, I appoint Otis Johnson, to serve as successor Co-Executor or if he is unable or unwilling to serve then Armstrong Allen, PLLC or its successor shall designate a successor Co-Executor.

FOR IDENTIFICATION:

ITEM III.

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

ITEM IV.

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

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

Where used throughout this Will, the terms "Executor," "Executrix," and "Administrator" may be used interchangeably and shall apply to whoever may be serving as

FOR IDENTIFICATION:

personal representative of my estate, whether one or more than one, and to any successor Executor or Administrator.

ITEM V.

To my wife, Betsy Brasell McKenzie, if she survives me, I devise and bequeath the following:

1. My interest in our family residence free and clear of all indebtedness thereon.
2. My automobile.
3. My interest in the furniture, furnishings, decorations, silverware, china, pictures, linens, glassware and the like located in our family residence, being the residence in which we are living at the time of my death.

If my wife does not survive me, I devise and bequeath my interest in the family residence, as provided in ITEM VII, and the assets described in Paragraphs 2 and 3 above to my children, in substantially equal shares, to be divided among them as they agree, or in the absence of such agreement, as my Executor may determine.

ITEM VI.

If my wife, Betsy Brasell McKenzie, survives me, I give, devise and bequeath to my wife, Betsy Brasell McKenzie and Elbert Bivins to serve jointly as Trustee for my wife, an amount of property equivalent to \$500,000.

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

FOR IDENTIFICATION:

My Executor shall have full power and discretion to satisfy this bequest wholly or partly in cash or in kind and to select the assets which shall constitute this bequest.

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

A. Commencing with my death, the Trustee shall distribute to my wife, or apply for her benefit, the greater of all of the trust net income or Eighteen Thousand and no/100 Dollars (\$18,000.00) annually. The net income shall be so distributed or applied in convenient installments, but at least annually.

B. The Trustee may, in the Trustee's discretion, pay to my wife, or apply for her benefit, as much of the principal of the trust as the Trustee deems desirable for her education, support, maintenance, and health, including any hospital or other institutional care, and for the maintenance of her accustomed standard of living at the time of my death. In the exercise of this discretion the Trustee shall consider the needs of my wife and the funds available to her from other sources.

C. Upon the death of my wife, any and all undistributed income of this trust shall be distributed to her estate. Except to the extent that my wife's Will shall by specific reference to this provision direct to the contrary, the Trustee shall pay from the principal of this trust the increase in all estate, inheritance, transfer or other death taxes, including any interest and penalties thereon, imposed by any taxing authority on the death of my wife by reason of the inclusion in her gross estate for the purposes of any such taxes, interest, and penalties of all or

FOR IDENTIFICATION:

any part of the principal of the trust (such increase being the difference between all such taxes, interest, and penalties actually paid by reason of my wife's death and the taxes, interest, and penalties which would have been payable if such part or all of the principal of this trust had not been included in her gross estate), provided, however, that such payments shall be made only from that portion of this trust which, without regard to the provisions of this paragraph, shall be includible in the gross estate of my wife for federal estate tax purposes. Such payments shall be made either to the Executor or the legal representative of the estate of my wife for payment by such Executor or legal representative of such taxes, interest and penalties or directly to such taxing authorities as the Trustee, in the Trustee's sole and absolute discretion, shall determine. The Trustee may rely solely upon the written certification of the Executor or the legal representative of the estate of my wife as to the amount of such increase payable to each taxing authority, may pay any such increase in one or more installments, and shall have no duty or responsibility to make any further inquiry or take part in the determination or apportionment of such taxes, interest, and penalties. Upon making payment of such increase as the same shall be finally determined, the Trustee shall have no further liability in connection therewith. Payment of such increase in such taxes, interest and penalties shall fully discharge all liability of the trust for such taxes, interest and penalties, it being my intention and direction that my wife not have any power to apportion additional taxes, interest or penalties against this trust.

The remaining trust assets shall be distributed outright to my children, in equal shares.

In the event a child of mine is not then living, his or her share of the trust estate shall go

FOR IDENTIFICATION:

to his or her descendants, per stirpes. If a deceased child of mine leaves no surviving descendants, his or her share of the trust estate shall be divided, in equal shares, among my other surviving children, except that the living descendants of a deceased child of mine shall take, per stirpes, the share my child would have taken if living.

D. It is my intention to qualify the bequest hereunder for the marital deduction under Section 2056, if my Executor so elects, and any provision herein to the contrary shall be void. Accordingly, I direct (a) that there shall not be allocated to the trust any property which would not qualify for the marital deduction, (b) that the Trustee shall not invest in nor retain beyond a reasonable time, without the consent of my wife, any unproductive property as that property is defined in applicable tax laws and my wife shall have the power to require the Trustee to either make the property productive or to convert it to productive property within a reasonable time; and (c) that none of the powers or discretions of my Executor or Trustee shall be exercised in a manner which will deny my estate the marital deduction for property passing to this trust. Any decision by the Trustee to make any discretionary payments from the principal of this trust shall require unanimous consent.

E. I authorize my Executor to make the election under Section 2056(b)(7) to have this trust or any portion hereof treated as "qualified terminable interest property" for the purpose of qualifying for the marital deduction allowable in determining the federal estate tax upon my estate.

FOR IDENTIFICATION:

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

F. Neither my wife, nor any other person, shall have the right to appoint any part of the income or principal of the trust to any person other than my wife prior to her death.

G. None of the assets of this trust shall be used for the payment of estate, inheritance or other death taxes payable by reason of my death.

H. This trust shall be known as the "Betsy Brasell McKenzie Marital Trust."

FOR IDENTIFICATION:

ITEM VII.

I give, devise and bequeath outright to my children, in equal shares, the rest and residue of my estate, real and personal, of whatsoever kind or character and wheresoever situated, including any bequest that may lapse or be renounced or disclaimed or that may otherwise be ineffective for any reason.

In the event a child of mine is not then living, I give, devise and bequeath his or her share of this bequest to his or her descendants, per stirpes. If a deceased child of mine leaves no surviving descendants, I give, devise and bequeath his or her share of this bequest, in equal shares, to my other surviving children, except that the living descendants of a deceased child of mine shall take, per stirpes, the share my child would have taken if living.

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

FOR IDENTIFICATION.

ITEM VIII.

In making distributions for my wife as beneficiary of the trust created under this Will and especially where she may be incapable of transacting business due to illness, the Trustee, in the Trustee's discretion, may make distributions either (a) directly to my wife, (b) to the conservator of her estate, (c) to a relative who has custody and care of my wife, (d) to a Custodian for a minor beneficiary under the Mississippi Uniform Transfers to Minors Act, or (e) by applying the distributions for her benefit by paying expenses directly. In any event the Trustee shall require such reports and take such steps as the Trustee deems requisite to assure and enforce the application of such distributions for the exclusive benefit of my wife.

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

ITEM IX.

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

FOR IDENTIFICATION:

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

ITEM X.

Notwithstanding any provision of this Will to the contrary, the interest of every beneficiary of any trust created by this Will shall vest within the period prescribed by the Rule against Perpetuities or any statute pertaining thereto. Upon such vesting, any trust property then held by the Trustee shall be distributed immediately, free and clear of any trust, to the beneficiary or beneficiaries of this trust (or to his or her legal guardian or other personal representative) as though each such beneficiary had reached the date at which final distribution to him or to her were required pursuant to the provisions hereof.

ITEM XI.

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

FOR IDENTIFICATION:

ITEM XII.

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

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

ITEM XIII.

A Trustee may resign and cease to act at any time by giving written notice specifying the effective date of such resignation, by personal delivery or by registered mail, to those persons who are income beneficiaries of each trust at that particular time.

In the event any Trustee resigns or becomes unable to serve then Otis Johnson shall replace such Trustee, the intention being to have two (2) individuals or entities service as Trustee at any given time. In the event a vacancy shall arise due to the inability or unwillingness of two (2) or more of the designated Trustees to serve then the Trustee or any successor Trustee of any trust created by this Will may be removed by and a successor Trustee appointed by the law firm of Armstrong Allen, PLLC. In the event of the death, incapacity, or unwillingness to serve of a committee member, the other two (2) committee members shall select a replacement. In any event, any successor Trustee may be an individual, a bank possessing trust powers or a trust

FOR IDENTIFICATION

company. The removal of a Trustee or successor Trustee and the appointment of a successor Trustee shall be effective upon written notice to the Trustee or successor Trustee removed or appointed.

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

ITEM XIV.

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

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

FOR IDENTIFICATION:

B. To place, in the discretion of the Trustee, trust funds in a checking, savings or other types of accounts or certificates of deposit in any successor Trustee bank

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

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

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

FOR IDENTIFICATION:

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

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

ITEM XV.

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

FOR IDENTIFICATION:

ITEM XVI.

Any recipient of property or beneficiary of a trust hereunder, or the Executor or other personal representative of the estate of any of them who may be deceased, shall have the right to disclaim all or any part of his or her interest in any property which I have devised or bequeathed to him or her whether outright or in trust or all or any part of his or her interest in the trust created herein. In addition, my wife, or the Executor or Administrator of her estate if she is deceased, shall have the specific right to direct the Trustee of the "Betsy Brasell McKenzie Marital Trust" to disclaim part or all of any property devised or bequeathed to that trust. On receipt of such direction, the Trustee will have the authority to, and shall, disclaim as directed. Any disclaimer shall be made within the time period and in a manner required for the disclaimer to qualify under Section 2518. Any such disclaimer shall be made in writing, stating specifically the property or interest disclaimed, and may be filed with the Chancery Court in which my Will is probated and shall also be delivered to my Executor.

If my wife or a Trustee disclaims any portion of a bequest, I give, devise and bequeath the property disclaimed outright to my children, in equal shares. In the event a child of mine is not then living, I give, devise and bequeath his or her share of the disclaimed property to his or her descendants, per stirpes. If a deceased child of mine leaves no surviving descendants, I give, devise and bequeath his or her share of the disclaimed property, in equal shares, to my other surviving children, except that the living descendants of a deceased child of mine shall take, per stirpes, the share my child would have taken if living.

FOR IDENTIFICATION:

_____ Page 15 of 19 Pages

In the event a child of mine disclaims any portion of a bequest, I give, devise and bequeath the property disclaimed to his or her descendants, per stirpes, or if none, in equal shares, to my other children then living, except that the then living descendants of a deceased child of mine shall take, per stirpes, the share such child would take if living.

ITEM XVII.

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

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

FOR IDENTIFICATION:

respect to the income tax basis of the property. However, my Executor shall not exercise this discretion or any other discretion in a manner that will result in loss of, or decrease in, the marital deduction otherwise allowable in determining the federal estate tax due by my estate. I authorize my Executor to exercise, at such times and in such manner as my Executor shall deem appropriate, any rights of election or other rights which are available to me or my estate in respect of the provisions of the Internal Revenue Code or of any other tax law. I specifically authorize my Executor to allocate any of my available generation-skipping tax exemptions from the federal generation-skipping tax as allowed by Section 2631 to any property of which I am deemed to be the transferor under Section 2652(a), including any property not in my probate estate and any property transferred by me during life as to which no allocation of the exemption was made prior to my death.

My Executor shall have the authority to disclaim or renounce any interest in property, in whole or in part, including any power with respect to property and including an undivided interest in property transferred to me or to my estate. Any disclaimer by my Executor shall be made in writing stating specifically the property or interest disclaimed and shall be delivered to the transferor of the property, the transferor's legal representative, or the holder of the legal title to the property to which the interest relates. Any disclaimer shall be made within the time period and in the manner required for the disclaimer to qualify under Section 2518.

My Executor shall have authority to continue all business operations in which I am interested at my death for the time permitted by law in order to avoid depreciation in value of

FOR IDENTIFICATION:

the interests or losses to my estate or associates. My Executor may continue to act as partner, engage in any partnership, and take all actions with regard to any partnership my Executor deems advisable. I specifically authorize my Executor to sell, without the necessity of court approval, any stock or partnership interest held by my estate under the terms of any stock agreement or partnership agreement to which I was a party during my lifetime.

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

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 7 day of February, 2005.


Gerald F. McKenzie

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

Arthur Johnston

118 Sumner St

Paducah, Mo, 39157
(Address)

Carolyn Jewell

4 Rob Lane

Jackson Ms 39212
(Address)

MADISON COUNTY MS This Instrument was filed for record Jan. 29, 2008.

Book 43 Page 747
ARTHUR JOHNSTON, C. C.

BY: L. Jones D.C.



AFFIDAVIT OF ATTESTING WITNESS

STATE OF MISSISSIPPI
COUNTY OF HINDS

FILED
THIS DATE
JAN 29 2009
ARTHUR JOHNSTON, CHANCERY CLERK
BY *[Signature]* D.C.

PERSONALLY came and appeared before me the undersigned Notary Public in and for said State and County the aforesaid Carolyn Terrell, who, being by me first duly sworn and on oath states:

That she was an attesting witness to the execution by Gerald F. McKenzie, of that certain instrument to which this Affidavit is attached, said instrument being dated the 4th day of February, 2005 and entitled "Last Will and Testament of Gerald F. McKenzie"; that the said Gerald F. McKenzie signed, published and declared said instrument to be his Last Will and Testament in the presence of the affiant, on the day and date thereof; that the said Gerald F. McKenzie was of sound and disposing mind and memory and above the age of twenty-one (21) years, and was a resident of Madison County, Mississippi; that the affiant subscribed said instrument as witness thereto at the instance and request and in the presence of the said Gerald F. McKenzie and in the presence of the other subscribing witness, Otis Johnson, Jr., on the day and year aforesaid.

Carolyn Terrell

Carolyn Terrell

SWORN TO and subscribed before me, this the 36th day of January, 2009.

Grace D. Duckworth

Notary Public



LAST WILL AND TESTAMENT

of

GERALD F. MCKENZIE

I, Gerald F. McKenzie , an adult resident of Ridgeland, Madison County, Mississippi, make this my Will and revoke all prior Wills and Codicils.

ITEM I.

My wife's name is Betsy Brasell McKenzie, and she is herein referred to as "my wife." I have three (3) children by a prior marriage now living, Sara Katherine McKenzie Thomson, Gerald Kenneth McKenzie and Laura Leigh McKenzie Boyd.

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

ITEM II.

I appoint my wife, Betsy Brasell McKenzie and Elbert Bivins to serve as Co-Executors of my estate under this Will. In the event one of my Executors is or becomes unable or unwilling to serve, I appoint Otis Johnson, to serve as successor Co-Executor or if he is unable or unwilling to serve then Armstrong Allen, PLLC or its successor shall designate a successor Co-Executor.

FOR IDENTIFICATION:

.....
.....
.....

ITEM III.

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

ITEM IV.

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

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

Where used throughout this Will, the terms "Executor," "Executrix," and "Administrator" may be used interchangeably and shall apply to whoever may be serving as

FOR IDENTIFICATION:

personal representative of my estate, whether one or more than one, and to any successor Executor or Administrator.

ITEM V.

To my wife, Betsy Brasell McKenzie, if she survives me, I devise and bequeath the following:

1. My interest in our family residence free and clear of all indebtedness thereon.
2. My automobile.
3. My interest in the furniture, furnishings, decorations, silverware, china, pictures, linens, glassware and the like located in our family residence, being the residence in which we are living at the time of my death.

If my wife does not survive me, I devise and bequeath my interest in the family residence, as provided in ITEM VII, and the assets described in Paragraphs 2 and 3 above to my children, in substantially equal shares, to be divided among them as they agree, or in the absence of such agreement, as my Executor may determine.

ITEM VI.

If my wife, Betsy Brasell McKenzie, survives me, I give, devise and bequeath to my wife, Betsy Brasell McKenzie and Elbert Bivins to serve jointly as Trustee for my wife, an amount of property equivalent to \$500,000.

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

FOR IDENTIFICATION:

My Executor shall have full power and discretion to satisfy this bequest wholly or partly in cash or in kind and to select the assets which shall constitute this bequest.

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

A. Commencing with my death, the Trustee shall distribute to my wife, or apply for her benefit, the greater of all of the trust net income or Eighteen Thousand and no/100 Dollars (\$18,000.00) annually. The net income shall be so distributed or applied in convenient installments, but at least annually.

B. The Trustee may, in the Trustee's discretion, pay to my wife, or apply for her benefit, as much of the principal of the trust as the Trustee deems desirable for her education, support, maintenance, and health, including any hospital or other institutional care, and for the maintenance of her accustomed standard of living at the time of my death. In the exercise of this discretion the Trustee shall consider the needs of my wife and the funds available to her from other sources.

C. Upon the death of my wife, any and all undistributed income of this trust shall be distributed to her estate. Except to the extent that my wife's Will shall by specific reference to this provision direct to the contrary, the Trustee shall pay from the principal of this trust the increase in all estate, inheritance, transfer or other death taxes, including any interest and penalties thereon, imposed by any taxing authority on the death of my wife by reason of the inclusion in her gross estate for the purposes of any such taxes, interest, and penalties of all or

FOR IDENTIFICATION:

any part of the principal of the trust (such increase being the difference between all such taxes, interest, and penalties actually paid by reason of my wife's death and the taxes, interest, and penalties which would have been payable if such part or all of the principal of this trust had not been included in her gross estate), provided, however, that such payments shall be made only from that portion of this trust which, without regard to the provisions of this paragraph, shall be includible in the gross estate of my wife for federal estate tax purposes. Such payments shall be made either to the Executor or the legal representative of the estate of my wife for payment by such Executor or legal representative of such taxes, interest and penalties or directly to such taxing authorities as the Trustee, in the Trustee's sole and absolute discretion, shall determine. The Trustee may rely solely upon the written certification of the Executor or the legal representative of the estate of my wife as to the amount of such increase payable to each taxing authority, may pay any such increase in one or more installments, and shall have no duty or responsibility to make any further inquiry or take part in the determination or apportionment of such taxes, interest, and penalties. Upon making payment of such increase as the same shall be finally determined, the Trustee shall have no further liability in connection therewith. Payment of such increase in such taxes, interest and penalties shall fully discharge all liability of the trust for such taxes, interest and penalties, it being my intention and direction that my wife not have any power to apportion additional taxes, interest or penalties against this trust.

The remaining trust assets shall be distributed outright to my children, in equal shares.

In the event a child of mine is not then living, his or her share of the trust estate shall go

FOR IDENTIFICATION:

_____ Page 5 of 19 Pages

to his or her descendants, per stirpes. If a deceased child of mine leaves no surviving descendants, his or her share of the trust estate shall be divided, in equal shares, among my other surviving children, except that the living descendants of a deceased child of mine shall take, per stirpes, the share my child would have taken if living.

D. It is my intention to qualify the bequest hereunder for the marital deduction under Section 2056, if my Executor so elects, and any provision herein to the contrary shall be void. Accordingly, I direct (a) that there shall not be allocated to the trust any property which would not qualify for the marital deduction; (b) that the Trustee shall not invest in nor retain beyond a reasonable time, without the consent of my wife, any unproductive property as that property is defined in applicable tax laws and my wife shall have the power to require the Trustee to either make the property productive or to convert it to productive property within a reasonable time; and (c) that none of the powers or discretions of my Executor or Trustee shall be exercised in a manner which will deny my estate the marital deduction for property passing to this trust. Any decision by the Trustee to make any discretionary payments from the principal of this trust shall require unanimous consent.

E. I authorize my Executor to make the election under Section 2056(b)(7) to have this trust or any portion hereof treated as "qualified terminable interest property" for the purpose of qualifying for the marital deduction allowable in determining the federal estate tax upon my estate.

FOR IDENTIFICATION:

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

F. Neither my wife, nor any other person, shall have the right to appoint any part of the income or principal of the trust to any person other than my wife prior to her death.

G. None of the assets of this trust shall be used for the payment of estate, inheritance or other death taxes payable by reason of my death.

H. This trust shall be known as the "Betsy Brasell McKenzie Marital Trust."

FOR IDENTIFICATION:

ITEM VII.

I give, devise and bequeath outright to my children, in equal shares, the rest and residue of my estate, real and personal, of whatsoever kind or character and wheresoever situated, including any bequest that may lapse or be renounced or disclaimed or that may otherwise be ineffective for any reason.

In the event a child of mine is not then living, I give, devise and bequeath his or her share of this bequest to his or her descendants, per stirpes. If a deceased child of mine leaves no surviving descendants, I give, devise and bequeath his or her share of this bequest, in equal shares, to my other surviving children, except that the living descendants of a deceased child of mine shall take, per stirpes, the share my child would have taken if living.

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

FOR IDENTIFICATION:

ITEM VIII.

In making distributions for my wife as beneficiary of the trust created under this Will and especially where she may be incapable of transacting business due to illness, the Trustee, in the Trustee's discretion, may make distributions either (a) directly to my wife, (b) to the conservator of her estate, (c) to a relative who has custody and care of my wife, (d) to a Custodian for a minor beneficiary under the Mississippi Uniform Transfers to Minors Act, or (e) by applying the distributions for her benefit by paying expenses directly. In any event the Trustee shall require such reports and take such steps as the Trustee deems requisite to assure and enforce the application of such distributions for the exclusive benefit of my wife.

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

ITEM IX.

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

FOR IDENTIFICATION:

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

ITEM X.

Notwithstanding any provision of this Will to the contrary, the interest of every beneficiary of any trust created by this Will shall vest within the period prescribed by the Rule against Perpetuities or any statute pertaining thereto. Upon such vesting, any trust property then held by the Trustee shall be distributed immediately, free and clear of any trust, to the beneficiary or beneficiaries of this trust (or to his or her legal guardian or other personal representative) as though each such beneficiary had reached the date at which final distribution to him or to her were required pursuant to the provisions hereof.

ITEM XI.

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

FOR IDENTIFICATION:

ITEM XII.

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

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

ITEM XIII.

A Trustee may resign and cease to act at any time by giving written notice specifying the effective date of such resignation, by personal delivery or by registered mail, to those persons who are income beneficiaries of each trust at that particular time.

In the event any Trustee resigns or becomes unable to serve then Otis Johnson shall replace such Trustee, the intention being to have two (2) individuals or entities service as Trustee at any given time. In the event a vacancy shall arise due to the inability or unwillingness of two (2) or more of the designated Trustees to serve then the Trustee or any successor Trustee of any trust created by this Will may be removed by and a successor Trustee appointed by the law firm of Armstrong Allen, PLLC. In the event of the death, incapacity, or unwillingness to serve of a committee member, the other two (2) committee members shall select a replacement. In any event, any successor Trustee may be an individual, a bank possessing trust powers or a trust

FOR IDENTIFICATION:

company. The removal of a Trustee or successor Trustee and the appointment of a successor Trustee shall be effective upon written notice to the Trustee or successor Trustee removed or appointed.

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

ITEM XIV.

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

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

FOR IDENTIFICATION:

B. To place, in the discretion of the Trustee, trust funds in a checking, savings or other types of accounts or certificates of deposit in any successor Trustee bank.

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

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

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

FOR IDENTIFICATION:

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

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

ITEM XV.

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

FOR IDENTIFICATION:

ITEM XVI.

Any recipient of property or beneficiary of a trust hereunder, or the Executor or other personal representative of the estate of any of them who may be deceased, shall have the right to disclaim all or any part of his or her interest in any property which I have devised or bequeathed to him or her whether outright or in trust or all or any part of his or her interest in the trust created herein. In addition, my wife, or the Executor or Administrator of her estate if she is deceased, shall have the specific right to direct the Trustee of the "Betsy Brasell McKenzie Marital Trust" to disclaim part or all of any property devised or bequeathed to that trust. On receipt of such direction, the Trustee will have the authority to, and shall, disclaim as directed. Any disclaimer shall be made within the time period and in a manner required for the disclaimer to qualify under Section 2518. Any such disclaimer shall be made in writing, stating specifically the property or interest disclaimed, and may be filed with the Chancery Court in which my Will is probated and shall also be delivered to my Executor.

If my wife or a Trustee disclaims any portion of a bequest, I give, devise and bequeath the property disclaimed outright to my children, in equal shares. In the event a child of mine is not then living, I give, devise and bequeath his or her share of the disclaimed property to his or her descendants, per stirpes. If a deceased child of mine leaves no surviving descendants, I give, devise and bequeath his or her share of the disclaimed property, in equal shares, to my other surviving children, except that the living descendants of a deceased child of mine shall take, per stirpes, the share my child would have taken if living.

FOR IDENTIFICATION:

In the event a child of mine disclaims any portion of a bequest, I give, devise and bequeath the property disclaimed to his or her descendants, per stirpes, or if none, in equal shares, to my other children then living, except that the then living descendants of a deceased child of mine shall take, per stirpes, the share such child would take if living.

ITEM XVII.

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

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

FOR IDENTIFICATION:

respect to the income tax basis of the property. However, my Executor shall not exercise this discretion or any other discretion in a manner that will result in loss of, or decrease in, the marital deduction otherwise allowable in determining the federal estate tax due by my estate. I authorize my Executor to exercise, at such times and in such manner as my Executor shall deem appropriate, any rights of election or other rights which are available to me or my estate in respect of the provisions of the Internal Revenue Code or of any other tax law. I specifically authorize my Executor to allocate any of my available generation-skipping tax exemptions from the federal generation-skipping tax as allowed by Section 2631 to any property of which I am deemed to be the transferor under Section 2652(a), including any property not in my probate estate and any property transferred by me during life as to which no allocation of the exemption was made prior to my death.

My Executor shall have the authority to disclaim or renounce any interest in property, in whole or in part, including any power with respect to property and including an undivided interest in property transferred to me or to my estate. Any disclaimer by my Executor shall be made in writing stating specifically the property or interest disclaimed and shall be delivered to the transferor of the property, the transferor's legal representative, or the holder of the legal title to the property to which the interest relates. Any disclaimer shall be made within the time period and in the manner required for the disclaimer to qualify under Section 2518.

My Executor shall have authority to continue all business operations in which I am interested at my death for the time permitted by law in order to avoid depreciation in value of

FOR IDENTIFICATION:

the interests or losses to my estate or associates. My Executor may continue to act as partner, engage in any partnership, and take all actions with regard to any partnership my Executor deems advisable. I specifically authorize my Executor to sell, without the necessity of court approval, any stock or partnership interest held by my estate under the terms of any stock agreement or partnership agreement to which I was a party during my lifetime.

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

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 7 day of February, 2005.


Gerald F. McKenzie

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

Arthur Johnston

118 Summits Bay Dr

Madison, MS, 39157
(Address)

Carolyn Jewell

4 Rob Lane

Jackson MS 39212
(Address)

MADISON COUNTY MS This instrument was filed for record Jan 29, 2008

Book 43 Page 766
ARTHUR JOHNSTON, C. C.

BY: *L. Jones* DC



FIRST CODICIL
TO
LAST WILL AND TESTAMENT
OF
GERALD F. MCKENZIE

I, Gerald F. McKenzie, an adult resident of Ridgeland, Madison County, Mississippi do make this the First Codicil to my Last Will and Testament dated the 4th day of February, 2005.

CODICIL ITEM I.

The first paragraph of Item VI of my said Last Will and Testament is deleted and it shall now read as follows:

If my wife, Betsy Brasell McKenzie, survives me, I give, devise and bequeath to my wife, Betsy Brasell McKenzie and Elbert Bivens to serve jointly as Trustee for my wife, an amount of property equivalent to \$800,000.

The remainder of Item VI of my said Last Will and Testament shall remain as it appears in my will dated February 4, 2005.

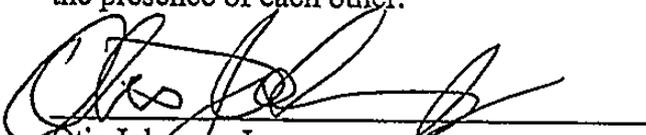
IN WITNESS WHEREOF, I have signed and declared this to be the First Codicil to my Last Will and Testament on this the 14 day of December, 2007.

Gerald F. McKenzie
Gerald F. McKenzie

Witnesses
Arthur Johnston Jr.
Elbert Bivens

FILED
THIS DATE
JAN 29 2009
ARTHUR JOHNSTON, CHANCERY CLERK
BY *[Signature]* D.C.

This First Codicil to Last Will and Testament of Gerald F. McKenzie dated February 4, 2005, was, on the day and year shown above, signed, published and declared by Gerald F. McKenzie to be the First Codicil to his Last Will and Testament dated February 4, 2005, in our presence, and we, at his request, have subscribed our names as witnesses in his presence and in the presence of each other.


Otis Johnson, Jr.

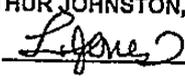
110 Summers Bay Drive
Ridgeland, MS 39157


Grace D. Duckworth

642 Reddoch Drive
Jackson, MS 39211

MADISON COUNTY MS This instrument was
filed for record Jan 29, 2008.

Book 43 : Page 786
ARTHUR JOHNSTON, C. C

BY:  D.C.



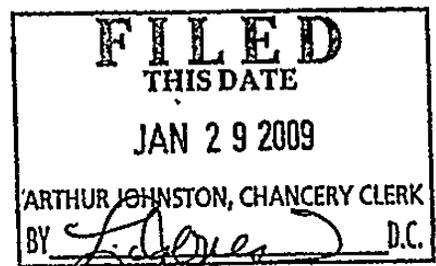
AFFIDAVIT OF ATTESTING WITNESS

STATE OF MISSISSIPPI

COUNTY OF HINDS

PERSONALLY came and appeared before me the undersigned Notary Public in and for said State and County the aforesaid **Grace D. Duckworth**, who, being by me first duly sworn and on oath states:

That she was an attesting witness to the execution by **Gerald F. McKenzie**, of that certain instrument to which this Affidavit is attached, said instrument being dated the 14th day of December, 2007 and entitled "First Codicil to Last Will and Testament of Gerald F. McKenzie"; and that she was an attesting witness to the execution by **Gerald F. McKenzie** of that certain instrument to which this Affidavit is attached, said instrument being dated the 19th day of December, 2007 and entitled "Second Codicil to Last Will and Testament of Gerald F. McKenzie"; that said **Gerald F. McKenzie** signed, published and declared the instrument dated December 14, 2007 to be the First Codicil to his Last Will and Testament in the presence of the affiant on the day and date thereof, that said **Gerald F. McKenzie** signed, published and declared the instrument dated December 19, 2007 as the Second Codicil to his Last Will and Testament in the presence of this affiant on the day and date thereof; that the said **Gerald F. McKenzie** was of sound and disposing mind and memory, above the age of twenty-one (21) years on the date each of said Codicils were executed, and was a resident of Madison County, Mississippi, that the affiant subscribed each of said instruments as a witness thereto at the instance and request and in the presence of the said **Gerald F. McKenzie** and in the presence of the other subscribing witness, **Otis Johnson, Jr.**, on the date that each such Codicil is dated.



Grace D. Duckworth
Grace D. Duckworth

SWORN TO and subscribed before me, this the 26 day of January, 2009.

Martha Graham Bucciantini
Notary Public

My Commission Expires:
10-05-2012



FIRST CODICIL
TO
LAST WILL AND TESTAMENT
OF
GERALD F. MCKENZIE

I, Gerald F. McKenzie, an adult resident of Ridgeland, Madison County, Mississippi do make this the First Codicil to my Last Will and Testament dated the 4th day of February, 2005.

CODICIL ITEM I.

The first paragraph of Item VI of my said Last Will and Testament is deleted and it shall now read as follows:

If my wife, Betsy Brasell McKenzie, survives me, I give, devise and bequeath to my wife, Betsy Brasell McKenzie and Elbert Bivens to serve jointly as Trustee for my wife, an amount of property equivalent to \$800,000.

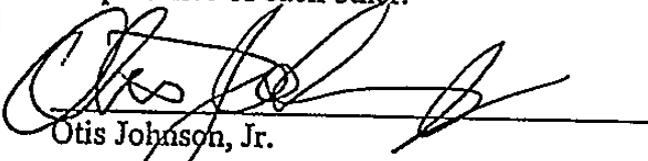
The remainder of Item VI of my said Last Will and Testament shall remain as it appears in my will dated February 4, 2005.

IN WITNESS WHEREOF, I have signed and declared this to be the First Codicil to my Last Will and Testament on this the 14 day of December, 2007.

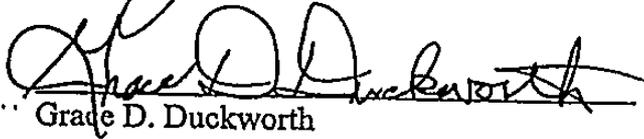
Gerald F. McKenzie
Gerald F. McKenzie

Witnesses
Albert D. Dubravski
Albert D. Dubravski

This First Codicil to Last Will and Testament of Gerald F. McKenzie dated February 4, 2005, was, on the day and year shown above, signed, published and declared by Gerald F. McKenzie to be the First Codicil to his Last Will and Testament dated February 4, 2005, in our presence, and we, at his request, have subscribed our names as witnesses in his presence and in the presence of each other.


Otis Johnson, Jr.

110 Summers Bay Drive
Ridgeland, MS 39157


Grace D. Duckworth

642 Reddoch Drive
Jackson, MS 39211

SECOND CODICIL
TO
LAST WILL AND TESTAMENT
OF
GERALD F. MCKENZIE

I, Gerald F. McKenzie, an adult resident of Ridgeland, Madison County, Mississippi do make this the Second Codicil to my Last Will and Testament dated February 4, 2005.

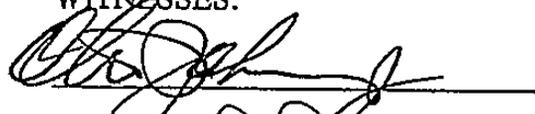
CODICIL ITEM I.

Item II of my said Last Will and Testament dated February 4, 2005 is deleted and it shall now read as follows:

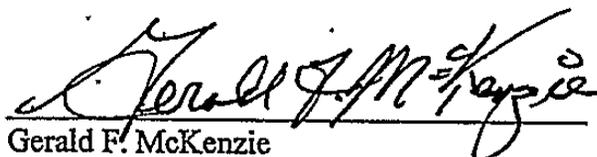
I appoint my wife, Betsy Brasell McKenzie, Elbert Bivens and my daughter Katherine McKenzie Thomson as Executors of my estate under my Last Will and Testament. In the event one of my Executors is or becomes unable or unwilling to serve, I appoint Otis Johnson, Jr. to serve as a Successor Executor or if he is unable or unwilling to serve then the law firm of Robinson, Biggs, Ingram, Solop & Farris, PLLC, or its successor law firm, shall designate a Successor Executor.

IN WITNESS WHEREOF, I have signed and declared this to be the Second Codicil to my Last Will and Testament on this the 19 day of December, 2007.

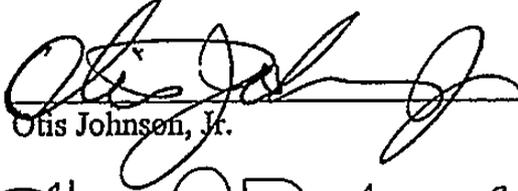
WITNESSES:



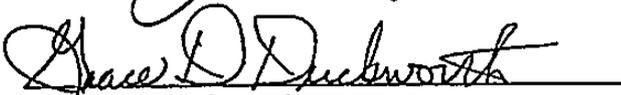



Gerald F. McKenzie

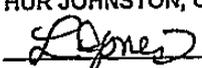
This Second Codicil to Last Will and Testament of Gerald F. McKenzie dated February 4, 2005, was, on the day and year shown above, signed, published and declared by Gerald F. McKenzie to be the Second Codicil to his Last Will and Testament dated February 4, 2005, in our presence, and we, at his request, have subscribed our names as witnesses in his presence and in the presence of each other.


Otis Johnson, Jr.

110 Summers Bay Drive
Ridgeland, MS 39157


Grace D. Duckworth

642 Reddoch Drive
Jackson, MS 39211

MADISON COUNTY MS This instrument was
filed for record Jan 29, 2008.
Book 43 Page 788
ARTHUR JOHNSTON, C C
BY:  D.C. 

SECOND CODICIL
TO
LAST WILL AND TESTAMENT
OF
GERALD F. MCKENZIE

I, Gerald F. McKenzie, an adult resident of Ridgeland, Madison County, Mississippi do make this the Second Codicil to my Last Will and Testament dated February 4, 2005.

CODICIL ITEM I.

Item II of my said Last Will and Testament dated February 4, 2005 is deleted and it shall now read as follows:

I appoint my wife, Betsy Brasell McKenzie, Elbert Bivens and my daughter Katherine McKenzie Thomson as Executors of my estate under my Last Will and Testament. In the event one of my Executors is or becomes unable or unwilling to serve, I appoint Otis Johnson, Jr. to serve as a Successor Executor or if he is unable or unwilling to serve then the law firm of Robinson, Biggs, Ingram, Solop & Farris, PLLC, or its successor law firm, shall designate a Successor Executor.

IN WITNESS WHEREOF, I have signed and declared this to be the Second Codicil to my Last Will and Testament on this the 19 day of December, 2007.

WITNESSES:

[Handwritten signatures of two witnesses]

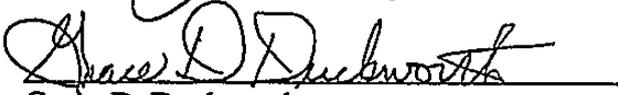
[Handwritten signature of Gerald F. McKenzie]
Gerald F. McKenzie

FILED
THIS DATE
JAN 29 2009
ARTHUR JOHNSTON, CHANCERY CLERK
BY *[Signature]* D.C.

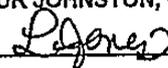
This Second Codicil to Last Will and Testament of Gerald F. McKenzie dated February 4, 2005, was, on the day and year shown above, signed, published and declared by Gerald F McKenzie to be the Second Codicil to his Last Will and Testament dated February 4, 2005, in our presence, and we, at his request, have subscribed our names as witnesses in his presence and in the presence of each other.


Otis Johnson, Jr.

110 Summers Bay Drive
Ridgeland, MS 39157


Grace D. Duckworth

642 Reddoch Drive
Jackson, MS 39211

MADISON COUNTY MS This instrument was
filed for record Jan 29, 2008
Book 43 Page 794
ARTHUR JOHNSTON, C. C.
BY.  D.C.



AFFIDAVIT OF ATTESTING WITNESS

FILED
THIS DATE
JAN 29 2009
ARTHUR JOHNSTON, CHANCERY CLERK
BY *[Signature]* D.C.

STATE OF MISSISSIPPI

COUNTY OF HINDS

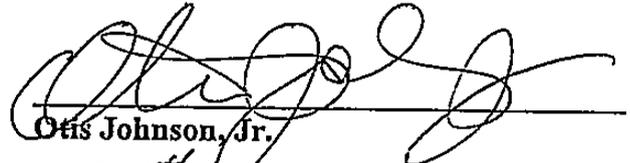
PERSONALLY came and appeared before me the undersigned Notary Public in and for said State and County the aforesaid **Otis Johnson, Jr.**, who, being by me first duly sworn and on oath states:

That he was an attesting witness to the execution by **Gerald F. McKenzie**, of the following instruments to which this Affidavit is attached:

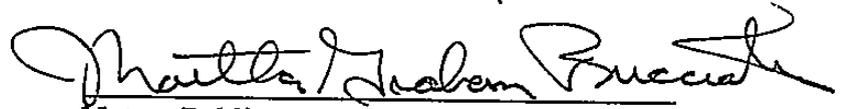
1. Instrument entitled "Last Will and Testament of Gerald F. McKenzie", dated February 4, 2005;
2. Instrument entitled "First Codicil to the Last Will and Testament of Gerald F. McKenzie", dated December 14, 2007; and
3. Instrument entitled "Second Codicil to Last Will and Testament of Gerald F. McKenzie", dated December 19, 2007.

that the said **Gerald F. McKenzie** signed, published and declared the instrument entitled "Last Will and Testament of Gerald F. McKenzie" to be his Last Will and Testament in the presence of the affiant, on the day and date thereof; that the said **Gerald F. McKenzie** signed, published and declared the instrument entitled "First Codicil to the Last Will and Testament of Gerald F. McKenzie" to be the First Codicil to the Last Will and Testament of said **Gerald F. McKenzie** in the presence of the affiant on the day and date thereof; that the said **Gerald F. McKenzie** signed, published and declared the instrument entitled "Second Codicil to the Last Will and Testament of Gerald F. McKenzie" to be the Second Codicil to the Last Will and Testament of **Gerald F. McKenzie** in the presence of the affiant on the day and date thereof; that the said **Gerald F.**

McKenzie was of sound and disposing mind and memory and above the age of twenty-one (21) years on the date each of the above documents were executed, signed and published; that on the dates of said instruments the said/Gerald F. McKenzie was a resident of Madison County, Mississippi; that the affiant subscribed each of said instruments as a witness thereto at the instance and request and in the presence of the Gerald F. McKenzie and in the presence of the other subscribing witness on the date that each such instrument is dated.


Otis Johnson, Jr.

SWORN TO and subscribed before me, this the 26th day of January, 2009.


Notary Public

My Commission Expires:
10-05-2012



LAST WILL AND TESTAMENT

of

GERALD F. MCKENZIE

I, Gerald F. McKenzie, an adult resident of Ridgeland, Madison County, Mississippi, make this my Will and revoke all prior Wills and Codicils.

ITEM I.

My wife's name is Betsy Brasell McKenzie, and she is herein referred to as "my wife." I have three (3) children by a prior marriage now living, Sara Katherine McKenzie Thomson, Gerald Kenneth McKenzie and Laura Leigh McKenzie Boyd.

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

ITEM II.

I appoint my wife, Betsy Brasell McKenzie and Elbert Bivins to serve as Co-Executors of my estate under this Will. In the event one of my Executors is or becomes unable or unwilling to serve, I appoint Otis Johnson, to serve as successor Co-Executor or if he is unable or unwilling to serve then Armstrong Allen, PLLC or its successor shall designate a successor Co-Executor.

FOR IDENTIFICATION:

ITEM III.

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

ITEM IV.

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

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

Where used throughout this Will, the terms "Executor," "Executrix," and "Administrator" may be used interchangeably and shall apply to whoever may be serving as

FOR IDENTIFICATION:

personal representative of my estate, whether one or more than one, and to any successor Executor or Administrator.

ITEM V.

To my wife, Betsy Brasell McKenzie, if she survives me, I devise and bequeath the following:

1. My interest in our family residence free and clear of all indebtedness thereon.
2. My automobile.
3. My interest in the furniture, furnishings, decorations, silverware, china, pictures, linens, glassware and the like located in our family residence, being the residence in which we are living at the time of my death.

If my wife does not survive me, I devise and bequeath my interest in the family residence, as provided in ITEM VII, and the assets described in Paragraphs 2 and 3 above to my children, in substantially equal shares, to be divided among them as they agree, or in the absence of such agreement, as my Executor may determine.

ITEM VI.

If my wife, Betsy Brasell McKenzie, survives me, I give, devise and bequeath to my wife, Betsy Brasell McKenzie and Elbert Bivins to serve jointly as Trustee for my wife, an amount of property equivalent to \$500,000.

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

FOR IDENTIFICATION:

My Executor shall have full power and discretion to satisfy this bequest wholly or partly in cash or in kind and to select the assets which shall constitute this bequest.

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

A. Commencing with my death, the Trustee shall distribute to my wife, or apply for her benefit, the greater of all of the trust net income or Eighteen Thousand and no/100 Dollars (\$18,000.00) annually. The net income shall be so distributed or applied in convenient installments, but at least annually.

B. The Trustee may, in the Trustee's discretion, pay to my wife, or apply for her benefit, as much of the principal of the trust as the Trustee deems desirable for her education, support, maintenance, and health, including any hospital or other institutional care, and for the maintenance of her accustomed standard of living at the time of my death. In the exercise of this discretion the Trustee shall consider the needs of my wife and the funds available to her from other sources.

C. Upon the death of my wife, any and all undistributed income of this trust shall be distributed to her estate. Except to the extent that my wife's Will shall by specific reference to this provision direct to the contrary, the Trustee shall pay from the principal of this trust the increase in all estate, inheritance, transfer or other death taxes, including any interest and penalties thereon, imposed by any taxing authority on the death of my wife by reason of the inclusion in her gross estate for the purposes of any such taxes, interest, and penalties of all or

FOR IDENTIFICATION:

any part of the principal of the trust (such increase being the difference between all such taxes, interest, and penalties actually paid by reason of my wife's death and the taxes, interest, and penalties which would have been payable if such part or all of the principal of this trust had not been included in her gross estate), provided, however, that such payments shall be made only from that portion of this trust which, without regard to the provisions of this paragraph, shall be includible in the gross estate of my wife for federal estate tax purposes. Such payments shall be made either to the Executor or the legal representative of the estate of my wife for payment by such Executor or legal representative of such taxes, interest and penalties or directly to such taxing authorities as the Trustee, in the Trustee's sole and absolute discretion, shall determine. The Trustee may rely solely upon the written certification of the Executor or the legal representative of the estate of my wife as to the amount of such increase payable to each taxing authority, may pay any such increase in one or more installments, and shall have no duty or responsibility to make any further inquiry or take part in the determination or apportionment of such taxes, interest, and penalties. Upon making payment of such increase as the same shall be finally determined, the Trustee shall have no further liability in connection therewith. Payment of such increase in such taxes, interest and penalties shall fully discharge all liability of the trust for such taxes, interest and penalties, it being my intention and direction that my wife not have any power to apportion additional taxes, interest or penalties against this trust.

The remaining trust assets shall be distributed outright to my children, in equal shares.

In the event a child of mine is not then living, his or her share of the trust estate shall go

FOR IDENTIFICATION:

to his or her descendants, per stirpes. If a deceased child of mine leaves no surviving descendants, his or her share of the trust estate shall be divided, in equal shares, among my other surviving children, except that the living descendants of a deceased child of mine shall take, per stirpes, the share my child would have taken if living.

D. It is my intention to qualify the bequest hereunder for the marital deduction under Section 2056, if my Executor so elects, and any provision herein to the contrary shall be void. Accordingly, I direct (a) that there shall not be allocated to the trust any property which would not qualify for the marital deduction; (b) that the Trustee shall not invest in nor retain beyond a reasonable time, without the consent of my wife, any unproductive property as that property is defined in applicable tax laws and my wife shall have the power to require the Trustee to either make the property productive or to convert it to productive property within a reasonable time; and (c) that none of the powers or discretions of my Executor or Trustee shall be exercised in a manner which will deny my estate the marital deduction for property passing to this trust. Any decision by the Trustee to make any discretionary payments from the principal of this trust shall require unanimous consent.

E. I authorize my Executor to make the election under Section 2056(b)(7) to have this trust or any portion hereof treated as "qualified terminable interest property" for the purpose of qualifying for the marital deduction allowable in determining the federal estate tax upon my estate.

FOR IDENTIFICATION:

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

F. Neither my wife, nor any other person, shall have the right to appoint any part of the income or principal of the trust to any person other than my wife prior to her death.

G. None of the assets of this trust shall be used for the payment of estate, inheritance or other death taxes payable by reason of my death.

H. This trust shall be known as the "Betsy Brasell McKenzie Marital Trust."

FOR IDENTIFICATION:

ITEM VII.

I give, devise and bequeath outright to my children, in equal shares, the rest and residue of my estate, real and personal, of whatsoever kind or character and wheresoever situated, including any bequest that may lapse or be renounced or disclaimed or that may otherwise be ineffective for any reason.

In the event a child of mine is not then living, I give, devise and bequeath his or her share of this bequest to his or her descendants, per stirpes. If a deceased child of mine leaves no surviving descendants, I give, devise and bequeath his or her share of this bequest, in equal shares, to my other surviving children, except that the living descendants of a deceased child of mine shall take, per stirpes, the share my child would have taken if living.

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

FOR IDENTIFICATION:

ITEM VIII.

In making distributions for my wife as beneficiary of the trust created under this Will and especially where she may be incapable of transacting business due to illness, the Trustee, in the Trustee's discretion, may make distributions either (a) directly to my wife, (b) to the conservator of her estate, (c) to a relative who has custody and care of my wife, (d) to a Custodian for a minor beneficiary under the Mississippi Uniform Transfers to Minors Act, or (e) by applying the distributions for her benefit by paying expenses directly. In any event the Trustee shall require such reports and take such steps as the Trustee deems requisite to assure and enforce the application of such distributions for the exclusive benefit of my wife.

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

ITEM IX.

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

FOR IDENTIFICATION:

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

ITEM X.

Notwithstanding any provision of this Will to the contrary, the interest of every beneficiary of any trust created by this Will shall vest within the period prescribed by the Rule against Perpetuities or any statute pertaining thereto. Upon such vesting, any trust property then held by the Trustee shall be distributed immediately, free and clear of any trust, to the beneficiary or beneficiaries of this trust (or to his or her legal guardian or other personal representative) as though each such beneficiary had reached the date at which final distribution to him or to her were required pursuant to the provisions hereof.

ITEM XI.

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

FOR IDENTIFICATION:

ITEM XII.

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

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

ITEM XIII.

A Trustee may resign and cease to act at any time by giving written notice specifying the effective date of such resignation, by personal delivery or by registered mail, to those persons who are income beneficiaries of each trust at that particular time.

In the event any Trustee resigns or becomes unable to serve then Otis Johnson shall replace such Trustee, the intention being to have two (2) individuals or entities service as Trustee at any given time. In the event a vacancy shall arise due to the inability or unwillingness of two (2) or more of the designated Trustees to serve then the Trustee or any successor Trustee of any trust created by this Will may be removed by and a successor Trustee appointed by the law firm of Armstrong Allen, PLLC. In the event of the death, incapacity, or unwillingness to serve of a committee member, the other two (2) committee members shall select a replacement. In any event, any successor Trustee may be an individual, a bank possessing trust powers or a trust

FOR IDENTIFICATION:

company. The removal of a Trustee or successor Trustee and the appointment of a successor Trustee shall be effective upon written notice to the Trustee or successor Trustee removed or appointed.

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

ITEM XIV.

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

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

FOR IDENTIFICATION:

B. To place, in the discretion of the Trustee, trust funds in a checking, savings or other types of accounts or certificates of deposit in any successor Trustee bank.

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

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

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

FOR IDENTIFICATION:

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

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

ITEM XV.

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

FOR IDENTIFICATION:

ITEM XVI.

Any recipient of property or beneficiary of a trust hereunder, or the Executor or other personal representative of the estate of any of them who may be deceased, shall have the right to disclaim all or any part of his or her interest in any property which I have devised or bequeathed to him or her whether outright or in trust or all or any part of his or her interest in the trust created herein. In addition, my wife, or the Executor or Administrator of her estate if she is deceased, shall have the specific right to direct the Trustee of the "Betsy Brasell McKenzie Marital Trust" to disclaim part or all of any property devised or bequeathed to that trust. On receipt of such direction, the Trustee will have the authority to; and shall, disclaim as directed. Any disclaimer shall be made within the time period and in a manner required for the disclaimer to qualify under Section 2518. Any such disclaimer shall be made in writing, stating specifically the property or interest disclaimed, and may be filed with the Chancery Court in which my Will is probated and shall also be delivered to my Executor.

If my wife or a Trustee disclaims any portion of a bequest, I give, devise and bequeath the property disclaimed outright to my children, in equal shares. In the event a child of mine is not then living, I give, devise and bequeath his or her share of the disclaimed property to his or her descendants, per stirpes. If a deceased child of mine leaves no surviving descendants, I give, devise and bequeath his or her share of the disclaimed property, in equal shares, to my other surviving children, except that the living descendants of a deceased child of mine shall take, per stirpes, the share my child would have taken if living.

FOR IDENTIFICATION:

In the event a child of mine disclaims any portion of a bequest, I give, devise and bequeath the property disclaimed to his or her descendants, per stirpes, or if none, in equal shares, to my other children then living, except that the then living descendants of a deceased child of mine shall take, per stirpes, the share such child would take if living.

ITEM XVII.

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

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

FOR IDENTIFICATION:

respect to the income tax basis of the property. However, my Executor shall not exercise this discretion or any other discretion in a manner that will result in loss of, or decrease in, the marital deduction otherwise allowable in determining the federal estate tax due by my estate. I authorize my Executor to exercise, at such times and in such manner as my Executor shall deem appropriate, any rights of election or other rights which are available to me or my estate in respect of the provisions of the Internal Revenue Code or of any other tax law. I specifically authorize my Executor to allocate any of my available generation-skipping tax exemptions from the federal generation-skipping tax as allowed by Section 2631 to any property of which I am deemed to be the transferor under Section 2652(a), including any property not in my probate estate and any property transferred by me during life as to which no allocation of the exemption was made prior to my death.

My Executor shall have the authority to disclaim or renounce any interest in property, in whole or in part, including any power with respect to property and including an undivided interest in property transferred to me or to my estate. Any disclaimer by my Executor shall be made in writing stating specifically the property or interest disclaimed and shall be delivered to the transferor of the property, the transferor's legal representative, or the holder of the legal title to the property to which the interest relates. Any disclaimer shall be made within the time period and in the manner required for the disclaimer to qualify under Section 2518.

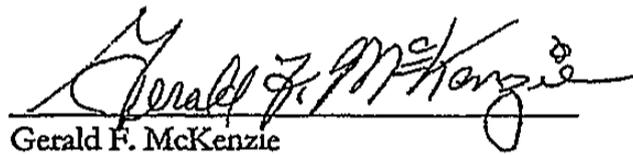
My Executor shall have authority to continue all business operations in which I am interested at my death for the time permitted by law in order to avoid depreciation in value of

FOR IDENTIFICATION:

the interests or losses to my estate or associates. My Executor may continue to act as partner, engage in any partnership, and take all actions with regard to any partnership my Executor deems advisable. I specifically authorize my Executor to sell, without the necessity of court approval, any stock or partnership interest held by my estate under the terms of any stock agreement or partnership agreement to which I was a party during my lifetime.

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

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 4 day of February, 2005.


Gerald F. McKenzie

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

Alan Johnson

118 Sumner St

Weymouth, Mass, 01978
(Address)

Carolyn Jewell

4 Rob Lane

Jackson Ms 39212
(Address)

FIRST CODICIL
TO
LAST WILL AND TESTAMENT
OF
GERALD F. MCKENZIE

I, Gerald F. McKenzie, an adult resident of Ridgeland, Madison County, Mississippi do make this the First Codicil to my Last Will and Testament dated the 4th day of February, 2005

CODICIL ITEM I.

The first paragraph of Item VI of my said Last Will and Testament is deleted and it shall now read as follows:

If my wife, Betsy Brasell McKenzie, survives me, I give, devise and bequeath to my wife, Betsy Brasell McKenzie and Elbert Bivens to serve jointly as Trustee for my wife, an amount of property equivalent to \$800,000.

The remainder of Item VI of my said Last Will and Testament shall remain as it appears in my will dated February 4, 2005.

IN WITNESS WHEREOF, I have signed and declared this to be the First Codicil to my Last Will and Testament on this the 14 day of December, 2007.

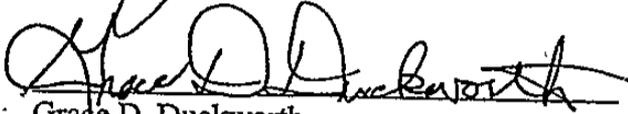
Gerald F. McKenzie
Gerald F. McKenzie

Witnesses
Albert D. Dubravski

This First Codicil to Last Will and Testament of Gerald F. McKenzie dated February 4, 2005, was, on the day and year shown above, signed, published and declared by Gerald F. McKenzie to be the First Codicil to his Last Will and Testament dated February 4, 2005, in our presence, and we, at his request, have subscribed our names as witnesses in his presence and in the presence of each other.


Otis Johnson, Jr.

110 Summers Bay Drive
Ridgeland, MS 39157


Grace D. Duckworth

642 Reddoch Drive
Jackson, MS 39211

SECOND CODICIL
TO
LAST WILL AND TESTAMENT
OF
GERALD F. MCKENZIE

I, Gerald F. McKenzie, an adult resident of Ridgeland, Madison County, Mississippi do make this the Second Codicil to my Last Will and Testament dated February 4, 2005.

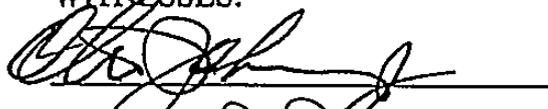
CODICIL ITEM I.

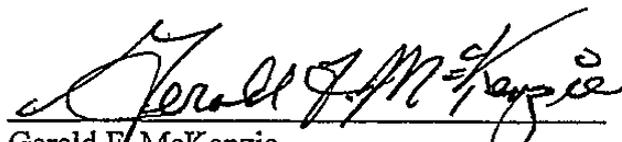
Item II of my said Last Will and Testament dated February 4, 2005 is deleted and it shall now read as follows:

I appoint my wife, Betsy Brasell McKenzie, Elbert Bivens and my daughter Katherine McKenzie Thomson as Executors of my estate under my Last Will and Testament. In the event one of my Executors is or becomes unable or unwilling to serve, I appoint Otis Johnson, Jr. to serve as a Successor Executor or if he is unable or unwilling to serve then the law firm of Robinson, Biggs, Ingram, Solop & Farris, PLLC, or its successor law firm, shall designate a Successor Executor.

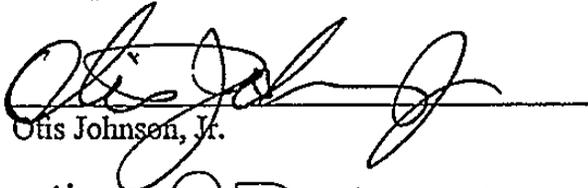
IN WITNESS WHEREOF, I have signed and declared this to be the Second Codicil to my Last Will and Testament on this the 19 day of December, 2007.

WITNESSES:

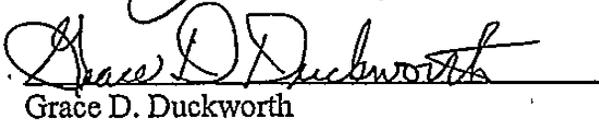




Gerald F. McKenzie

This Second Codicil to Last Will and Testament of Gerald F. McKenzie dated February 4, 2005, was, on the day and year shown above, signed, published and declared by Gerald F. McKenzie to be the Second Codicil to his Last Will and Testament dated February 4, 2005, in our presence, and we, at his request, have subscribed our names as witnesses in his presence and in the presence of each other.


Otis Johnson, Jr.

110 Summers Bay Drive
Ridgeland, MS 39157


Grace D. Duckworth

642 Reddoch Drive
Jackson, MS 39211

