

FILED  
THIS DATE

JAN 29 2009

ARTHUR JOHNSTON, CHANCERY CLERK  
BY *D. R. [Signature]* D.C.

Last Will and Testament  
of Doris Mattiace Keener  
2009-129

I, Doris Mattiace Keener, do hereby declare this to be my Last Will and Testament.

I do hereby bequeath to my five children, Michael Mattiace, Dede Mc Cormack, Andrew Mattiace, Anthony Mattiace and Richard Mattiace my house at 208 Cambridge Drive, Madison, MS, to receive an equal share of the proceeds from the sale of said house after payment of the mortgage.

I leave to my daughter, Dede Mc Cormack, all of my personal effects, i.e., jewelry, clothes, etc.

I leave all of the contents of my house to all five of my children to be divided among said children as they so choose.

I leave my automobile to my five children. The balance owed on this car is \$8600.00. I would like my children to sell this car and since my son Andrew paid \$3,000.00 on this car I would like him to be reimbursed.

I name Richard Mattiace as the  
Executor of this Will.

Aris Mattiace Reever

Dated June 12, 1996

Witness : Jan Levy, June 12, 1996  
          Dianne Luke Mattiace, June 12, 1996

State of Mississippi  
County of Hinds

Subscribed and sworn before me this 12th day of June 1996.

Nancy F. Langum

My Commission Expires October 31, 1998

SUPPORTING AFFIDAVIT TO LAST WILL AND TESTAMENT OF DORIS B. MATTIACE ROEVER

STATE OF MISSISSIPPI

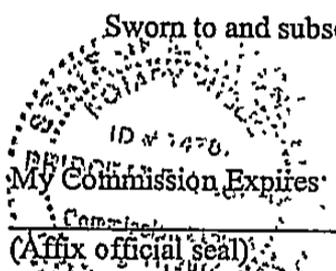
COUNTY OF Jackson

This day personally appeared before me, the undersigned authority in and for said county and state, DIANNE LUKE MATTIACE ("Affiant"), who having been by me first duly sworn, makes oath that she is familiar with the handwriting and signature of DORIS B MATTIACE ROEVER (now known as DORIS B. MATTIACE), Deceased, that she has carefully read the document dated June 12, 1996, a copy of which is attached hereto, purporting to be the Last Will and Testament of DORIS B. MATTIACE ROEVER, Deceased, to be presented to the Chancery Clerk of Madison County, Mississippi for probate, and that said signature is authentic and is wholly written in the handwriting of DORIS B. MATTIACE ROEVER, and that, upon Affiant's personal knowledge, the signature is the genuine signature of DORIS B. MATTIACE ROEVER, and that said signature is and was made and done by DORIS B. MATTIACE ROEVER, Deceased. Further, that the said Decedent was of sound and disposing mind and memory and fully competent to make testamentary distribution of her property, and said Decedent was over the age of eighteen (18) years when said signature was made; and that Affiant is not a beneficiary of nor has any interest in the Estate of DORIS B. MATTIACE ROEVER, Deceased. Further, that she is one of the witnesses to said instrument of writing purported to be the Last Will and Testament of DORIS B. MATTIACE ROEVER and she makes oath that the said DORIS B. MATTIACE ROEVER signed, published and declared said instrument as her Last Will and Testament on June 12, 1996, in the presence of JAN LEVY MATTIACE and DIANNE LUKE MATTIACE, the witnesses to said instrument

Dianne Luke Mattiace  
DIANNE LUKE MATTIACE, Affiant  
Address: 3818 Chantant Circle  
Olean Springs, MS. 39504

Sworn to and subscribed before me this, the 10<sup>th</sup> day of January, 2008.

Bridgett E Vaughan  
NOTARY PUBLIC



Pamela Prather, MS Bar No 4475  
WATKINS LUDLAM WINTER & STENNIS, P.A  
Post Office Box 427  
Jackson, Mississippi 39205-0427  
(601) 949-4900

SUPPORTING AFFIDAVIT TO LAST WILL AND TESTAMENT OF DORIS B. MATTIACE ROEVER

STATE OF MISSISSIPPI  
COUNTY OF HINDS

This day personally appeared before me, the undersigned authority in and for said county and state, JAN LEVY, now known as JAN LEVY MATTIACE ("Affiant"), who having been by me first duly sworn, makes oath that she is familiar with the handwriting and signature of DORIS B. MATTIACE ROEVER (now known as DORIS B. MATTIACE), Deceased, that she has carefully read the document dated June 12, 1996, a copy of which is attached hereto, purporting to be the Last Will and Testament of DORIS B. MATTIACE ROEVER, Deceased, to be presented to the Chancery Clerk of Madison County, Mississippi for probate, and that said signature is authentic and is wholly written in the handwriting of DORIS B. MATTIACE ROEVER, and that, upon Affiant's personal knowledge, the signature is the genuine signature of DORIS B. MATTIACE ROEVER, and that said signature is and was made and done by DORIS B. MATTIACE ROEVER, Deceased. Further, that the said Decedent was of sound and disposing mind and memory and fully competent to make testamentary distribution of her property, and said Decedent was over the age of eighteen (18) years when said signature was made, and that Affiant is not a beneficiary of nor has any interest in the Estate of DORIS B. MATTIACE ROEVER, Deceased. Further, that she is one of the witnesses to said instrument of writing purported to be the Last Will and Testament of DORIS B. MATTIACE ROEVER and she makes oath that the said DORIS B. MATTIACE ROEVER signed, published and declared said instrument as her Last Will and Testament on June 12, 1996, in the presence of JAN LEVY MATTIACE and DIANNE LUKE MATTIACE, the witnesses to said instrument.

*Jan Levy Mattiace*  
\_\_\_\_\_  
JAN LEVY MATTIACE, Affiant  
4230 Eastover Place  
Jackson, MS 39211

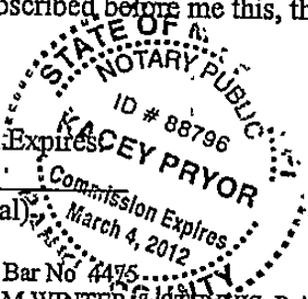
Sworn to and subscribed before me this, the 14<sup>th</sup> day of January, 2008.

*Kacey Pryor*  
\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires

(Affix official seal)

Pamela Prather, MS Bar No 4495  
WATKINS LUDLAM WINTER & STENNIS, P.A  
Post Office Box 427  
Jackson, Mississippi 39205-0427  
(601) 949-4900



09-121

**LAST WILL AND TESTAMENT****OF****LOTTIE ALFORD TAYLOR**

STATE OF MISSISSIPPI

COUNTY OF MADISON

I, **LOTTIE ALFORD TAYLOR**, an adult resident citizen of Madison County, Mississippi, being of sound and disposing mind and memory, and being over the age of twenty-one (21) years, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all other wills or codicils heretofore made by me.

**ITEM I**

My husband's name is Morris Alford Taylor, and he is herein referred to as "my husband". I have two (2) adult children now living, Morris Alford Taylor, Jr. and Jane Taylor Foster.

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

**ITEM II**

I hereby direct my Executor to pay all of my just and lawful debts duly probated, including expenses of my funeral and a suitable marker for my grave; that the administration of my estate be completed as soon after my death as may be reasonably done.

**ITEM III**

In the event that my husband, Morris Alford Taylor, is deceased at the time of my death, I hereby give, devise and bequeath unto my step-grandchild, Jared Collins Foster, the sum of Two

OSTH  
new  
*Lottie Alford Taylor*  
LOTTIE ALFORD TAYLOR

<b>FILED</b>	
THIS DATE	
JAN 30 2009	
ARTHUR JOHNSTON, CHANCERY CLERK	
BY <i>[Signature]</i>	D.C.

PAGE TWO (2) OF FOUR (4) PAGES

Thousand and No/100 Dollars and unto my step-grandchild, Landon Blake Foster, the sum of Two Thousand and No/100 Dollars. In the event that my daughter and Lantz Foster are separated or divorced at the time of my death, this item becomes null and void.

ITEM IV

I hereby give, devise and bequeath unto my grandchild, Brittany Lee Bennett, the sum of Ten Thousand and No/100 Dollars and unto my grandchild, Zachary Allen Taylor, the sum of Ten Thousand and No/100 Dollars and unto my grandchild, William Thomas Taylor, the sum of Ten Thousand and No/100 Dollars and to any other grandchild who may be living at the time of my death, the sum of Ten Thousand and No/100 Dollars.

ITEM V

I hereby give, devise and bequeath unto my daughter, Jane Taylor Foster, any and all jewelry that I may own at the time of my death, and the same shall be hers absolutely, per stirpes.

ITEM VI

I hereby give, devise and bequeath unto my son, Morris Alford Taylor, Jr., my coin collection and the same shall be his absolutely, per stirpes.

ITEM VII

All the rest, residue and remainder of my property, real, personal and mixed, of whatsoever kind and nature, and wheresoever situated, including lapsed legacies and bequests, of which I shall die seized and possessed or to which I shall be entitled at the time of my death or over to which I shall have any power of appointment, I do hereby give, devise and bequeath unto my husband, Morris Alford Taylor, and the same shall be his absolutely.

DSH  
new  
Lottie Alford Taylor  
LOTTIE ALFORD TAYLOR

PAGE THREE (3) OF FOUR (4) PAGES

## ITEM VIII

In the event that my death and the death of my husband, Morris Alford Taylor, should occur simultaneously, or approximately so, or in the same common accident or calamity, or under circumstances causing doubt as to which of us survived the other, or should my husband, Morris Alford Taylor, predecease me or die within thirty (30) days of my death, then, and in that event only, I do hereby give, devise and bequeath unto my children, Jane Taylor Foster and Morris Alford Taylor, Jr., in equal shares, per stirpes, and the same shall be theirs absolutely.

## ITEM IX

I hereby appoint, nominate and constitute my husband, Morris Alford Taylor, as Executor of this my Last Will and Testament. In the event that he shall be deceased at the time of my death, or unable or unwilling to serve as Executor, then and in that event only, I appoint my daughter, Jane Taylor Foster, as Substitute Executrix of this my Last Will and Testament, and hereby grant to her the same powers as set forth for my Executor. My Executor shall have full and plenary power and authority to do and perform any act deemed by him to be for the best interest of my estate, without any limitations whatsoever, and without surety bond, and said authority shall include, but shall not be limited to the right to take possession, hold, manage, invest and re-invest the same, and to collect the income, dividends, rents, interests and profits therefrom, and to employ and to pay any attorneys, agents or accountants that he may deem necessary and for the best interest of my estate and to pay unto himself a just and reasonable compensation as Executor.

The foregoing Last Will and Testament consists of four (4) pages, at the bottom of each of which I have signed my name.

IN WITNESS WHEREOF, I have hereunto set my hand to this my Last Will and Testament on this the 17<sup>th</sup> day of April, 2007.

*Lottie Alford Taylor* DSF  
 LOTTIE ALFORD TAYLOR new

*Lottie Alford Taylor* DSF  
 LOTTIE ALFORD TAYLOR new

PAGE FOUR (4) OF FOUR (4) PAGES

STATE OF MISSISSIPPI

COUNTY OF MADISON

We, each of the subscribing witnesses to the Last Will and Testament of LOTTIE ALFORD TAYLOR, do hereby certify that said instrument was signed by the said LOTTIE ALFORD TAYLOR, in our presence and in the presence of each of us, and that the said LOTTIE ALFORD TAYLOR declared the same to be her Last Will and Testament in the presence of each of us and that we each signed as subscribing witnesses to her Will at the request of LOTTIE ALFORD TAYLOR, in her presence and in the presence of each other.

Deirdre L. Harris

ADDRESS: 259 Ivy Lane

Centon, Ms 39046

Mae E. Waldrop

ADDRESS: 181 Mackey Dr.

Madison, Ms 39110

DS#  
new

Lottie Alford Taylor

LOTTIE ALFORD TAYLOR

PROOF OF WILL

COMES NOW Molly E. Waldrup, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of LOTTIE ALFORD TAYLOR, and enters her appearance herein as provided by Section 91-7-7, Miss. Code Ann. (1972), as amended, and makes oath before the undersigned authority that LOTTIE ALFORD TAYLOR, the above named decedent, signed, published and declared said instrument to be her Last Will and Testament on the 17th day of April, 2007, the day of the date of said instrument, in the presence of this deponent and Deirdre S. Harris, the other subscribing witness, and that said Testatrix was then of sound and disposing mind and memory, more than twenty-one years of age, and having her usual place of abode in Madison County, Mississippi, and that she and Deirdre S. Harris subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of said Testatrix and in the presence of said Testatrix and in the presence of each other, on the day of the date of said instrument.

Molly E. Waldrup  
MOLLY E. WALDRUP

ADDRESS: 181 Mackey Dr.  
Madison, MS 39110

STATE OF MISSISSIPPI  
COUNTY OF MADISON

SWORN TO AND SUBSCRIBED BEFORE ME on this the 17th day of April, 2007.

[Signature]  
NOTARY PUBLIC

MY COMMISSION EXPIRES:  
March 30, 2009  
(SEAL)

**FILED**  
THIS DATE  
JAN 30 2009  
ARTHUR JOHNSTON, CHANCERY CLERK  
BY [Signature] D.C.

PROOF OF WILL

COMES NOW Deirdre S. Harris, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of **LOTTIE ALFORD TAYLOR**, and enters her appearance herein as provided by Section 91-7-7, *Miss. Code Ann.* (1972), as amended, and makes oath before the undersigned authority that **LOTTIE ALFORD TAYLOR**, the above named decedent, signed, published and declared said instrument to be her Last Will and Testament on the 17th day of April, 2007, the day of the date of said instrument, in the presence of this deponent and Molly E. Waldrup, the other subscribing witness, and that said Testatrix was then of sound and disposing mind and memory, more than twenty-one years of age, and having her usual place of abode in Madison County, Mississippi, and that she and Molly E. Waldrup subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of said Testatrix and in the presence of said Testatrix and in the presence of each other, on the day of the date of said instrument.

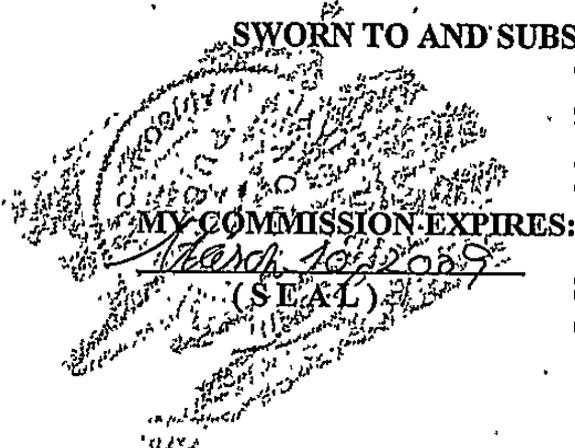
Deirdre S. Harris  
DEIRDRE S. HARRIS

ADDRESS: 259 Joy Lane  
Canton, Ms 39046

STATE OF MISSISSIPPI  
COUNTY OF MADISON

SWORN TO AND SUBSCRIBED BEFORE ME on this the 17th day of April, 2007.

[Signature]  
NOTARY PUBLIC



MADISON COUNTY MS This instrument was filed for record January 30, 2009.

Book 44 Page 5  
ARTHUR JOHNSTON, C. C.

BY: [Signature] D.C.



2009-176

# Last Will and Testament

OF

H. JACK McNEIL

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

I am married to JUDIE P. McNEIL who is also referred to herein as "my wife." She and I have no children. I have four (4) children by previous marriages and they are as follows:

a son, JACK A. McNeil,

**FILED**  
THIS DATE  
FEB 05 2009  
ARTHUR JOHNSTON, CHANCERY CLERK  
BY *[Signature]* D.C.

INITIALED FOR IDENTIFICATION

*H. J. M.*

H.J.M.

a son, MICHAEL RAY McNEIL,  
a daughter, DEBORAH DAY MILLER and  
a daughter, TANYA ANN JONES.

My said wife and children are now living at the time of the execution of this last will and testament and they now comprise the members of my immediate family. The word "descendants" as used in this will shall include any person hereafter born to any of my descendants. Each of the words "children", and "descendants" shall be deemed to include an adopted child or adopted children, irrespective of any provisions of law establishing a contrary.

ARTICLE I.

In is my will and I so hereby direct that there shall be no casket at my funeral and that my body shall be cremated after my death. I hereby request my wife, JUDIE P. McNEIL to dispose of my ashes in any manner she so desires.

ARTICLE II.

I appoint my wife, JUDIE P. McNEIL, as Executrix of this my Last Will and Testament. My Executrix shall not be required to

INITIALED FOR IDENTIFICATION

H. J. M.  
H. J. M.

enter into any bond to insure the faithful performance of her duties, nor be required to return to any Court any formal appraisal, inventory or accounting, including final accounting, of the administration of my Estate.

ARTICLE III.

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

ARTICLE IV.

I give, devise and bequeath all of the rest, residue and remainder of my property of every kind and description, real and personal, tangible and intangible, wheresoever situated and howsoever held, including lapsed legacies and devises, and whether

INITIALED FOR IDENTIFICATION

H. J. M.  
H. J. M.

acquired before or after the execution of this Will, to my wife, JUDIE P. McNEIL, if she survives me.

ARTICLE V.

A. In the event I am predeceased by my said wife, I give, devise and bequeath all of the rest, residue and remainder of my property of every kind and description, real and personal, tangible and intangible, wheresoever situated and howsoever held, including lapsed legacies and devises, and whether acquired before or after the execution of this Will, to my children named on page one (1) and page two (2) of this Will, in equal shares. However, if a child is not alive at the time of distribution, then his or her share shall be distributed to his or her living descendants, per stirpes, if any, and if none, then to my living descendants, per stirpes.

ARTICLE VI.

It is my wish and hope that my wife will, upon her death, devise and bequeath to my children or their descendants, all of the assets she has received from me.

INITIALED FOR IDENTIFICATION

H. J. M.  
H.J.M.

## ARTICLE VII.

If my wife, JUDIE P. McNEIL, shall die simultaneously with me or under such circumstances as to render it impossible or difficult to determine who predeceased the other, I direct that I shall be deemed to have survived her. The provisions of my will shall be construed upon this assumption notwithstanding the provisions of any law establishing a different presumption of order of death or providing for survivorship for a fixed period as a condition of inheritance of property.

## ARTICLE VIII.

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

In addition to the powers afforded to my Executrix by the aforesaid statutes of the Miss. Code Ann. (1972), which statutes are hereby adopted by reference thereto, I specifically give and

INITIALED FOR IDENTIFICATION

H. J. M.  
H. J. M.

grant to her the continuing, absolute, discretionary power to deal with any property, real or personal, held in my estate, as freely as I might in the handling of my own affairs. This shall include the power to sell and transfer any interest I may own in a home or any real estate or personal property of any kind including my personal effects and household goods without prior or subsequent approval of any judicial authority, and without any inventory, appraisement, or accounting to any judicial authority.

ARTICLE IX.

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

ARTICLE X.

The Executrix shall be entitled to reasonable and normal fees for her services and she is hereby also fully empowered to engage

INITIALED FOR IDENTIFICATION

H. J. M.  
H. J. M.

the services of attorneys, accountants, or others capable of rendering services in pursuance of the administration of my estate.

IN WITNESS WHEREOF, I, H. JACK McNEIL, have hereunto subscribed my name to this, my Last Will and Testament consisting of 8 pages, in the presence of two (2) witnesses, who have attested the same in my presence, and at my request and in the presence of each other, on this the 9<sup>th</sup> day of September, 1997.

H. Jack McNeil  
H. JACK McNEIL

WITNESSES:

[Signature]

Christina Beatty

ATTESTATION

We, Laverie F. Stephens and Christina Beatty

\_\_\_\_\_, the subscribing witnesses to the above and foregoing last will and testament of H. JACK McNEIL, certify that the said Testator declared to us that the above and foregoing instrument is his true last will and testament and that he especially requested us to act as subscribing and attesting

witnesses thereto; that said Testator signed said instrument in our presence on the day and year therein mentioned; that we signed said instrument as attesting witnesses on said day and year in the presence of said Testator, and in the presence of each other; and that to the personal knowledge of each of us the said Testator was at such time above the age of eighteen (18) years and of sound and disposing mind, memory and understanding.

This the 9<sup>th</sup> day of September, 1997.



Address 1780 Pinehaven Dr.  
Clinton, Ms. 39056

Christina Beatty

Address 145 Pine Hollow Cir.  
Jackson, MS 39212



STATE OF MISSISSIPPI  
COUNTY OF MADISON

LAST WILL AND TESTAMENT OF  
ESTA LENA BRYANT

FILED THIS 8<sup>th</sup> DAY OF  
August, 20 08  
GERALD W. BOND  
Chancery Clerk  
*[Signature]*  
D.C.

KNOW ALL MEN BY THESE PRESENTS:

That I, Esta Lena Bryant, an adult resident of the County of Madison, State of Mississippi, being over the age of twenty-one (21) 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 all former Wills and Codicils heretofore made by me.

I.

I, hereby give, devise and bequeath unto my two sons, Michael David Bryant and Tim Curtis Bryant, the two houses located at 3820 Fifteenth Street, Gulfport, Mississippi and approximately twenty-five (25) acres I inherited from Dewey Otis Griffin, Sr. located in Forrest County, Mississippi in equal shares, share and share alike.

II

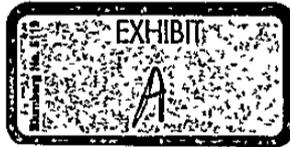
All the rest and remainder of my entire estate, I hereby give, devise, and bequeath unto my husband, Wilroy Bryant

III.

If my husband, Wilroy Bryant, predeceases me, I hereby give, devise and bequeath all the rest and remainder of my property to my two sons, Michael David Bryant and Tim Curtis Bryant, in equal shares, share and share alike, per stirpes.

PAGE ONE OF THE LAST WILL AND  
TESTAMENT OF ESTA LENA BRYANT

Esta Lena Bryant



STATE OF MISSISSIPPI  
COUNTY OF FORREST

ATTESTATION

We, each of the subscribing witnesses to the above and foregoing Last Will and Testament of  
ESTA LENA BRYANT, do hereby certify that the said instrument was signed by ESTA LENA  
BRYANT in our presence and in the presence of each of us, and that we each signed as a  
subscribing witness to said Last Will and Testament, at the request of ESTA LENA BRYANT,  
Testatrix, in her presence and in the presence of each other

WITNESS OUR SIGNATURES on this, the 17<sup>th</sup> day of December, A.D., 1999.

*Kathryn Kuyf*  
WITNESS

77 John Everett Rd. Maclure, MS 39459  
ADDRESS

*Jamie T. Richard*  
WITNESS

12 Baird St. Hattiesburg, MS 39402  
ADDRESS

*David J. Nemi*  
WITNESS

P.O. Box 8 Hattiesburg, MS 39403-0008  
ADDRESS

PAGE THREE OF THE LAST WILL AND  
TESTAMENT OF ESTA LENA BRYANT

*Esta Lena Bryant*

IV.

I hereby nominate and appoint my husband, Wilroy Bryant, to serve as the Executor of this my Last Will and Testament. I relieve him of the necessity of posting bond as Executor and making an appraisal, making any reports, inventories or accounts, and further relieve him of the necessity of filing an inventory. In the event that Wilroy Bryant predeceases me or that he be unwilling or unable to serve as Executor of this my Last Will and Testament, then I appoint my son, Michael David Bryant, as alternate Executor, and relieve him of the same obligations set forth above with respect to Wilroy Bryant.

V.

Should my husband and I be killed in a common accident or disaster or under such circumstances that it would be impossible in the judgment of the Executor of this Will to determine which of did die first, it shall be presumed that my wife survived me and this presumption shall apply throughout the terms and conditions of this Will and the estate disposed of accordingly.

IN WITNESS WHEREOF, I have hereunto set my hand to this my Last Will and Testament on this, the 17<sup>th</sup> day of December, A D., 1999.

WITNESSES:

[Signature]  
[Signature]

[Signature]

PAGE ONE OF THE LAST WILL AND TESTAMENT OF ESTA LENA BRYANT Esta Lena Bryant

MADISON COUNTY MS This instrument was filed for record Feb 5, 2008.  
Book 44 Page 20  
ARTHUR JOHNSTON, C. C.  
BY: [Signature] D.C.



2009-172

LAST WILL AND TESTAMENT

OF

OLIVER KENNETH POWER, III

<p><b>FILED</b> THIS DATE FEB 09 2009 ARTHUR JOHNSTON CHANCERY CLERK BY <i>[Signature]</i> D.C.</p>
---

I, OLIVER KENNETH POWER, III, 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 am married to MARTHA BENNETT POWER, and she is herein referred to as "my wife." I have three (3) adult children, as follows; ALEXANDER KENNETH POWER, OLIVIA POWER LONG and MARGARET POWER KADERLI. I now have four (4) grandchildren, as follows: JULIA BENNETT LONG and MARTHA CATHERINE CRAWFORD LONG, who are the children of my daughter, OLIVIA POWER LONG; and JACOB OLIVER KADERLI and ALEXANDER BENNETT KADERLI, who are the children of my daughter, MARGARET POWER KADERLI.

ITEM II.

I hereby nominate, appoint and designate my wife, MARTHA BENNETT POWER, as Executrix of this my Last Will and Testament, or if my wife shall predecease me or be unable or unwilling to serve in said capacity, then I nominate and appoint MERCHANTS & FARMERS

*[Signature]*  
 \_\_\_\_\_  
 OLIVER KENNETH POWER, III

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

The terms "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 Executor 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 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.

  
 OLIVER KENNETH POWER, III

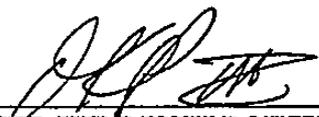
## ITEM IV.

I direct that my Executor 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

I may leave a memorandum written by me and dated, disposing of certain household property, jewelry, china, silverware, furniture, pictures, works of art, other contents of my home and personal effects or items of my tangible personal property. I may also make additions to or deletions from or may rewrite such memorandum from time to time. If such memorandum is in existence at the time of my death, it shall be determinative with respect to all bequests made therein. If no written memorandum is found and properly identified by my Executor within sixty (60) days after my Executor's qualification, it shall be presumed that there is no such memorandum, and any subsequently discovered statement or list shall be ignored.

If no memorandum is found by my Executor, or if such memorandum does not dispose of all of my personal and household effects, then in either of such events, I give and bequeath, in fee, all of my remaining 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 not otherwise disposed of herein, (but excluding cash on hand or on deposit, securities, or other intangibles), to my wife,

  
\_\_\_\_\_  
OLIVER KENNETH POWER, III

MARTHA BENNETT POWER, if my wife survives me. If my said wife, MARTHA BENNETT POWER, does not survive me, then and in such event I give and bequeath all of said personal property to my children, ALEXANDER KENNETH POWER, OLIVIA POWER LONG and MARGARET POWER KADERLI, to be divided among them by my Executor, in my Executor's absolute discretion, in as nearly equal portions as may be practicable, having due regard for the preferences of my children. In the event that any of my children shall predecease me leaving issue, then the share of such deceased child I give and bequeath to the issue of such deceased child, *per stirpes*. If any of my children shall predecease me without leaving issue, then the share of such deceased child I give and bequeath to my remaining children then living, or to the issue, *per stirpes*, of a deceased child. In the event that none of my children survive me with issue, this bequest shall lapse and shall pass as part of my Residuary Estate.

In the division into equal shares, 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 Executor with respect to the legacy so delivered. This authority is given my Executor notwithstanding any statute or rule of law to the contrary.

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

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

  
\_\_\_\_\_  
OLIVER KENNETH POWER, III

## ITEM VI.

I give and devise to my wife, MARTHA BENNETT POWER, if my wife shall survive me, all of my right, title and interest, if any, in and to the house and lot comprising our residence at the time of my death. In the event my said wife shall not survive me, this devise shall lapse and shall pass as part of my Residuary Estate.

## ITEM VII.

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

## ITEM VIII.

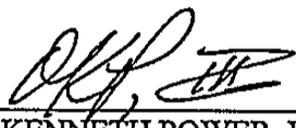
I give, devise and bequeath to MARTHA BENNETT POWER, as Trustee (hereinafter referred to sometimes as "Trustee"), under the terms set forth in this Will, an amount of property equal to the largest amount, but no more, that can pass free of federal estate tax by reason of the unified credit or applicable credit amount available at the date of my death provided under Section 2010 of the Code and that portion of the state death tax credit allowable to my estate under Section 2011 of the Code which does not cause an increase in state death taxes. However, the amount of this bequest shall be reduced by the value of insurance proceeds and any other property which passes at

  
\_\_\_\_\_  
OLIVER KENNETH POWER, III

any time during my life or at my death, either under any other ITEM of my Will or outside of my Will, in such manner as to constitute a part of my gross estate under federal estate tax law or an adjusted taxable gift and for which no marital deduction is allowed under Section 2056 of the Code and no deduction for public, charitable or religious purposes is allowed under Section 2055 of the Code. In computing the dollar amount of property constituting this pecuniary bequest, the values used in finally determining the federal estate tax on my estate shall control. My Executor shall select and distribute to the Trustee the cash or other property to be placed in this trust, and the property so selected shall be valued at the value thereof as of the date or dates of distribution to the trust. This trust shall be for the benefit of my wife and my children. If property passes to this trust which any beneficiary (other than my wife) has disclaimed under Section 2518 of the Code, that beneficiary shall be treated as if deceased on the day before the date of my death and shall not be a beneficiary of this trust, but the children of that beneficiary shall continue as beneficiaries.

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

I direct that the property (hereinafter referred to sometimes as my Trust Estate) so passing to my Trustee shall be administered and disposed of upon the following terms and conditions:

  
\_\_\_\_\_  
OLIVER KENNETH POWER, III

A. This Trust shall be known as the "OLIVER KENNETH POWER, III FAMILY TRUST."

B. I direct that during the lifetime of my wife, the Trustee shall pay to my wife, or for my wife's benefit, such amount or amounts of the net income and/or principal of the Trust Estate as the Trustee may, from time to time in the Trustee's sole discretion, deem necessary or advisable for my said wife's health, support, maintenance and education. Such health, support, maintenance and education shall include, but not be limited to, medical, surgical, hospital and other institutional care, as well as education, having in mind the standard of living to which my wife has been accustomed and the income or principal that may be available to my wife from other sources

C. Upon the death of my wife, or upon my death if my wife shall predecease me, the principal and accumulated income then consisting of my Trust Estate shall be apportioned in equal shares to such of my children as shall then be living (a living child hereinafter sometimes referred to as a "beneficiary") and to the living issue *per stirpes* of such of my children as shall be deceased with issue then living -- such issue representing his or her parent. Any share created for the living issue, *per stirpes*, of a deceased child shall be further divided into separate shares for such deceased child's issue. I direct that the several shares shall be administered and disposed of as separate trusts, as set forth hereinbelow.

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

Page 7 of 19

972732.1/00000 00000

  
 \_\_\_\_\_  
 OLIVER KENNETH POWER, III

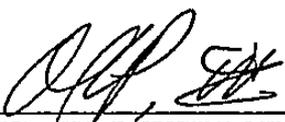
Also, if at any time it should appear to the Trustee, in the Trustee's sole discretion, that the net income above provided for to be paid to the beneficiaries is insufficient to meet their reasonable needs, or if some unforeseen casualty, providence or illness so requires, the principal of the beneficiary's separate share of the Trust Estate shall be invaded for such beneficiary's health, support, maintenance and education, and, in the Trustee's sole discretion, the Trustee may pay over to the beneficiary or the guardian thereof such additional sums as the Trustee deems proper.

2 One-third (1/3) of the separate share held for each beneficiary together with any accumulated income allocable thereto shall be distributed to such beneficiary when he or she attains forty (40) years of age; one-half (1/2) of the balance remaining together with any accumulated income allocable thereto shall be distributed to such beneficiary when he or she attains forty-five (45) years of age; and the balance of each share of the Trust Estate shall be distributed to such beneficiary when he or she attains fifty (50) years of age, and such beneficiary's interest in the Trust Estate shall at that time terminate. If upon the creation of the separate share for the benefit of the beneficiary, such beneficiary has attained at least forty (40) years of age, the Trustee shall distribute to such beneficiary at that time a portion of the Trust Estate in accordance with this paragraph.

3. In the event any of my children shall die after a separate Trust Estate share has been set apart for said child's benefit under this ITEM and before the entire principal of said child's share has been distributed to said child in fee, then and in such event, the Trustee shall distribute that share (or the remainder thereof) then held in trust, *per stirpes*, to said child's issue, if any, under the subparagraph next below, and, if there are no issue, then in equal shares to my then living children or their issue, *per stirpes*; provided, however, that if any of my then living children is a beneficiary of this Trust, the share which is otherwise distributable to such living child shall be added to that Trust share for management and distribution as otherwise provided herein, and any distributions to the issue of any deceased child shall be made under the subparagraph next below.

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

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

  
\_\_\_\_\_  
OLIVER KENNETH POWER, III

The Trustee may request that the beneficiary be examined by a physician designated by the Trustee and if the beneficiary refuses to be examined by such physician, the Trustee shall not make any substantial, outright principal distributions to the beneficiary until such time as the beneficiary agrees to be examined by such physician. As and when the beneficiary whose principal distribution was delayed has recovered from, has resolved, or has been relieved of such condition, the Trustee may then make principal distribution to such beneficiary of the distribution which was delayed by the Trustee in accordance with this provision. During the period in which principal distributions are delayed, the Trustee shall continue to distribute net income to the beneficiary of the trust as provided herein.

E In the event that prior to the time the Trust Estate (and all remaining shares thereof) terminates, all of my issue should die, then, at the death of the last of them, the then remaining Trust Estate shall be distributed to my heirs-at-law as determined under the laws of the State of Mississippi.

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

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

  
\_\_\_\_\_  
OLIVER KENNETH POWER, III

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

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

G. Neither the principal nor the income of the Trust Estate, nor any part of same, shall be liable for the debts of any beneficiary hereunder, nor shall the same be subject to seizure by any creditor of any beneficiary hereunder, and no beneficiary hereunder shall have any power to sell, assign, transfer, encumber or in any manner to anticipate or dispose of his or her interest in the Trust Estate, or any part of same, or any income produced from said Trust Estate, or any part of same

H. In dividing the principal of the Trust Estate into parts or shares, as provided for, the Trustee is authorized and empowered in the Trustee's sole discretion to make division or distribution in kind and partly in money. The judgment of the Trustee concerning the division or distribution of the property among the beneficiaries and concerning the values for the purpose of

  
 \_\_\_\_\_  
 OLIVER KENNETH POWER, III

such division or distribution of the property or securities shall be binding and conclusive on all parties interested therein.

I. The interest of every beneficiary shall vest, anything else in this Trust to the contrary notwithstanding, within the period prescribed by the rule against perpetuities or any statute pertaining thereto. Upon such vesting the principal shall be distributed among those who theretofore had been income beneficiaries and in equal proportions.

ITEM IX.

In the event that my wife, MARTHA BENNETT POWER, survives me, I give, devise and bequeath all of the rest and residue of my estate, real and personal, of whatsoever kind or character, and wheresoever located, outright to my wife.

ITEM X.

If I am not survived by my wife, I give, devise and bequeath the rest and residue of my estate, real and personal, of whatsoever kind or character, and wheresoever located, to the Trustee of the "OLIVER KENNETH POWER, III FAMILY TRUST" created under ITEM VIII of this Will, to be held, administered and distributed as provided in said trust.

ITEM XI.

I hereby grant to my Executor and also to the Trustee of each Trust established hereunder (including any substitute or successor Executor or Trustee or Ancillary Trustee) the continuing, absolute, discretionary power to deal with any property, real or personal, held in my estate or in any Trust, as freely as I might in the handling of my own affairs. Such power may be exercised independently without prior or subsequent approval of any judicial authority, and no person dealing with my Executor or any Trustee hereunder shall be required to inquire into the

  
\_\_\_\_\_  
OLIVER KENNETH POWER, III

propriety of any of their actions. I expressly confer upon my Executor and any Trustee hereunder the specific powers set forth in Section 91-9-101 through Section 91-9-119 of the Mississippi Code of 1972, as now enacted or hereinafter amended, except as herein modified. Without limiting the generality of the foregoing, I hereby grant to my Executor, and to any Trustee hereunder, the following specific powers and authority in addition to and not in substitution of powers conferred by law:

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

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

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

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

E. To invest and reinvest in common stocks, preferred stocks, bonds, options, partnership interests, limited liability company interests, securities and other property, real or personal, foreign or domestic, whether or not such investments be of the character permissible for

  
\_\_\_\_\_  
OLIVER KENNETH POWER, III

investments by fiduciaries under any applicable law, and without regard to the effect any such investment or reinvestment may have upon the diversity of the investments.

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

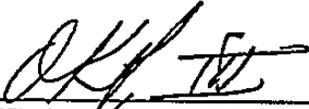
G. To lease any such property beyond the period fixed by statute for leases made by a Trustee and beyond the duration of the Trust Estate or any Trust created hereunder.

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

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

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

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

  
\_\_\_\_\_  
OLIVER KENNETH POWER, III

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

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

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

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

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

  
\_\_\_\_\_  
OLIVER KENNETH POWER, III

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

Q To elect, or not elect, in the Trustee's sole and absolute discretion, to treat all or any portion of estimated tax paid by any Trust created hereunder as a payment by a beneficiary of such Trust, which election may be made pro rata among the beneficiaries or otherwise in the discretion of the Trustee, whose decision shall be conclusive and binding upon all parties in interest.

R To invest any part or all of the principal of the Trust Estate in any common trust fund, legal or discretionary, which may be established and operated by and under the control of the Trustee.

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

#### ITEM XII.

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

Upon the death, resignation or removal of MARTHA BENNETT POWER as Trustee, MERCHANTS & FARMERS BANK, Kosciusko, Mississippi, shall be the successor Trustee.

My children may, by majority vote, discharge the Trustee and appoint a successor Trustee. In addition, any adult beneficiary may petition the court for the removal of the Trustee and appointment of a successor Trustee. In either event, such successor Trustee must be a trust company or bank qualified to act as such, or an independent individual who is qualified to act as such,

provided that in no event may any beneficiary or the spouse of any beneficiary be appointed as successor Trustee. In the event that a successor Trustee shall not be appointed within a reasonable time, the then acting Trustee may apply to a court of competent jurisdiction for leave to resign, for the appointment of a successor and the judicial settlement of all accounts. 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(s)

Upon the death, resignation or discharge of a Trustee where no successor Trustee is otherwise named herein, a successor Trustee may be appointed on petition of the beneficiary or beneficiaries by a court of competent jurisdiction.

Each Trust herein created is a private Trust, and the Trustee shall not be required to obtain the order or approval of any court for the exercise of any power or discretion herein given. The Trustee of each Trust herein created shall not be required to enter into any bond as Trustee, nor shall the Trustee be required to return to any court any periodic formal accounting of the Trustee's administration of said Trust, but said Trustee shall render annual accounts to the various beneficiaries of each Trust herein created. No person paying money or delivering property to the Trustee of each Trust herein created shall be required to see to its application.

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

Each Trustee is hereby authorized to receive and retain for the Trustee's services of administering the Trust reasonable fees and compensation in accordance with that which is

  
\_\_\_\_\_  
OLIVER KENNETH POWER, III

customarily and generally charged by institutions for performing Trust services of the nature involved in the Trust.

ITEM XIII.

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 XIV.

In the event that both my said wife and I should die in a common accident, or under such circumstances that it cannot be determined which of us is the survivor, I hereby declare that my wife shall be deemed to have survived me, and this Will and all of its provisions shall be construed upon that assumption.

ITEM XV.

If any beneficiary other than my wife 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.

ITEM XVI.

This Last Will and Testament consists of nineteen (19) typewritten pages, on each of which I have signed my name or initials for greater security and identification.

  
\_\_\_\_\_  
OLIVER KENNETH POWER, III

IN WITNESS WHEREOF, I have hereunto subscribed my name this the 14<sup>th</sup> day of May, 2004.

Oliver Kenneth Power, III  
OLIVER KENNETH POWER, III

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

WITNESSES:

Soliceia V. Turner  
NAME  
2944 Manwood Drive  
ADDRESS  
Jackson, MS 39212

Carolyn M. Barrett  
NAME  
119 Mandon Lane  
ADDRESS  
Pearl, MS 39208

Willie E. Dossott  
NAME  
2014 East Bourne Place  
ADDRESS  
Jackson, Ms. 39211

AFFIDAVIT OF SUBSCRIBING WITNESSES

STATE OF MISSISSIPPI  
COUNTY OF HINDS

This day personally appeared before me, the undersigned authority in and for said county and state, FELICIA V. TURNER, CAROLYN M. BARRETT, and WILLIAM E. DOSSETT, the subscribing witnesses to a certain instrument of writing purported to be the Last Will and Testament of OLIVER KENNETH POWER, III, of Ridgeland, County of Madison, State of Mississippi, who having been by me first duly sworn, makes oath that the said OLIVER KENNETH POWER, III signed, published and declared said instrument as his Last Will and Testament on May 14, 2004, in the presence of FELICIA V. TURNER, CAROLYN M. BARRETT, and WILLIAM E. DOSSETT, the subscribing witnesses, that said Testator was then of sound and disposing mind and memory and above the age of eighteen (18) years, and the affiants make oath that FELICIA V. TURNER, CAROLYN M. BARRETT, and WILLIAM E. DOSSETT, the said witnesses, subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and request and in the presence of said Testator, and in the presence of each other.

SIGN NAME OF WITNESS:

Felicia V. Turner  
Name & Address of Witness:  
2944 Meadow Drive  
Jackson, MS 39212

SIGN NAME OF WITNESS:

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

SIGN NAME OF WITNESS:

William E. Dossett  
Name & Address of Witness:  
William E. Dossett  
112 Castle Ridge Cove  
Madison, MS 39110

Sworn to and subscribed before me this, the 17th day of May, 2004.

Michelle Williams Tabb  
NOTARY PUBLIC



MADISON COUNTY MS This instrument was  
filed for record February 9th, 2009.  
Book 44 Page 23  
ARTHUR JOHNSTON, C. C.  
BY: Daniel D.C. 

2009-191-G

# Last Will and Testament

OF  
MARGUERITE MAY RUBLE

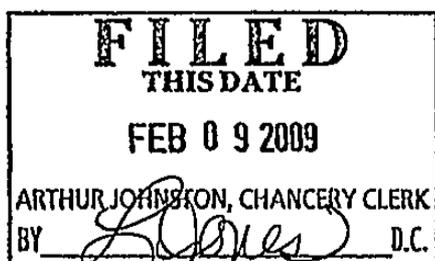
I, MARGUERITE MAY RUBLE, an adult resident citizen of Madison County, Mississippi, being of sound and disposing mind, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all former wills and codicils heretofore executed by me.

## ARTICLE I.

I hereby nominate and appoint A. PRESTON MAY as Executor of my Last Will and Testament, and do hereby waive the necessity of his entering any bond as Executor and I also waive the necessity of having A. PRESTON MAY present a formal appraisement, inventory or accounting of my estate.

## ARTICLE II.

In the event that A. PRESTON MAY shall predecease me, or in the event that A. PRESTON MAY and I die simultaneously as a result of a common disaster, I hereby nominate and appoint CHARLES ANSE MAY as Executor of my Last Will and Testament, and do hereby waive the necessity of his entering any bond as Executor and I also waive the necessity of having CHARLES ANSE MAY present a formal appraisement, inventory, or accounting of my estate.



Marguerite May Ruble

ARTICLE III.

If at the time of my death, I own the real property located in Rankin County, Mississippi, I will and direct that all of the marketable timber on said property be clear cut and the proceeds therefrom become a part of my estate. I further direct that thereafter said real property be appraised; that said property be sold to A. PRESTON MAY, ROMA M. DONNELL, or EDITH M. BLACKMON, or one of their children, for its appraised value; and that the proceeds therefrom shall become a part of my estate. In the event that more than one such family member shall desire to purchase said real property, the property shall be sold to the family member offering the highest sum above its appraised value. If no such family member desires to purchase said real property, then said real property shall be sold to any willing buyer for at least its appraised value and the proceeds therefrom shall become a part of my estate.

ARTICLE IV.

I devise and bequeath unto A. PRESTON MAY, ROMA M. DONNELL, and EDITH M. BLACKMON, in equal shares, to share and share alike, all of the property of which I am seized and possessed at the time of my death, both real, personal or mixed, of whatever situate.

ARTICLE V.

In the event that A. PRESTON MAY, ROMA M. DONNELL, or EDITH M. BLACKMON shall predecease me, I devise and bequeath their respective shares of my estate as follows:

Marquerita May Ruble

- A. In the event that A. PRESTON MAY predeceases me, I devise and bequeath his share of my estate unto VIRGINIA MAY SWILLEY and CHARLES ANSE MAY, in equal shares;
- B. In the event that ROMA M. DONNELL predeceases me, I devise and bequeath her share of my estate unto CAROLYN DONNELL ADEN; and,
- C. In the event that EDITH M. BLACKMON predeceases me, I devise and bequeath her share of my estate unto FRANCIS REBECCA BLACKMON, SARAH M. BLACKMON LEWIS and ALLEN BLACKMON, in equal shares.

IN WITNESS HEREOF, I have heretofore subscribed my name, this the 2nd day of August, 1994.

Marguerite May Ruble  
MARGUERITE MAY RUBLE

A T T E S T A T I O N

WE, the undersigned subscribing witnesses in and for the foregoing Last Will and Testament of MARGUERITE MAY RUBLE, do hereby acknowledge and attest that the same was exhibited to us by the said MARGUERITE MAY RUBLE as her Last Will and Testament, and that she signed the same in our presence and in the presence of each of us, and that at her request and in the presence of each other, we signed the same as subscribing witnesses thereto.

THIS the 2nd day of August, 1994.

Ruby Michele Bell  
WITNESS

Deborah Kay Robinson  
WITNESS

Marguerite May Ruble

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF HINDS

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction aforesaid, the within named Ruby Michele Bell, who, being by me first duly sworn according to law, says on oath:

1. That this Affiant is one of the subscribing witnesses to the annexed and foregoing Last Will and Testament of MARGUERITE MAY RUBLE, who was personally known to the Affiant, and whose signature is affixed to said Last Will and Testament, which Last Will and Testament is dated the 2<sup>nd</sup> day of August, 1994.

2. That on the 2<sup>nd</sup> day of August, 1994, the said MARGUERITE MAY RUBLE signed, published and declared said instrument of writing as her Last Will and Testament in the presence of this Affiant and in the presence of Deborah Kay Robinson, the other subscribing witness to said instrument.

3. That said MARGUERITE MAY RUBLE was on the 2<sup>nd</sup> day of August, 1994, of sound and disposing mind and memory and above the age of twenty-one (21) years.

4. That said MARGUERITE MAY RUBLE was not acting under duress, menace, fraud, undue influence, or misrepresentation at the time of executing said Last Will and Testament.

5. That this Affiant, together with Deborah Kay Robinson, 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 MARGUERITE MAY RUBLE, and in the presence of each other.

6. That Affiant's address is 1239 Greenbriar Street, Jackson, Mississippi 39211.

Ruby Michele Bell  
Ruby Michele Bell

SWORN TO AND SUBSCRIBED BEFORE ME, this the 2<sup>nd</sup> day of August, 1994.

My Commission Expires 4/22/98  
Rebecca B. Owen  
NOTARY PUBLIC  
HINDS COUNTY, MS.

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF HINDS

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction aforesaid, the within named Deborah Kay Robinson, who, being by me first duly sworn according to law, says on oath:

1. That this Affiant is one of the subscribing witnesses to the annexed and foregoing Last Will and Testament of MARGUERITE MAY RUBLE, who was personally known to the Affiant, and whose signature is affixed to said Last Will and Testament, which Last Will and Testament is dated the 2nd day of August, 1994.

2. That on the 2nd day of August, 1994, the said MARGUERITE MAY RUBLE signed, published and declared said instrument of writing as her Last Will and Testament in the presence of this Affiant and in the presence of Ruby Michele Bell, the other subscribing witness to said instrument.

3. That said MARGUERITE MAY RUBLE was on the 2nd day of August, 1994, of sound and disposing mind and memory and above the age of twenty-one (21) years.

4. That said MARGUERITE MAY RUBLE was not acting under duress, menace, fraud, undue influence, or misrepresentation at the time of executing said Last Will and Testament.

5. That this Affiant, together with Ruby Michele Bell, 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 MARGUERITE MAY RUBLE, and in the presence of each other.

6. That Affiant's address is 200 Stonecastle, Brandon, Mississippi 39042.

*Deborah Kay Robinson*  
Deborah Kay Robinson

SWORN TO AND SUBSCRIBED BEFORE ME, this the 2nd day of August, 1994.

My Commission Expires 4/22/98  
*Arthur Johnston, C.C.*  
NOTARY PUBLIC  
MADISON COUNTY, MS

MADISON COUNTY MS This instrument was  
filed for record February 9, 2009  
Book 44 Page 43  
ARTHUR JOHNSTON, C C  
BY: *Robert* D.C.



FILED  
 THIS DATE  
 FEB 12 2009  
 ARTHUR JOHNSTON, CHANCERY CLERK  
 BY *Arthur Johnston* D.C.

2008-1319

LAST WILL AND TESTAMENT

OF

ELIZABETH J. EADES

I, ELIZABETH J. EADES, residing in the Borough of Mountain Lakes, County of Morris and State of New Jersey, being of sound and disposing mind, memory and understanding, do hereby make, publish and declare this to be my Last Will and Testament, in manner and form following, hereby revoking any and all Wills and Codicils heretofore made by me:

FIRST: I direct that all my just debts and funeral expenses be paid as soon after my death as may be convenient.

SECOND: All of the rest, residue and remainder of my estate, whether real, personal or mixed, and wheresoever situate, I do hereby give, devise and bequeath unto my husband, CHARLES H. EADES, fully and absolutely.

THIRD: In the event that my husband, CHARLES H. EADES, should predecease me or should fail to survive me for a period of thirty days, I then give, devise and bequeath all of my estate whether real, personal or mixed, and wheresoever situate, equally unto my children, CHARLES ERIC EADES, PHILIP FULCROD EADES and JULIANA PENN EADES.

FOURTH: I nominate, constitute and appoint my husband, CHARLES H. EADES, to be the executor of this my Last Will and Testament, but in the event that he should die, resign or be unable for any reason to

assume or perform completely the duties of this office, I then nominate, constitute and appoint my son, CHARLES ERIC EADES, to be the executor of this my Last Will and Testament.

FIFTH: I direct that no bond or security shall be required of any executor appointed by me in the performance of their duties in this or any other jurisdiction.

LASTLY, I give to my executor full power and authority to sell, assign, transfer, mortgage or convey any and all real and personal property which I may own at the time of my death, at public or private sale, at such times, for such prices and upon such terms as he may deem most advantageous for my estate, and to execute and deliver good and sufficient transfers and conveyances therefor.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 18th day of December, One Thousand Nine Hundred and Seventy-four.

Elizabeth J. Eades (L.S.)  
ELIZABETH J. EADES

The foregoing Will consisting of two pages, including this page, was signed, sealed, made, published and declared by the said ELIZABETH J. EADES, the Testatrix, as and for her Last Will and Testament in the presence of each of us, who, at her request, were present at the same time and who subscribed our names as witnesses thereto in the presence of the Testatrix and of each other.

[Signature]

Mountain Lakes, N.J.

Lois D. Johnson

Mountain Lakes, N.J.



PROOF OF WILL

STATE OF NEW JERSEY

COUNTY OF MORRIS

Personally came and appeared before me, A NOTARY PUBLIC OF NJ, the undersigned authority in and for the jurisdiction aforesaid, Lois D. Johnson, credible and competent subscribing witness to the foregoing instrument of writing dated the 18th day of December, 1974, purporting to be the Last Will and Testament of Elizabeth J. Eades, who having been first duly sworn, stated on oath that the said, Elizabeth J. Eades, now deceased, signed, made, published and declared said instrument as her Last Will and Testament on the 18th day of December, 1974, the date of said instrument, in the presence of this affiant; that the Testatrix was then of sound and disposing mind and memory, and above the age of twenty-one (21) years; that the Testatrix was acting voluntarily without undue influence, fraud or restraint; that the affiant subscribed and attested said instrument as witness to the signature and publication thereof, at the special instance of Elizabeth J. Eades, and in the presence of Elizabeth J. Eades; that the Testatrix at the time of the attestation was mentally capable of recognizing, and actually conscious of said act and attestation; that the subscribing witness was, at the time of said attestation, competent under the laws of the State of New Jersey; that at the time of said attestation the Testatrix, Elizabeth J. Eades, indicated to the affiant that she was a resident of and had a fixed place of residence in Mountain Lakes, County of Morris, State of New Jersey, and that this Proof of Will is attached to the original of that certain foregoing written instrument signed, made, published and declared by the said Testatrix, Elizabeth J. Eades, as her Last Will and Testament on the 18th day of December, 1974.

Lois D. Johnson  
LOIS D. JOHNSON

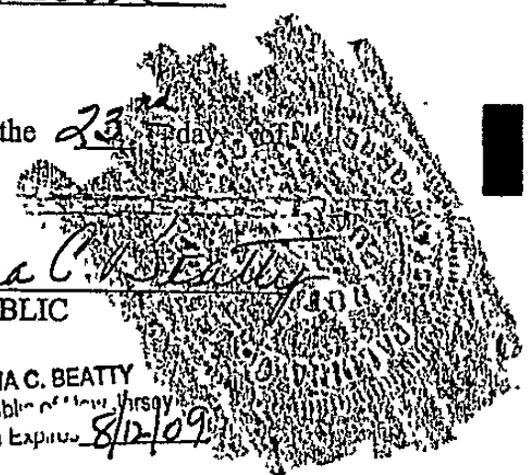
SWORN TO AND SUBSCRIBED before me on this, the 23 day of January 2009.

Palmira C. Beatty  
NOTARY PUBLIC

My Commission Expires:

Aug 12, 2009

PALMINA C. BEATTY  
A Notary Public of the State of New Jersey  
My Commission Expires 8/12/09



PROOF OF WILL

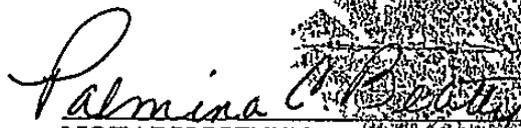
STATE OF NEW JERSEY

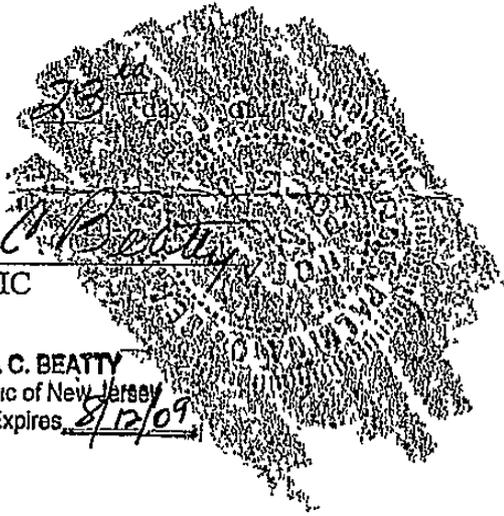
COUNTY OF MORRIS

Personally came and appeared before me, A NOTARY PUBLIC OF NJ the undersigned authority in and for the jurisdiction aforesaid, George W. Johnson, credible and competent subscribing witness to the foregoing instrument of writing dated the 18th day of December, 1974, purporting to be the Last Will and Testament of Elizabeth J. Eades, who having been first duly sworn, stated on oath that the said, Elizabeth J Eades, now deceased, signed, made, published and declared said instrument as her Last Will and Testament on the 18th day of December, 1974, the date of said instrument, in the presence of this affiant; that the Testatrix was then of sound and disposing mind and memory, and above the age of twenty-one (21) years; that the Testatrix was acting voluntarily without undue influence, fraud or restraint; that the affiant subscribed and attested said instrument as witness to the signature and publication thereof, at the special instance of Elizabeth J. Eades, and in the presence of Elizabeth J. Eades; that the Testatrix at the time of the attestation was mentally capable of recognizing, and actually conscious of said act and attestation; that the subscribing witness was, at the time of said attestation, competent under the laws of the State of New Jersey; that at the time of said attestation the Testatrix, Elizabeth J. Eades, indicated to the affiant that she was a resident of and had a fixed place of residence in Mountain Lakes, County of Morris, State of New Jersey; and that this Proof of Will is attached to the original of that certain foregoing written instrument signed, made, published and declared by the said Testatrix, Elizabeth J. Eades, as her Last Will and Testament on the 18th day of December, 1974

  
\_\_\_\_\_  
GEORGE W. JOHNSON

SWORN TO AND SUBSCRIBED before me on this, the 28 day of January, 2009.

  
\_\_\_\_\_  
NOTARY PUBLIC



My Commission Expires:

Aug 12, 2009

PALMINA C. BEATTY  
A Notary Public of New Jersey  
My Commission Expires 8/12/09

MADISON COUNTY MS This instrument was filed for record February 12, 2009

Book 44 Page 50

ARTHUR JOHNSTON, C. C.  
BY R. Sellers B.C.



2008-1205

LAST WILL AND TESTAMENT

OF

ROSETTA BROWN

I, ROSETTA BROWN of 500 Welch Street, Canton, Mississippi 39046, a single female being over the age of eighteen (18) years of age and of sound and disposing mind, realizing the certainty of death and the uncertainty of life, declare this to be my Last Will and Testament and revoke any other Wills and Codicils I may have heretofore made.

I.

I hereby appoint my son, John Brown of 175 Stratford Place, Jackson, Mississippi 39206 as Executor of my Last Will and Testament and estate. If he is unable or unwilling to serve or does not survive me, I hereby appoint my granddaughter, Linda R. Clay of 19958 Myers Road, Detroit, Michigan 48235 as Executrix of my Last Will and Testament of my estate.

II.

I hereby direct my Executor/Executrix to pay all my just debts, including funeral expenses as soon after my death as can be conveniently done.

III.

I give, devise and bequeath my home and property located at 500 Welch Street, Canton, Mississippi more fully described as:

One hundred (100) feet evenly off the west side of Lot 20 of Block "C" of CANTON HEIGHTS, an addition to the City of Canton, Madison County, Mississippi, when described with reference to map or plat of said addition now on file and of record in Plat Book 3 at page 71 thereof in the Chancery Clerk's Office for said County, reference to said map or plat being here made in aid of and as a part of this description,

FILED  
THIS DATE  
FEB 12 2009  
ARTHUR JOHNSTON, CHANCERY CLERK  
BY *[Signature]* D.C.

*[Signature]*

and which may be further described as: BEGINNING at the southwest corner of said Lot 20 and run thence east along the north line of Edwards Avenue 100 feet, thence north 50 feet, thence west 100 feet to the east line of Welsh Street, thence South along the east line of Welsh Street 50 feet to the point of beginning.

This property here conveyed fronts 50 feet on the east side of Welsh Street and 100 feet on the North side of Edwards Avenue.

to my son, John Brown and my three granddaughters, Linda R. Clay, Chauntina J. Mays and Karen T. Mays as joint tenants in common.

IV.

I give devise and bequeath all of my household furniture and appliances to my son, John Brown.

V.

I hereby request that my daughter, Rosie B. Brown, is not to take any property, real, personal, or mixed under this will.

RESIDUARY ESTATE

All of my residuary estate, being all of my other property, real, personal, or mixed, wherever situated, in which I may have any interest at the time of my death, not otherwise effectively disposed of, I give, devise and bequeath to my son, John Brown and my three granddaughters, Linda R. Clay, Chauntina J. Mays and Karen T. Mays to share and share alike.

IN WITNESS WHEREOF, I have signed, published and declared this instrument as my Last Will and Testament, in the city of Jackson, Hinds County, Mississippi, on the 14 day of JUNE, 2000.

Rosetta Brown  
ROSETTA BROWN

ATTESTATION

We, the undersigned subscribing witnesses to the within and foregoing Last Will and Testament of ROSETTA BROWN, do hereby acknowledge and attest that the same was exhibited to us by the said ROSETTA BROWN as her Last Will and Testament, that she signed same in our presence and in the presence of each other, we signed the same as subscribing witnesses thereto.

THIS, the 14 day of June, 2000.

Gwenetta L. Holloway  
SIGNATURE OF WITNESS

Gwenetta L. Holloway  
PRINT NAME

3480 Cash Grande Cir  
ADDRESS  
Jxn, MS 39209

Lynn Ellis  
SIGNATURE OF WITNESS

Lynn Ellis  
PRINT NAME

809 North State  
ADDRESS  
Jackson, Ms. 39202

MADISON COUNTY MS This instrument was filed for record February 12, 2009.

R B

Book 44 Page 52  
ARTHUR JOHNSTON, C C  
BY: Rogers D.C.



## LAST WILL AND TESTAMENT

OF

ALICE WATTS BARRETT

STATE OF MISSISSIPPI

COUNTY OF MADISON

I, ALICE WATTS BARRETT, a resident citizen of Madison County, Mississippi, being of sound and disposing mind, memory and understanding, and being over the age of twenty-one (21) years, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all Wills, Testaments and Codicils thereto heretofore made by me.

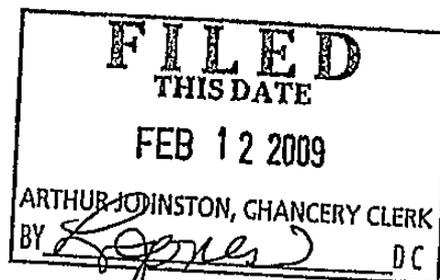
## ITEM I

I hereby direct that all of my just and lawful debts duly probated be paid, including expenses of my funeral and a suitable marker for my grave; that the administration of my estate be completed and closed as soon after my death as may be reasonably possible.

## ITEM II

All the rest, residue and remainder of my property, real, personal, and mixed, of whatsoever kind and nature and wheresoever situated, including lapsed legacies and bequests, of which I shall die seized and possessed or to which I shall have any power of appointment, I do hereby give, devise and bequeath to my son, RAYMOND SAMUEL BARRETT.

  
ALICE WATTS BARRETT

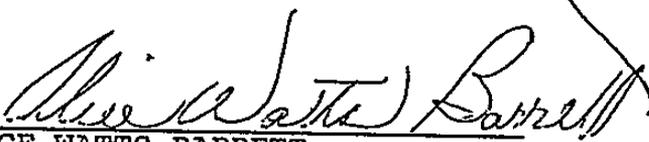


ITEM III

I hereby appoint, nominate and constitute my son, RAYMOND SAMUEL BARRETT, as Executor of this my Last Will and Testament. In the event he shall be deceased at the time of my death, or unable or unwilling to serve as Executor, then, and in that event only, I appoint JAMES H. HERRING to serve as Executor of this my Last Will and Testament, and hereby grant to him the same powers and authority as set forth for my Executor. My Executor shall have full and plenary power and authority to do and perform any act deemed by him to be for the best interest of my estate, without any limitations whatsoever, and without surety bond, and said authority shall include, but shall not be limited to the right to take possession, hold, manage, invest and reinvest the same, and to collect the income, dividends, rents, interests and profits therefrom, and to employ and to pay any attorneys, agents or accountants that he may deem necessary and for the best interest of my estate and to pay unto himself a just and reasonable compensation as Executor.

The foregoing Will consists of Three Pages, at the bottom of each of which I have signed my name.

IN WITNESS WHEREOF, I have hereunto set my hand to this my Last Will and Testament on this the 18 day of May, 1988.

  
ALICE WATTS BARRETT

*Watts  
MHB*

STATE OF MISSISSIPPI  
COUNTY OF MADISON

We, each of the subscribing witnesses to the Last Will and Testament of ALICE WATTS BARRETT, do hereby certify that said instrument was signed by the said ALICE WATTS BARRETT in our presence and in the presence of each of us, and that the said ALICE WATTS BARRETT declared the same to be her Last Will and Testament in the presence of each of us, and that we each signed as subscribing witnesses to said Will at the request of ALICE WATTS BARRETT, in her presence and in the presence of each other.

[Signature]  
ADDRESS: 232 E. Sessoms  
Canton, Ms 39046

[Signature]  
ADDRESS: Route 3, Box 6  
Canton, Ms. 39046

[Signature]  
ALICE WATTS BARRETT

# Last Will and Testament

OF

LUCY FAYE TILL ELLINGTON

2009-256-B

STATE OF MISSISSIPPI

COUNTY OF HINDS

I, LUCY FAYE TILL ELLINGTON, of Jackson, Mississippi, being of sound and disposing mind and memory and of lawful age, do hereby make, publish and declare this as my LAST WILL AND TESTAMENT, and I hereby specifically revoke any and all former wills and testaments and codicils which I have heretofore made.

ITEM I.

I hereby appoint my husband, WALTER MURRAY ELLINGTON, Executor of this my LAST WILL AND TESTAMENT and my estate. If my husband is unable or unwilling to serve in such capacity, I appoint my sons, W. M. ELLINGTON, JR. and JAMES CALVIN ELLINGTON as Executors of this my LAST WILL AND TESTAMENT and my estate. If my said sons are unable or unwilling to serve in such capacity, I then appoint TRUSTMARK NATIONAL BANK OF JACKSON, MISSISSIPPI Executor of my LAST WILL AND TESTAMENT and my estate.

A.

In any event, I direct that no bond, appraisal, inventory or accounting be required of my Executor(s) insofar as the same may be legally waived.

B.

I hereby direct that my Executor(s) shall, out of the property and estate coming into their (his)(its) hands which is subject to

<b>FILED</b>
THIS DATE
FEB 19 2009
ARTHUR JOHNSTON, CHANCERY CLERK
BY <i>L. Jones</i> D.C.

the payment of debts, pay all of my just debts which are properly probated and allowed as claims against my estate and all expenses of my last illness and funeral.

C.

I hereby direct that my Executor(s) shall not be required to reduce any or all of my personal or real property to cash during the administration of my estate, but in their (his) (its) discretion may sell only so much of my property as is necessary to obtain adequate cash (in addition to the cash which I leave at the time of my death) to pay taxes, debts, and the costs of the administration of my estate, and after the payment of the said items, my Executor(s) are authorized in their (his) (its) sole discretion to make distribution to my devisees and legatees either in cash or in kind or in both.

D.

I hereby direct that my Executor(s) shall have with reference to my estate all of the powers during the administration of my estate as are granted to trustees under the Mississippi Uniform Trustee's Powers Law, more specifically SS91-9-101, Miss. Code Ann. (1972), including the power to sell any of my real or personal property at public or private sale for cash or credit, or to mortgage, pledge, lease or exchange

it, all to be exercisable without court order.

E.

I hereby authorize my Executor(s) to acquire any necessary cemetery lot or lots for my burial and any appropriate marker for my grave, the expense of such to be paid for out of my residuary estate.

ITEM II.

I give, devise and bequeath unto the Trustees of the Lucy Faye Till Ellington Family Trust assets having a value equal to an amount that will derive the maximum benefit from the Federal Unified Credit for Estate Tax then in effect. To the extent possible, assets which do not qualify for the marital deduction for purposes of the federal estate tax shall be allocated to the property passing to the Lucy Faye Till Ellington Family Trust. The trust property is to be held, administered and distributed as directed in the instrument creating said trust, as follows:

A.

TRUSTEES: The Trustees shall be my sons, W. M. ELLINGTON, JR. and JAMES CALVIN ELLINGTON. If my said sons should be unable or unwilling to serve, I then appoint TRUSTMARK NATIONAL BANK OF JACKSON as Trustee.

B.

CORPUS: The corpus of this trust

shall be the funds and other property distributed to the Trustees by my estate and any other property acquired by the Trustees from any other source except by way of income.

C.

BENEFICIARIES: My husband, WALTER MURRAY ELLINGTON, shall be the primary beneficiary of this trust. My sons shall also be secondary beneficiaries.

D.

MANAGEMENT OF THE TRUST ESTATE: It shall be the duty of the Trustees to take and hold the trust property to invest and reinvest the same and to manage and administer the trust in accordance with the provisions of this instrument and of the law and to make distribution in accordance herewith.

E.

DISTRIBUTION OF INCOME: Net income shall be paid to the primary beneficiary at least annually. The primary purpose of this trust shall be to provide for necessary support, maintenance, medical care and general welfare of my husband, taking into consideration his needs and all other circumstances and factors which the Trustees consider pertinent.

F.

TRUST PERIOD: This trust shall

continue during the term hereof and shall terminate upon the death of my husband.

G.

DISTRIBUTION OF CORPUS: The Trustees are authorized to distribute any part or all of the corpus of the trust to or for my husband if the opinion of the Trustees, the income is inadequate to care for the support, maintenance, medical care and welfare of my husband.

Upon the termination of the trust, the Trustees shall distribute all of the remaining trust estate to my sons, share and share alike.

If one or more of my sons should die prior to the termination of the trust leaving issue, then such issue shall take per stirpes the share to which their deceased parent would have been entitled had he or she survived.

If at the termination of this trust, all of the beneficiaries have died and there are no descendants of mine in existence, then and in that event, the trust estate shall be distributed to my heirs, per stirpes.

H.

TRUSTEES' POWERS: I specifically grant to the Trustees all power that are granted under the Mississippi Uniform Trustees' Powers Law, including the power

to sell any of my real or personal property at public or private sale for cash or on credit or to mortgage, pledge, lease or exchange any of such property, all to be exercised without court order.

## ITEM III

I give, devise and bequeath unto my husband, WALTER MURRAY ELLINGTON, all of the rest and residue of my property and estate of every kind and character wheresoever situated.

This Will consists of Seven (7) Pages.

IN WITNESS WHEREOF, I have hereunto set my hand, on this the Feb. day of 20<sup>th</sup>, 1990, A.D.

*Lucy Faye Till Ellington*  
LUCY FAYE TILL ELLINGTON

WITNESSES:

*R. E. Lundell*

*Carole K. Lundell*

The foregoing instrument, was signed, sealed, published and declared by LUCY FAYE TILL ELLINGTON as her LAST WILL AND TESTAMENT, in our presence, and we, at her request and in her presence and in the presence of each other have hereunto subscribed our names as witnesses.

PAGE SIX OF SEVEN PAGES

WITNESSES:

NAME:

R. E. Swindell

ADDRESS:

10 Tundra Oak Circle Suite E  
Jackson MS 39209

Carole K. Swindell

1449 Mason Rd  
Jackson MS 39209

STATE OF MISSISSIPPI

COUNTY OF HINDS

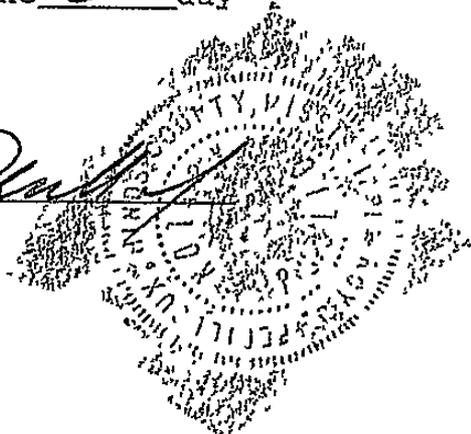
AFFIDAVIT OF SUBSCRIBING WITNESS

THIS DAY personally appeared before me, the undersigned authority, one of the subscribing witnesses to a certain instrument of writing, to the LAST WILL AND TESTAMENT OF LUCY FAYE TILL ELLINGTON, affiant of the County of Hinds, First Judicial District, Mississippi, who having first been sworn, makes oath that the said LUCY FAYE TILL ELLINGTON, published and declared said instrument as her LAST WILL AND TESTAMENT on the 20TH day of FEBRUARY, 1990, the date of the date of said instrument in the presence of this affiant and R. E. SWINDOLL, SR, the other subscribing witness to said instrument; that said testator was then of sound and disposing mind and memory, twenty-one years and upward age, and she, the said affiant and R. E. SWINDOLL, SR., have subscribed and attested said instrument as witnesses to the signature and publication thereof, as the special instance and request, and in the presence of said testator, and in the presence of each other.

Carole K Swindoll  
CAROLE K. SWINDOLL

SWORN TO AND SUBSCRIBED before me, this the 20<sup>th</sup> day of February, 1990.

[Signature]  
NOTARY PUBLIC



My Commission Expires:  
12/9/91

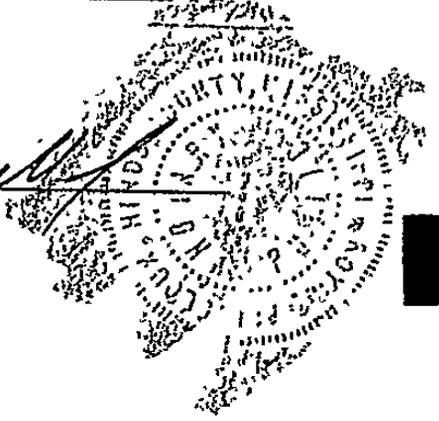
STATE OF MISSISSIPPI  
COUNTY OF HINDS

AFFIDAVIT OF SUBSCRIBING WITNESS

THIS DAY personally appeared before me, the undersigned authority, one of the subscribing witnesses to a certain instrument of writing, purporting to be the LAST WILL AND TESTAMENT OF LUCY FAYE TILL ELLINGTON, affiant, of the First Judicial District of Hinds County, Mississippi, who having first been duly sworn, makes oath that the said LUCY FAYE TILL ELLINGTON, published and declared said instrument as her LAST WILL AND TESTAMENT on the 20TH day of February, 1990, the date of the date of said instrument in the presence of this affiant and CAROLE K. SWINDOLL, the other subscribing witness to said instrument; that said testator was then of sound and disposing mind and memory, twenty-one years and upward of age, and he, the said affiant and CAROLE K. SWINDOLL, have subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of said testator, and in the presence of each other.

R. E. Swindoll, Sr.  
R. E. SWINDOLL, SR.

SWORN TO AND SUBSCRIBED before me, this the 20<sup>th</sup> day of February, 1990.

[Signature]  
NOTARY PUBLIC  


My Commission Expires:  
12/9/91

MADISON COUNTY MS This instrument was  
filed for record February 19, 2009.  
Book 44 Page 58  
ARTHUR JOHNSTON, C. C.  
BY: [Signature] D.C. 

FEB 20 2009

ARTHUR JOHNSTON, CHANCERY CLERK

BY [Signature] D.C.

## Last Will and Testament

2009-249

I, Elaine Daigle Barnes, presently residing at 309 Longmeadow Cove, Ridgeland, MS 39157 do hereby make, publish and declare this to be my last will and testament and do hereby revoke any and all other Wills & Codicils heretofore made by me.

First, I am married to James William Barnes

Second, I order and direct that my just debts and funeral expenses, expenses for administration of my estate and any inheritance and succession taxes, state or federal, upon my estate shall be paid as soon after my death as practical.

All that I die possessed of (my estate) is accountable in two ways: (1) my worth when I married James William Barnes on Nov. 28, 1970 and (2) my portion of community property since my marriage to James William Barnes on above date.

The disposable portion of my estate covered by (1) above which was in the amount of \$17,500. shall go to my daughter, Gwen C. Babin.

The disposable portion of my estate covered by (2) above shall be equally divided between my daughter, Gwen C. Babin and my two step sons Frank Morgan Barnes and Cornelius White Barnes. I leave the usufruct of this portion of my estate (2) to my husband, James W. Barnes.

If I am survived by neither my husband, my daughter, or step sons, then I give that portion of my estate (2) to my husband's grandchildren.

I appoint my husband as Executor of this will. In the event that my husband shall predecease me or fails to serve as such Executor, then I nominate and appoint my daughter, Gwen C. Babin, to be Executrix of my last will and Testament. I further direct that no appointee hereunder shall be required to give any bond for the faithful performance of his/her duties.

I hereby authorize my Executor/Executrix to exercise all the powers, rights, discretions, duties and immunities conferred upon fiduciaries to the extent permitted by law with full power to sell, lease, mortgage,

invest, reinvest, or otherwise dispose of  
the assets of my estate.

I subscribe my name to this Will this  
twenty-seventh day of March, 1995 at  
the address shown above.

Elaine Laigle Barnes

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE  
LAST WILL AND TESTAMENT OF  
ELAINE DAIGLE BARNES, DECEASED

CAUSE NO. 2009-247

AFFIDAVIT TO HOLOGRAPHIC WILL

STATE OF MISSISSIPPI  
COUNTY OF Madison

THIS DATE personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named DEE STALLINGS, who being by me first duly sworn according to law, says on oath:

(1) That this Affiant has examined an instrument of writing purporting to be the Last Will and Testament of Elaine Daigle Barnes, deceased, who was personally known to affiant, and whose signature is affixed to said Last Will and Testament, which Last Will and Testament is dated the 27<sup>th</sup> day of March, 1995

(2) That the affiant is familiar with the handwriting and signature of the late Elaine Daigle Barnes, and that the Last Will and Testament of Elaine Daigle Barnes, a copy of which is attached hereto, is wholly written and subscribed by the said Elaine Daigle Barnes, deceased, and that such handwriting and signature is genuine and was made and done by Elaine Daigle Barnes, deceased.

(3) That the affiant is in no wise interested in the Estate of Elaine Daigle Barnes, and was on the 27<sup>th</sup> day of March, 1995, then of sound and disposing mind and memory and over eighteen (18) years of age.

THIS the 14<sup>th</sup> day of February 2009.

[Signature]  
DEE STALLINGS

**FILED**  
THIS DATE  
FEB 20 2009  
ARTHUR JOHNSTON, CHANCERY CLERK  
BY [Signature] D.C.

STATE OF MISSISSIPPI

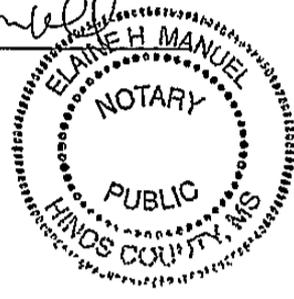
COUNTY OF Madison

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the county and state aforesaid, within my jurisdiction, the within-named DEE STALLINGS, who, after being by me first duly sworn, states on oath that the matters and facts contained in the above and foregoing Affidavit to Holographic Will are true and correct as herein stated.

[Signature]  
DEE STALLINGS

GIVEN UNDER MY HAND AND OFFICIAL SEAL, on this, the 4<sup>th</sup> day of February, 2009

[Signature]  
NOTARY PUBLIC



My commission expires:  
Notary Public State of Mississippi At Large  
My Commission expires: October 1, 2009  
Bonded Thru Heiden, Brooks & Garland, Inc

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE  
LAST WILL AND TESTAMENT OF  
ELAINE DAIGLE BARNES, DECEASED

CAUSE NO. 2009-247

**AFFIDAVIT TO HOLOGRAPHIC WILL**

STATE OF MISSISSIPPI  
COUNTY OF Madison

THIS DATE personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named MARIA LANE, who being by me first duly sworn according to law, says on oath:

(1) That this Affiant has examined an instrument of writing purporting to be the Last Will and Testament of Elaine Daigle Barnes, deceased, who was personally known to affiant, and whose signature is affixed to said Last Will and Testament, which Last Will and Testament is dated the 27<sup>th</sup> day of March, 1995.

(2) That the affiant is familiar with the handwriting and signature of the late Elaine Daigle Barnes, and that the Last Will and Testament of Elaine Daigle Barnes, a copy of which is attached hereto, is wholly written and subscribed by the said Elaine Daigle Barnes, deceased, and that such handwriting and signature is genuine and was made and done by Elaine Daigle Barnes, deceased.

(3) That the affiant is in no wise interested in the Estate of Elaine Daigle Barnes, and was on the 27<sup>th</sup> day of March, 1995, then of sound and disposing mind and memory and over eighteen (18) years of age

THIS the 10<sup>th</sup> day of February, 2009.

Maria Lane  
MARIA LANE

**FILED**  
THIS DATE  
FEB 20 2009  
ARTHUR JOHNSTON, CHANCERY CLERK  
BY L. Jones D.C.

STATE OF MISSISSIPPI

BOOK 044 PAGE 73

COUNTY OF Madison

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the county and state aforesaid, within my jurisdiction, the within-named MARIA LANE, who, after being by me first duly sworn, states on oath that the matters and facts contained in the above and foregoing Affidavit to Holographic Will are true and correct as herein stated

Maria Lane  
MARIA LANE

GIVEN UNDER MY HAND AND OFFICIAL SEAL, on this, the 10<sup>th</sup> day of

February, 2009.

[Signature]  
NOTARY PUBLIC

My commission expires:



Page 2 of 2

MADISON COUNTY MS This instrument was  
filed for record, February 20, 2009.  
Book 44 Page 67  
ARTHUR JOHNSTON, C C  
BY: [Signature] D.C.



2008-1260

# Last Will and Testament

FILED	
THIS DATE	
FEB 24 2009	
ARTHUR JOHNSTON, CHANCERY CLERK	DC.
BY <i>[Signature]</i>	

OF  
JEANNIE (GENE) CROSBY BUCKLEY

I, JEANNIE (GENE) CROSBY BUCKLEY, being over the age of eighteen (18) years and of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby expressly revoking all former wills and codicils made by me at any time heretofore.

I.

I hereby appoint my wife, KATIE B. BUCKLEY as Executrix of this my Last Will and Testament without the requirement of bond, and it is my desire that my Executrix shall have full and complete power and authority to do and to perform any act deemed by her to be in the best interest of my estate. Should KATIE B. BUCKLEY be unwilling or unable to serve, I hereby appoint TONYA BUCKLEY ADAMS as Executrix I hereby direct that the Executrix shall serve without the requirement of bond and I further waive the necessity of having a formal appraisal made of my estate and I further waive the necessity of an accounting

II.

I hereby give, devise and bequeath unto KATIE B. BUCKLEY all of my property, whether it be real, personal or mixed, wheresoever situated or howsoever described.

III.

In the event KATIE B. BUCKLEY predeceases me, I hereby give, devise and bequeath all of my property, whether it be real, personal or mixed, wheresoever situated or howsoever described, to TONYA BUCKLEY ADAMS and SONYA MICHELLE BUCKLEY in equal shares, to share and share alike.

IV.

If my wife, KATIE B. BUCKLEY, and I die under such circumstances wherein there is not sufficient evidence to determine the order of our deaths, then it shall be presumed that she survived me and my estate shall be administered and distributed, in all respects, in accordance with such presumption.

IN WITNESS WHEREOF, I, JEANNIE (GENE) CROSBY BUCKLEY, have hereunto set my signature on, and published and declare this to be my Last Will and Testament on

this the 22<sup>nd</sup> day of October, 2008 in the presence of two witnesses who have each signed as witnesses at my request, in my presence and in the presence of each other.

Jeannie Crosby Buckley  
JEANNIE (GENE) CROSBY BUCKLEY

WITNESSES:

Javi Matura

Mary Margaret Richardson

ATTESTATION CLAUSE

WE, each of the subscribing witnesses to the Last Will and Testament of JEANNIE (GENE) CROSBY BUCKLEY, do hereby certify that said instrument was signed in the presence of each of us, and that said JEANNIE (GENE) CROSBY BUCKLEY, declared the same to be his Last Will and Testament in the presence of each of us, and that we signed as subscribing witnesses to the said Will at the request of JEANNIE (GENE) CROSBY BUCKLEY, in his presence and in the presence of each other.

WITNESS OUR SIGNATURES on this the 22<sup>nd</sup> day of October, 2008.

Javi Matura

Mary Margaret Richardson

WITNESSES

AFFIDAVIT OF WITNESSES

STATE OF MISSISSIPPI

COUNTY OF MADISON

This day personally appeared before me, the undersigned duly commissioned and qualified Notary Public, acting within and for the State and County, And and And, respectively, whose names appear as subscribing witnesses to the foregoing and attached instrument of writing, who after having been duly sworn, say on oath that on the 22<sup>nd</sup> day of October, 2008, JEANNIE (GENE) CROSBY BUCKLEY, 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 JEANNIE (GENE) CROSBY BUCKLEY, on the 22<sup>nd</sup> day of October, 2008 was of lawful age, was of sound and disposing mind and memory, and there was no evidence of undue influence

Lari Motura residing at 132 Stratford Drive  
Brandon, MS 39042

Mary Margaret Shera residing at 6811 Old Center Road, Apt. 3304  
Ridgeland, MS 39157

SWORN TO AND SUBSCRIBED before me this the 22<sup>nd</sup> day of October, 2008.



Arthur Johnston NOTARY PUBLIC STATE OF MISSISSIPPI AT LARGE  
NOTARY PUBLIC MY COMMISSION EXPIRES May 23, 2010  
BONDED THRU NOTARY PUBLIC INDENTURE WRITERS

I:\DAMPWILL\2008\Buckley Gene Will wpd

MADISON COUNTY MS This instrument was  
filed for record FEBRUARY 24 2008  
Book 44 Page 74  
ARTHUR JOHNSTON, C. C.  
BY L. Jones D.C. 

# Last Will and Testament 2.009-65

**FILED**  
 THIS DATE  
 FEB 26 2009  
 ARTHUR JOHNSTON, CHANCERY CLERK  
 BY *[Signature]* D.C.

OF  
 GEORGE MARION HARMON

I, **GEORGE MARION HARMON**, a resident of and domiciled in Madison County, State of Mississippi, being over the age of twenty-one (21) years and of sound and disposing mind and memory, and in all respects competent and qualified, do hereby make, publish and declare this to be my true Last Will and Testament, hereby revoking all previous wills and codicils heretofore made by me.

## ARTICLE I

### Family Members

At the time of the execution of this Will, I am married to **BESSIE WILL PORTER HARMON**, and all references in this Will to "my wife" or "said wife" shall be deemed to refer to her. I have three (3) children now living, namely **MARY KATHERINE HARMON BEATTY**, **ELIZABETH TUCKER HARMON DAVISON** and **GEORGE MARION HARMON, III**. All references in this Will to "my children" or "said children" shall mean and refer to my above-named children.

## ARTICLE II

### Payment of Debts and Expenses of Administration

I hereby direct my Executrix to pay all expenses of my last illness and funeral expenses, and to pay all of my just debts which may be probated, registered and allowed against my estate as soon as may be conveniently done, provided, however, that my Executrix is authorized to pay any debt which I may owe at the time of my death not exceeding Five Hundred Dollars (\$500 00) without the necessity of such debt being probated, registered or allowed against my estate so long as my Executrix determines that such debt is a valid debt of my estate. It is my intention, however, that

*[Signature]*  
 G. M. H.

nothing in this Article of my Will shall be construed as creating an express trust or fund for the payment of my debts and expenses which would in any way extend the statute of limitations for the payment of debts or enlarge upon my duty or the duty of my Executrix to pay debts.

My Executrix may, in her discretion, pay all or any portion of the expenses of the administration of my estate 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 beneficiaries of my estate may otherwise be entitled. However, my Executrix shall not exercise this discretion in a manner that would result in loss of, or decrease in, the marital deduction otherwise allowable in determining the Federal estate tax due by my estate, provided, however, that nothing in this Will shall be construed as a directive by me to my Executrix to exercise any election or option which may be available under any tax or other law in such a manner as will result in a larger amount passing to my wife in a manner which qualifies for the estate tax marital deduction than if the contrary election were made.

I expressly authorize and direct my Executrix to pay the expenses and costs of transportation of tangible personal property, if any, that is distributed to my children wherever they may be living at the time such property is distributed from my estate as an expense of the administration of my estate. This authority and direction shall include, without limitation, the transportation costs and expenses associated with transporting property to my daughter, **MARY KATHERINE HARMON BEATTY**, who presently lives in Sydney, Australia, and my son, **GEORGE MARION HARMON, III**, who presently lives in Waco, Texas, and my daughter, **ELIZABETH TUCKER HARMON DAVISON**, who presently lives in the Jackson, Mississippi area. Such cost and expense shall not be charged to the property transported or against the share of my estate to which any person may be entitled, but rather shall be a general expense of the administration of my estate.

ARTICLE III

BOOK 044 PAGE 79

**Payment of Taxes**

I direct my Executrix to pay all Federal and State estate, inheritance, succession and other death taxes which are assessed against my estate, or against any beneficiary, if any, including estate and inheritance taxes assessed on account of life insurance proceeds or any other property which shall be included in my estate for the purpose of such taxes, whether or not included in my estate for probate purposes. Provided, however, that if the assets included in my estate for probate purposes are insufficient to pay all administrative expenses of my estate and all such estate, inheritance, succession and other death taxes assessed against my estate or any beneficiary, my Executrix shall have all rights under law to seek reimbursement from any beneficiary who receives property which is included in my estate for tax purposes but which is not a part of my probate estate, for the proportionate share of such taxes attributable to the inclusion of such property in my estate for tax purposes.

ARTICLE IV

**Specific Bequests of Personal Property**

I will, give and bequeath unto my wife, if she survives me, the following described personal property:

- A. All of my personal belongings and effects, including jewelry, wearing apparel, sporting equipment, and similar property owned by me at the time of my death,
- B. All vehicles and equipment relating thereto owned by me at the time of my death;
- C. My interest in the household furniture, furnishings and effects, including but not limited to chinaware, silverware, glassware, linens, rugs, fixtures, pictures, portraits and works of art, which are in or used in connection with our homestead,
- D. All frequent flyer points, and any other similar types of award points from any airline, credit card company or other entity, which I may own at the time of my death, and
- E. All club memberships owned by me at the time of my death

I also will, give and bequeath unto my said wife, if she survives me, any and all policies of insurance and rights thereunder pertaining to or insuring the tangible personal property bequeathed under this Article

If my wife does not survive me, I give and bequeath all such personal property described in this Article and owned by me at the time of my death unto such of my children as survive me, in equal shares, to be divided among them as they agree. In the absence of such agreement as to the division of said personal property, the Chancery Court in which this Will is probated shall make division thereof or prescribe the method of making division thereof.

#### ARTICLE V

##### Specific Devise of Homestead Property

I will, give and devise unto my wife, if she survives me, any interest in our homestead which I may own at the time of my death, including in this devise any land adjacent to said homestead and used as a part thereof. At the present time, our homestead is located at 104 Adderbury Court, Ridgeland, Mississippi. I also give and bequeath unto my wife, if she survives me, all insurance policies and rights thereunder which I may have under any policy of insurance pertaining to our homestead. If my wife does not survive me, the devise and bequest provided for under this Article shall lapse, and the property which would have otherwise been distributed to my wife under this Article shall instead be distributed as hereinafter set forth.

#### ARTICLE VI

##### Bequest to Family Trust

I will, give, devise and bequeath unto the Trustee hereinafter named, in trust nevertheless, an amount of property the value of which is equal to the largest amount, but no more, that can pass free of Federal estate tax under this Article by reason of the applicable credit amount (also known as the "applicable exclusion" and "unified credit") provided under Section 2010 (also referred to as the "unified credit against estate tax") and the credit for state death taxes provided under Section 2011 (provided that this credit shall be taken into account only to the extent that it does not cause an increase in the state death taxes paid) allowable to my estate, but no other credit, and after taking account of dispositions under previous Articles of this Will and the property passing outside of this

Will which do not qualify for the marital or charitable deduction, and after taking account of charges to principal that are not allowed as deductions in computing my Federal estate tax. If my wife shall not survive me, the amount devised and bequeathed under this Article shall be increased by the amount, if any, necessary to yield an amount of property passing to the Trustee under this Article the value of which is equal to my remaining available GST exemption from the Federal generation-skipping transfer tax. The term "remaining available GST exemption" means the portion of the generation-skipping tax exemption provided under Section 2631(a) which has not been allocated by me to property of which I am deemed the transferor [as defined in Section 2652(a)] or by operation of law to property transferred by me during my lifetime and which is not allocated by my Executrix to property passing under other Articles of this Will or to property passing outside of my Will of which I am deemed the transferor. In computing the dollar amount of this pecuniary bequest, the values as finally determined for Federal estate tax purposes shall be used. My Executrix shall, in her sole discretion, select the assets to be distributed to the Trustee to fully satisfy the bequest under this Article, which assets may consist of cash or other property, or partly cash and partly other property. For purposes of determining the amount of cash or other property to be distributed in satisfaction of the bequest under this Article, any property distributed in kind shall be valued at the values thereof as finally fixed in the Federal estate tax proceeding relating to my estate and shall be selected in a manner which is fairly representative of the net appreciation or depreciation in the value or values to the date or dates of distribution of all property, including cash, then available for distribution. The selection by my Executrix of property used to satisfy the bequest under this Article shall not be subject to question by any beneficiary.

I recognize the possibility that no sum will be disposed of by this Article and that the amount so disposed of may be affected by the actions of my Executrix in exercising certain tax elections. If my wife survives me, the property passing under this Article shall be charged with the payment of (1) all Federal and State estate, inheritance, succession and other death taxes which are payable by reason of my death and which are not deducted for Federal estate tax purposes or not allowed as deductions in finally determining the Federal estate taxes payable by reason of my death, (2) any expenses of my estate which are paid out of the principal of my estate but not deducted for Federal estate tax

purposes (other than estate management expenses attributable to property passing to my wife under this Will) and (3) any other expenses which are paid out of the principal of my estate and deducted but not allowed as deductions in finally determining the Federal estate taxes payable by reason of my death. If my wife does not survive me, then such taxes and expenses shall be paid from my residuary estate.

The assets of this trust shall be held, maintained, administered, invested, reinvested and distributed under the following provisions:

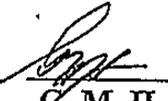
- A. The name of this trust shall be the "George M. Harmon Family Trust."
- B. This trust shall be for the benefit of my wife, **BESSIE WILL PORTER HARMON**, during her life. The Trustee shall pay all the net income of the trust to my said wife in convenient installments, periodically, at least as often as annually, during her life.
- C. During the life of my wife, **BESSIE WILL PORTER HARMON**, if her total income is, in the discretion of the Trustee, insufficient to provide for her health and to permit her to maintain and support herself in the standard of living to which she is accustomed at the time of my death, then the Trustee may pay to my wife out of the principal of the trust such additional sum or sums as the Trustee shall deem proper for the health care of my wife and to enable her to support and maintain herself in the standard of living to which she is accustomed at the time of my death, taking into account her needs. In making this determination, the Trustee shall take into consideration my said wife's income from sources other than this trust known to the Trustee, including, without limitation, any private, public or governmental resources that may be available to her, and specifically including any disability, Medigap, long term care, and other health benefits provided to my wife by Millsaps College or which Millsaps College is contractually obligated to provide to my wife. The Trustee is also authorized, in its discretion, to pay any and all medical, nursing, hospital, institutional care and related expenses which may be incurred by my wife out of the principal of the trust. In no event shall any

  
G. M. H.

distribution of either income or principal be made from the trust to any beneficiary other than my wife during her lifetime.

D. Upon the death of my said wife (or upon my death if my wife shall predecease me), the Trustee shall pay or reserve from the trust estate any taxes and expenses attributable to the property and income of the trust, which are then unpaid, and the Trustee shall then divide and set apart the trust estate into equal shares, one share for each of my children who are then living and his or her descendants and one share for the descendants, as a group, of any child of mine who is then deceased. Each share so created shall be a separate trust, and the Trustee shall hold, maintain, administer, invest, reinvest and distribute such trust and the income thereof for the uses and purposes and upon the terms and conditions hereinafter set forth

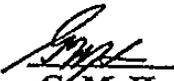
1. The trust shall be named for the child of mine who is a beneficiary or whose descendants are the beneficiaries thereof
2. The Trustee shall distribute to the beneficiaries of the trust, or apply for their benefit, (but not necessarily in equal shares) so much of the net income of the trust as the Trustee, in its discretion, shall determine is necessary or desirable for the beneficiaries' health, support, maintenance and education (including preparatory, college, graduate, professional and vocational education) and for any medical, dental, hospital, nursing and institutional care expenses which the beneficiaries, or any of them, may require. Said distributions of income shall be made in proportions and amounts and at such intervals as the Trustee determines. In exercising this discretionary power to distribute income, the Trustee shall consider the needs of the beneficiary and the resources available to him or her from other sources known to the Trustee. Any income not distributed shall be added to principal and distributed in accordance with subsequent provisions
3. In addition to said distributions of income, the Trustee may, at any time, or from time to time, distribute to or for the benefit of a beneficiary so much of

  
G. M. H.

the principal, whether the whole or a lesser amount, as the Trustee may determine, in its discretion, is necessary or desirable for the beneficiary's health, support, maintenance and education (including preparatory, college, graduate, professional and vocational education) and for any medical, dental, hospital, nursing and institutional care expenses which the beneficiary may require. In exercising this discretionary power, the Trustee shall consider the needs of the beneficiary and the resources available to him or her from other sources known to the Trustee.

4. A child of mine who is a beneficiary of the trust shall have a limited testamentary power of appointment exercisable by a provision in such child's Last Will and Testament or codicil which makes specific reference to this Will as the source of power to appoint the assets of the trust. The child of mine may exercise such power of appointment to appoint the remaining assets and any undistributed income of the trust of which he or she is a beneficiary to any one or more of his or her descendants, any one or more of my other descendants and/or any one or more charitable organizations. The child of mine may also appoint an income interest in any portion, or all, of such property for the benefit of his or her spouse, and such income interest may continue for the life of such spouse or for such shorter period as the child of mine may determine in the effective exercise of the power of appointment. In the event of an effective exercise of the limited power of appointment granted to such child of mine, and after payment of all taxes and expenses attributable to the property and income of the trust, which are then unpaid, the appointed assets shall be paid over, delivered, assigned, transferred, or conveyed to or held in further trust for the benefit of any or all of the appointees, as such child of mine so directs. In the exercise of this limited power of appointment, such child of mine may.

- (1) appoint outright or in trust;

  
G. M. H.

- (2) select the trustee if he or she appoints in trust,
- (3) if he or she appoints in trust, grant such administrative powers to the trustee as he or she deems appropriate,
- (4) impose lawful conditions or restrictions upon any appointment;
- (5) appoint different types of interests to different appointees,
- (6) appoint to one or more objects to the exclusion of other objects; and
- (7) impose lawful spendthrift restrictions

In default of the effective exercise of the power of appointment by such child of mine as to any portion of the trust, the Trustee shall retain in trust the remaining assets of the trust and shall continue to administer the trust estate and to distribute the principal and income therefrom to the remaining beneficiaries of the trust in accordance with the terms of this Article of my Will, except that in the event there are no remaining beneficiaries of the trust, the remaining assets of the trust shall be paid over and added in equal shares to the other separate trusts created under this Paragraph D of this Article of my Will.

5. The Trustee shall be authorized to make a final distribution of the principal of the trust in the event the principal of the trust shall at any time be less than One Hundred Thousand Dollars (\$100,000) or the Trustee otherwise determines that the continued operation of the trust is not economically feasible in view of the fees, expenses and costs incurred in connection with the administration of the trust. In such event, all then payable administrative expenses and any applicable taxes shall be paid from the trust estate, and the remaining principal of the trust shall be distributed to the primary income

beneficiary of such trust, or if there are more than one, then in equal shares to the income beneficiaries, thereby terminating such trust.

6. In the event all of the persons and classes designated as beneficiaries of a trust hereunder die prior to the distribution of all trust assets, then upon the death of the last survivor of them, the trust assets shall be distributed in equal shares to the other separate trusts created under this Paragraph D of this Article of my Will. Provided, that if one or more of such other trusts shall have previously been terminated, the share of the trust assets which otherwise would be distributed to such terminated trust shall instead be distributed to the persons then living who were the beneficiaries of such other trust at the date of termination. If all of such other trusts shall have previously been terminated and if there are no beneficiaries of such other trusts then living, the trust assets shall be distributed in equal shares to **MILLSAPS COLLEGE**, Jackson, Mississippi, **RHODES COLLEGE**, Memphis, Tennessee and any church of which I am determined, in the judgment of the Trustee, to be an active member at the time of my death.

- E. The provisions of Paragraph G of Article IX below shall apply to all distributions of income and principal from this trust and any separate trust created under this Article of my Will

#### ARTICLE VII

##### **GST Exempt Marital Bequest in Trust**

If my wife, **BESSIE WILL PORTER HARMON**, survives me, I will, give, devise and bequeath to the Trustee hereinafter named, in trust nevertheless, an amount of property the value of which is equal to my remaining available GST exemption from the Federal generation-skipping transfer tax. The term "remaining available GST exemption" means the portion of the generation-skipping tax exemption provided under Section 2631(a) which has not been allocated by me to property of which I am deemed to be the transferor [as defined in Section 2652(a)] or by operation of law to property transferred by me during my lifetime and which is not allocated by my Executrix

  
G. M. H.

to property passing under other Articles of this Will or to property passing outside of my Will of which I am deemed the transferor. In computing the dollar amount of this pecuniary bequest, the values as finally determined for Federal estate tax purposes shall be used. My Executrix shall, in her sole discretion, select the assets to be distributed to the Trustee to fully satisfy the bequest under this Article, which assets may consist of cash or other property, or partly cash and partly other property. For purposes of determining the amount of cash or other property to be distributed in satisfaction of the bequest under this Article, any property distributed in kind shall be valued at the values thereof as finally fixed in the Federal estate tax proceeding relating to my estate and shall be selected in a manner which is fairly representative of the net appreciation or depreciation in the value or values to the date or dates of distribution of all property, including cash, then available for distribution, provided, however, that no property shall be made a part of this marital deduction bequest which does not qualify for said marital deduction. The selection by my Executrix of property used to satisfy the bequest under this Article shall not be subject to question by any beneficiary.

The property passing under this Article of my Will shall be charged with the payment of (1) administrative expenses, taxes and any other proper claims against my estate, which are deducted for Federal estate tax purposes and which are allowed as deductions in finally determining the Federal estate taxes payable by reason of my death, and (2) all estate management expenses, whether or not deductible, attributable to property passing to my wife under this Will, provided, however, that to the extent possible such expenses, taxes and claims shall be charged first to the property devised and bequeathed under Article VIII of this Will and only the remaining expenses, taxes and claims shall be charged to the property passing under this Article.

The assets of this trust shall be held, maintained, invested, reinvested and distributed under the following provisions

- A. The name of this trust shall be the "George M. Harmon GST Exempt Marital Trust "
- B. The Trustee shall pay all of the net income to my wife, BESSIE WILL PORTER HARMON, in convenient installments, periodically, at least as often as annually, during her life

  
G. M. H.

- C During the life of my wife, **BESSIE WILL PORTER HARMON**, if her total income is, in the discretion of the Trustee, insufficient to provide for her health and to permit her to maintain and support herself in the standard of living to which she is accustomed at the time of my death, then the Trustee may pay to my wife out of the principal of the trust such additional sum or sums as the Trustee shall deem proper for the health care of my wife and to enable her to support and maintain herself in the standard of living to which she is accustomed at the time of my death, taking into account her needs. In making this determination, the Trustee shall take into consideration my said wife's income from sources other than this trust known to the Trustee, including, without limitation, any private, public or governmental resources that may be available to her, and specifically including any disability, Medigap, long term care, and other health benefits provided to my wife by Millsaps College or which Millsaps College is contractually obligated to provide to my wife. The Trustee is also authorized, in its discretion, to pay any and all medical, nursing, hospital, institutional care and related expenses which may be incurred by my wife out of the principal of the trust. The Trustee is also authorized, in its discretion, to pay to my wife from the principal of the trust such amounts as may be desirable for other purposes, such as estate and business planning purposes.
- D Neither my wife nor any other person shall have any power to appoint any part of the property of this trust to any person other than my wife during her lifetime.
- E. Upon the death of my said wife, the Trustee shall first pay all accumulated and undistributed income to my wife's estate and shall then pay or reserve from the principal of the trust all expenses and taxes attributable to the final distribution and termination of the trust including, without limitation, any Federal and State estate taxes attributable to the property of the trust being included in the estate of my wife for such estate tax purposes, and the Trustee shall finally transfer, convey, pay over and add the remaining balance of the principal of the trust to the "George M.

"Harmon Family Trust," created under Article VI of this Will, to be held, maintained, administered, invested, reinvested and distributed under the terms of that trust

F. I hereby authorize my Executrix, in her sole discretion, to elect that all or any fractional or percentile share of the property of this trust be treated as qualified terminable interest property for the purpose of qualifying for the marital deduction allowable in determining the Federal estate tax payable upon my death. The election made by my Executrix under this Paragraph shall not be subject to question by any beneficiary of this Will. Notwithstanding anything to the contrary contained in this Will, I direct that.

1. The Trustee shall not retain beyond a reasonable time, without the consent of my wife, any property which may be or become unproductive property nor shall the Trustee invest in unproductive properties, and my wife shall have the power to require the Trustee to convert any unproductive property to productive property within a reasonable time,
2. In the event of any uncertainty regarding the interpretation of provisions of this trust for the benefit of my wife, it is my intention that the provisions of this trust be interpreted in the manner which would permit the property of this trust to qualify for the marital deduction authorized under the Internal Revenue Code of 1986, as now enacted or hereafter amended, and
3. None of the powers granted to the Trustee by this Will shall be exercised in such a manner as to disqualify this trust or any part thereof from the marital deduction allowable in determining the Federal estate tax on my estate

G. I specifically direct that in the event an election is made by my Executrix to qualify the property in this trust for the Federal estate tax marital deduction, then, to the extent the property in this trust is includable in my wife's estate upon her death for Federal and/or State estate tax purposes, this trust shall bear the burden of any Federal and State estate taxes attributable to the inclusion of said property in my wife's estate for such Federal and State estate tax purposes, and the Trustee may postpone termination

  
G.M.H.

and distribution of this trust until such time as the amounts of such Federal and State estate taxes are determined, or may establish a reserve in such amount or amounts as my Executrix shall determine to be required to pay said Federal and State estate taxes.

H I hereby direct that my Executrix shall elect under Section 2652(a)(3) to treat me as the transferor of any qualified terminal interest property transferred to this trust, with respect to which I am allowed a marital deduction under Section 2056(b)(7), so that after the election and after allocation of a portion, or all, of my remaining available GST exemption, the inclusion ratio of this trust, as defined in Section 2642(a), will be zero. I direct that my Executrix shall allocate a portion of my remaining available GST exemption from the Federal generation-skipping transfer tax provided under Section 2631(a) to the property transferred to this trust so that the inclusion ratio of property transferred to this trust is zero.

#### ARTICLE VIII

##### Disposition of Residuary Estate

If my wife, **BESSIE WILL PORTER HARMON**, survives me, I will, devise and bequeath all the rest, residue and remainder of my property and estate, real, personal and mixed, of whatsoever kind and character and wheresoever situated (my "residuary estate"), to the Trustee hereinafter named, in trust nevertheless, to be held maintained, administered, invested, reinvested and distributed for the uses and purposes and upon the terms and conditions hereinafter provided.

The assets of this trust shall be held, maintained, invested, reinvested and distributed under the following provisions.

- A. The name of this trust shall be the "George M. Harmon Marital Trust."
- B. The Trustee shall pay all of the net income to my wife, **BESSIE WILL PORTER HARMON**, in convenient-installments, periodically, at least as often as annually, during her life.
- C. During the life of my wife, **BESSIE WILL PORTER HARMON**, if her total income is, in the discretion of the Trustee, insufficient to provide for her health and to permit her to maintain and support herself in the standard of living to which she is

  
G. M. H.

accustomed at the time of my death, then the Trustee may pay to my wife out of the principal of the trust such additional sum or sums as the Trustee shall deem proper for the health care of my wife and to enable her to support and maintain herself in the standard of living to which she is accustomed at the time of my death, taking into account her needs. In making this determination, the Trustee shall take into consideration my said wife's income from sources other than this trust known to the Trustee, including, without limitation, any private, public or governmental resources that may be available to her, and specifically including any disability, Medigap, long term care, and other health benefits provided to my wife by Millsaps College or which Millsaps College is contractually obligated to provide to my wife. The Trustee is also authorized, in its discretion, to pay any and all medical, nursing, hospital, institutional care and related expenses which may be incurred by my wife out of the principal of the trust. The Trustee is also authorized, in its discretion, to pay to my wife from the principal of the trust such amounts as may be desirable for other purposes, such as estate and business planning purposes.

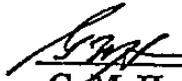
- D Neither my wife nor any other person shall have any power to appoint any part of the property of this trust to any person other than my wife during her lifetime.
- E Upon the death of my said wife (or upon my death if my wife shall predecease me), the Trustee shall administer and distribute the assets of the trust as follows
1. First, the Trustee shall pay all accumulated and undistributed income to my wife's estate and shall then pay or reserve from the principal of the trust all expenses and taxes attributable to the final distribution and termination of the trust including, without limitation, any Federal and State estate taxes attributable to the property of the trust being included in the estate of my wife for such estate tax purposes
  2. Then, the Trustee shall determine to what extent my wife's remaining available GST exemption may be allocated to the remaining assets of this trust and shall set aside from the remaining balance of the trust an amount of property the

value of which is equal to my wife's remaining available GST exemption allocable to the assets of this trust. The Trustee shall then transfer, convey, pay over and add the property so set aside to the "George M. Harmon Family Trust," created under Article VI of this Will, to be held, maintained, administered, invested, reinvested and distributed under the terms of that trust

3. Finally, the Trustee shall then divide and set apart the remaining trust estate into equal shares, one share for each of my children who are then living and his or her descendants and one share for the descendants, as a group, of any child of mine who is then deceased. Each share so created shall be a separate trust, and each such separate trust shall be held by the Trustee subject to the terms and provisions of Article IX below.

F I hereby authorize my Executrix, in her sole discretion, to elect that all or any fractional or percentile share of the property of this trust be treated as qualified terminable interest property for the purpose of qualifying for the marital deduction allowable in determining the Federal estate tax payable upon my death. The election made by my Executrix under this Paragraph shall not be subject to question by any beneficiary of this Will. Notwithstanding anything to the contrary contained in this Will, I direct that:

1. The Trustee shall not retain beyond a reasonable time, without the consent of my wife, any property which may be or become unproductive property nor shall the Trustee invest in unproductive properties, and my wife shall have the power to require the Trustee to convert any unproductive property to productive property within a reasonable time;
2. In the event of any uncertainty regarding the interpretation of provisions of this trust for the benefit of my wife, it is my intention that the provisions of this trust be interpreted in the manner which would permit the property of this

  
G.M.H.

trust to qualify for the marital deduction authorized under the Internal Revenue Code of 1986, as now enacted or hereafter amended, and

3 None of the powers granted to the Trustee by this Will shall be exercised in such a manner as to disqualify this trust or any part thereof from the marital deduction allowable in determining the Federal estate tax on my estate

G I specifically direct that in the event an election is made by my Executrix to qualify the property in this trust for the Federal estate tax marital deduction, then, to the extent the property in this trust is includable in my wife's estate upon her death for Federal and/or State estate tax purposes, this trust shall bear the burden of any Federal and State estate taxes attributable to the inclusion of said property in my wife's estate for such Federal and State estate tax purposes, and the Trustee may postpone termination and distribution of this trust until such time as the amounts of such Federal and State estate taxes are determined, or may establish a reserve in such amount or amounts as my Executrix shall determine to be required to pay said Federal and State estate taxes

If my said wife does not survive me, my Executors shall divide and set apart my residuary estate into equal shares, one share for each of my children who are then living and his or her descendants and one share for the descendants, as a group, of any child of mine who is then deceased I give, devise and bequeath each share so created to the Trustee, in trust nevertheless, to be held as a separate trust for the benefit of the beneficiaries of each such separate share as designated in the preceding sentence, subject to the terms and provisions of Article IX below

If my wife, **BESSIE WILL PORTER HARMON**, does not survive me, then, in that event, I direct my Executors, in dividing my residuary estate into equal shares for the benefit of my children and descendants, as hereinabove described, to provide my daughter, **ELIZABETH TUCKER HARMON DAVISON**, with a right of first refusal to have allocated to her share any real property and any improvements thereon that I own at the time of my death located in the state of Mississippi I further direct my Executors to give my son, **GEORGE MARION HARMON, III**, the right of first refusal to have allocated to his share any real property and any improvements thereon that I own at the time of my death located in the state of Texas Further, I direct my Executors to give my

  
G. M. H.

daughter, **MARY KATHERINE HARMON BEATTY**, the right of first refusal to have allocated to her share any real property and any improvements thereon that I own at the time of my death located in Australia I direct that in the event any child of mine elects to have any such property allocated to his or her share, such property shall be allocated to the share for such child at its value as finally determined for estate tax purposes such that the valuation is consistent with the valuation applied to all other property allocated to the separate shares for my children and their descendants as part of my residuary estate It is my intention in making this provision in this Paragraph of this Article of my Will to give each child of mine the right to receive as part of his or her share of my estate that real property and improvements thereon which is located in geographic proximity to each child's current residence At the time of the execution of this, my Last Will and Testament, my daughter, **ELIZABETH TUCKER HARMON DAVISON**, lives in the state of Mississippi, my son, **GEORGE MARION HARMON, III**, lives in the state of Texas, and my daughter, **MARY KATHERINE HARMON BEATTY**, lives in Australia

The property passing under this Article of my Will shall be charged with the payment of (1) administrative expenses, taxes and any other proper claims against my estate, which are deducted for Federal estate tax purposes and which are allowed as deductions in finally determining the Federal estate taxes payable by reason of my death, and (2) all estate management expenses, whether or not deductible, attributable to property passing to my wife under this Will.

#### ARTICLE IX

##### **Non-GST Exempt Trust for Children and Descendants**

Whenever any property is held, or distributed to my Trustee to be held, in trust for a child of mine and his or her descendants or for the descendants of a deceased child of mine, my Trustee shall hold such property, in trust nevertheless, and shall maintain, administer, invest, reinvest and distribute such property and the income thereof for the uses and purposes and upon the terms and conditions hereinafter set forth

- A. The trust shall be named for the child of mine who is or whose descendants are the beneficiaries thereof, and where multiple trusts are created for such child of mine

and/or his or her descendants, such trusts may be numbered so as to identify the separate trusts created for such child of mine and/or his or her descendants.

- B. The Trustee shall distribute to the beneficiaries of the trust, or apply for their benefit, (but not necessarily in equal shares) so much of the net income of the trust as the Trustee, in its discretion, shall determine is necessary or desirable for the beneficiaries' health, support, maintenance and education (including preparatory, college, graduate, professional and vocational education) and for any medical, dental, hospital, nursing and institutional care expenses which the beneficiaries, or any of them, may require. Said distributions of income shall be made in proportions and amounts and at such intervals as the Trustee determines. Any income not distributed shall be added to principal and distributed in accordance with subsequent provisions.
- C. In addition to said distributions of income, the Trustee may, at any time, or from time to time, distribute to or for the benefit of a beneficiary so much of the principal, whether the whole or a lesser amount, as the Trustee may determine, in its discretion, is necessary or desirable for the beneficiary's health, support, maintenance and education (including preparatory, college, graduate, professional and vocational education) and for any medical, dental, hospital, nursing and institutional care expenses which the beneficiary may require. In exercising this discretionary power, the Trustee shall consider the needs of the beneficiary and the resources available to him or her from other sources known to the Trustee.
- D. A child of mine who is a beneficiary of the trust shall have a general testamentary power of appointment exercisable by a provision in such child's Last Will and Testament or codicil which makes specific reference to this Will as the source of power to appoint the assets of the trust. The child of mine may exercise such power of appointment to appoint the remaining assets and any undistributed income of the trust of which he or she is a beneficiary, in such proportions as my child shall determine, to or for the benefit of such persons, trusts, or other entities as he or she alone in all events shall determine, including without limitation, his or her creditors,

his or her estate and the creditors of his or her estate. In the event of an effective exercise of the general power of appointment granted to such child of mine, and after payment of all taxes and expenses attributable to the property and income of the trust, which are then unpaid, the appointed assets shall be paid over, delivered, assigned, transferred, or conveyed to or held in further trust for the benefit of any or all of the appointees, as such child of mine so directs. In the exercise of this general power of appointment, such child of mine may.

- (1) appoint outright or in trust,
- (2) select the trustee if he or she appoints in trust;
- (3) if he or she appoints in trust, grant such administrative powers to the trustee as he or she deems appropriate,
- (4) impose lawful conditions or restrictions upon any appointment;
- (5) appoint different types of interests to different appointees;
- (6) appoint to one or more objects to the exclusion of other objects, and
- (7) impose lawful spendthrift restrictions.

In default of the effective exercise of the power of appointment by such child of mine as to any portion of the trust, the Trustee shall retain in trust the remaining assets of the trust and shall continue to administer the trust estate and to distribute the principal and income therefrom to the remaining beneficiaries of the trust in accordance with the terms of this Article of my Will, except that in the event there are no remaining beneficiaries of the trust, the remaining assets of the trust shall be paid over and added in equal shares to the other separate trusts created under Paragraph E of Article VIII of this Will

E My Trustee shall be authorized to make a final distribution of the principal of the trust in the event the principal of the trust shall at any time be less than One Hundred Thousand Dollars (\$100,000) or the Trustee otherwise determines that the continued operation of the trust is not economically feasible in view of the fees, expenses and

costs incurred in connection with the administration of the trust. In such event, all then payable administrative expenses and any applicable taxes shall be paid from the trust estate, and the remaining principal of the trust shall be distributed to the primary income beneficiary of such trust, or if there are more than one, then in equal shares to the income beneficiaries, thereby terminating such trust.

F. In the event all of the persons and classes designated as beneficiaries of a trust hereunder die prior to the distribution of all trust assets, then upon the death of the last survivor of them, the trust assets shall be distributed in equal shares to the other separate trusts created under Paragraph E of Article VIII of this Will. Provided, that if one or more of such other trusts shall have previously been terminated, the share of the trust assets which otherwise would be distributed to such terminated trust shall instead be distributed to the persons then living who were the beneficiaries of such other trust at the date of termination. If all of such other trusts shall have previously been terminated and if there are no beneficiaries of such other trusts then living, the trust assets shall be distributed in equal shares to **MILLSAPS COLLEGE**, Jackson, Mississippi, **RHODES COLLEGE**, Memphis, Tennessee and any church of which I am determined, in the judgment of the Trustee, to be an active member at the time of my death.

G. Notwithstanding any other provision herein to the contrary, the Trustee may, in its discretion, defer or withhold part or all of any distribution of income (other than distributions of income to my wife under Article VII and Article VIII) or principal which is otherwise required or permitted to be made if the beneficiary to whom such distribution otherwise would be made is, at the time such distribution otherwise would be made, involved in a lawsuit, addicted to gambling or to alcohol, drugs or other chemical substances, is a party to a pending divorce or other legal proceedings, is ill or incapacitated, is in bankruptcy, insolvent, a judgment debtor or otherwise experiencing adverse financial circumstances, or other circumstances exist with respect to such beneficiary under which the Trustee, in its discretion, determines that

such distribution is or may be subject to claims of a spouse, a creditor or any other person, or such beneficiary's ability to reasonably, prudently and effectively manage and use such distribution is or may be impaired. Such distribution may be deferred or withheld until such time as the Trustee determines that such circumstances no longer exist or have been mitigated to such an extent that it is reasonably prudent to make such distribution or any part thereof. The decision of the Trustee to defer or withhold part or all of any such distribution shall not be subject to question by any beneficiary or other person, and the Trustee shall not be liable to any beneficiary or other interested person for making such decision in good faith. In making a determination that a beneficiary is addicted to gambling or to alcohol, drugs or other chemical substances, the Trustee may rely upon the opinion of a physician who has examined the beneficiary. The term "physician" shall also include for this purpose any licensed psychologist or psychiatrist. The Trustee may request that the beneficiary be examined by a physician designated by the Trustee, and if the beneficiary refuses to be examined by such physician, the Trustee shall not make any distributions to the beneficiary until such time as the beneficiary agrees to be examined by such physician.

#### ARTICLE X

##### Property Vested In Minor Beneficiary

Whenever any property, whether principal or income, vests pursuant to the provisions of this Will in a minor, persons acting hereunder as Executrix or Trustee, as the case may be, shall have the right as donees of a power during minority, upon distribution of such property, to hold and manage the same until such minor attains his or her majority, and may exercise in respect of such property, and the income thereof, all powers conferred by this Will, or by law, upon my Executrix or Trustee, including the power to apply any such property or the income thereof to the use or for the benefit of such minor. Said donees shall be entitled to receive such compensation as they would be entitled to receive if they were holding the property as trustee of a separate trust under this Will and shall not be required to render periodic accounts to any Court. My Executrix or Trustee is not required to exercise the power granted under this Article of my Will, and may, in her or its discretion, elect to

distribute property to or for the benefit of the minor in whom such property has vested, or to such minor's natural or legal guardian, or to an eligible custodian under the Mississippi Uniform Transfers to Minors Act (and my Executrix and Trustee shall not be prohibited from serving as custodian unless otherwise prohibited by law), and upon obtaining receipt therefor shall have no further obligation with respect to such property as Executrix or Trustee

ARTICLE XI

Trust Provisions

To the extent permitted or required by law, it is my intention and I hereby direct, with respect to any trust created under the terms of this Will, that

- A. Neither the principal nor the income of any trust created hereunder, nor any part of same, shall be liable for the debts or torts of any beneficiary hereunder, nor shall the same be subject to seizure by any creditor of any beneficiary hereunder and no beneficiary hereunder shall have any power to sell, assign, transfer, encumber or in any manner to anticipate or dispose of his or her interest in any trust, or any part of same, or the income produced from said trust, or any part of same. No part of any trust created hereunder, whether principal, income or increment, shall be attachable, assignable, trustable or liable to be taken at law or in equity for or on account of any debt, tort, obligation or contract of the beneficiary hereunder. No beneficiary's interest in income or principal, or both, of any trust created hereunder is subject to voluntary or involuntary transfer.
- B. Any trust created under this Will shall be a private trust, and the Trustee shall not be required to obtain the order or approval of any Court for the exercise of any power or discretion herein given. The Trustee shall not be required to return to any Court any periodic formal accounting of the administration of any trust, but said Trustee shall render annual accounts to each beneficiary of each trust.
- C. No person paying money or delivering property to a Trustee shall be required to see to its application. No bond or other security shall be required of any Trustee.
- D. Any individual trustee shall not be entitled to compensation for services rendered as Trustee. Any corporate trustee that may be appointed shall be entitled to receive reasonable compensation for serving in such capacity. Any individual or corporate trustee shall be entitled to receive reimbursement for any out-of-pocket expenses incurred in connection with the discharge of the duties of said office. Such compensation (for corporate trustees) and reimbursement of expenses may be collected annually or more frequently by the Trustee and payment of all compensation and reimbursements to the Trustee shall be reflected in the Trustee's accounting.
- E. In any case in which one or more individuals serve as Trustee(s) without a corporate Co-Trustee, such individual Trustee(s) shall engage competent, qualified professionals to provide advice and counsel regarding the duties and responsibilities of the Trustee, and the management and investment of trust property, such that the trust assets shall be prudently and professionally managed.

  
G. M. H.

F It is my intention that each trust created under this Will shall continue for the maximum period allowed by the laws of the State of Mississippi, or such other state to which the domicile or situs of the Trust may be moved, unless otherwise terminated earlier under other provisions of this Will. Any trust created under this Will, other than those trusts which shall have previously vested in compliance with the Rule Against Perpetuities, shall end, unless otherwise terminated earlier under other provisions of this Will, twenty-one (21) years after the death of the last survivor of the class comprised of my descendants who are in being at the date of my death, notwithstanding any provisions of this Will to the contrary; and thereupon, the trust estate shall be distributed, free of any trust, to the persons then entitled to receive the income therefrom, in the proportion in which they are entitled to receive that income. If no person is then entitled to a specific portion of income, then the trust estate shall be distributed in equal shares to the then living income beneficiaries, per stirpes.

ARTICLE XII

**Powers of Executrix and Trustee**

I hereby authorize and empower my Executrix, with respect to my estate, and the Trustee, with respect to any trust created hereunder, and any successor or successors thereof, in their sole and absolute discretion, to do the following

- A. To exercise all of the powers, rights and discretions granted by virtue of the "Uniform Trustees' Powers Law," being §§ 91-9-101 through 91-9-119, inclusive, of the Mississippi Code of 1972, Annotated, as now enacted, or as hereafter amended, which "Uniform Trustees' Powers Law" is hereby incorporated by reference as though fully and completely copied hereon. Should said "Uniform Trustees' Powers Law" be repealed, then my Executrix and Trustee herein named shall continue to have all of the powers, rights and discretions granted by said "Uniform Trustees' Powers Law," the same as if it were still in effect.
- B. To purchase or otherwise acquire and to retain, whether originally a part of the estate or subsequently acquired, any and all stocks, bonds, notes or other securities, or shares or interests in investment trusts and common trust funds, or in any other property, real, personal or mixed, as they may deem advisable, whether or not such investments or property be of the character permissible by fiduciaries, without being liable to any person for such retention or investment.
- C. To pay all necessary expenses of administering the estate and any trust including taxes, trustees' fees, fees for the services of accountants, agents and attorneys, and to reimburse said parties for expenses incurred on behalf of the estate or any trust hereunder.
- D. To determine what is principal and what is income with respect to all receipts and disbursements; to establish and maintain reserves for depreciation, depletion, obsolescence, taxes, insurance premiums, and any other purpose deemed necessary and proper by them and to partite and to distribute property of the estate or trust in kind or in undivided interests, and to determine the value of such property. The Trustee is hereby authorized and empowered to hold and invest the assets of any trust created hereunder jointly and in undivided shares or interests.
- E. To perform such acts, to participate in such proceedings and to exercise such other rights and privileges in respect of any property, as if they were the absolute owners.

thereof, and in connection therewith to enter into and execute any and all agreements binding my estate and any trust created hereunder.

- F. To borrow money from such source or sources and upon such terms and conditions as my Executrix or Trustee shall determine, and to give such security therefor as my Executrix or Trustee may determine.
- G. To participate in any plan of reorganization, consolidation, dissolution, redemption, or similar proceedings involving assets comprising my estate or any trust created hereunder, and to deposit or withdraw securities under any such proceedings
- H. To compromise, settle or adjust any claim or demand by or against my estate or any trust, to litigate any such claims, including without limitation any claims relating to estate or income taxes, and to agree to any rescission or modification of any contract or agreement.
- I. To sell, exchange, assign, transfer and convey any security or property, real or personal, held in my estate or in any trust, at public or private sale, at such time and price and upon such terms and conditions (including credit) as my Executrix or Trustee may deem advisable and for the best interest of my estate or any trust. I hereby waive any requirement of issuing summons, giving notice of any hearing, conducting or holding any such hearing, filing bond or other security, or in any way obtaining court authority or approval for any such sale, exchange, assignment, transfer or conveyance of any real or personal property
- J. To lease any real or personal property for such term and upon such terms and conditions and rentals and in such manner as may be deemed advisable (with or without privilege of purchase), and any lease so made shall be valid and binding for the full term thereof even though the same shall extend beyond the duration of the administration of my estate or any trust created hereunder, all without the approval or authority of any court; and to insure against fire or other risks, to make repairs, replacements and improvements, structural or otherwise, to any real property, to improve any real property and to pay the cost out of principal
- K. Unless otherwise specifically provided, to make distributions (including the satisfaction of any pecuniary bequest) in cash or in specific property, real or personal, or in an undivided interest therein, or partly in cash and partly in other property, and to do so with or without regard to the income tax basis of specific property allocated to any beneficiary and without making pro rata distributions of specific assets
- L. To settle, adjust, dissolve, windup or continue any partnership or other entity in which I may own a partnership or equity interest at the time of my death, subject, however, to the terms of any partnership or other agreement to which I am a party at the time of my death. I authorize my Executrix and Trustee to continue in any partnership or other entity for such periods and upon such terms as they shall determine. Neither my Executrix nor any Trustee shall be disqualified by reason of being a partner, equity owner or title holder in such firm from participating on behalf of my estate in any dealings herein authorized to be carried on between my Executrix or Trustee and the partners or equity owners of any such partnership or other entity
- M. To make any elections and to take any actions necessary in connection therewith which are available under the Internal Revenue Code of 1986, as amended, including but not limited to Section 2032, Section 2032A and Section 6166. I specifically authorize my Executrix and Trustee to allocate any of my available generation-skipping tax exemption from the Federal generation-skipping tax as allowed by

Section 2631 to any property of which I am deemed 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.

- N To disclaim any property which my estate or any trust created hereunder may otherwise be entitled to receive and to take any and all necessary or proper actions to make and fully effectuate a qualified disclaimer or disclaimers under Section 2518, or any similar provision which may be subsequently enacted, and under any disclaimer statute or law which may at any time be in effect under Mississippi law.
- O To change the domicile or situs of any trust created hereunder.
- P To divide any trust created hereunder into shares that are treated as separate trusts and to divide any trust created hereunder in such manner as may be advantageous for the beneficiaries thereunder
- Q To consolidate and merge any trust created hereunder with any other trust created by me or any other person, whether inter vivos or by Will, if the beneficiaries are the same and the terms of that other trust are substantially the same as the trust created hereunder

All authorities and powers hereinabove granted unto my Executrix and Trustee shall be exercised from time to time in their sole and absolute discretion and without prior authority or approval of any Court, and I intend that such powers be construed in the broadest possible manner.

#### ARTICLE XIII

##### **Simultaneous Death Provision**

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

ARTICLE XIV

## Appointment of Executrix

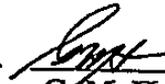
I hereby appoint my wife, **BESSIE WILL PORTER HARMON**, to be Executrix of this, my Last Will and Testament and my estate. In the event that my wife shall predecease me, or, for any reason, shall fail to qualify or cease to act as my Executrix, then I hereby appoint my daughter, **ELIZABETH TUCKER HARMON DAVISON**, my son, **GEORGE MARION HARMON, III**, and my daughter, **MARY KATHERINE HARMON BEATTY**, to serve as successor Co-Executors of this, my Last Will and Testament, and my estate. Any reference herein to my "Executrix" shall also refer to and include my successor Co-Executors herein named, and I confer upon said successor Co-Executors all of the rights, powers, duties, discretions and obligations conferred upon my original Executrix hereinabove named. In the event it becomes necessary for my successor Co-Executors to serve in that capacity, I direct that they act by unanimous consent and agreement with respect to all matters concerning the execution of this Will and the administration of my estate. In the event an issue arises upon which my successor Co-Executors cannot unanimously agree, I direct my Co-Executors to consult with and obtain advice from **JAMIE G. HOUSTON, III** and **FRANK J. HAMMOND, III** concerning such issue. If the successor Co-Executors continue to be unable to unanimously agree on the resolution of the issue within fifteen (15) days following such consultation and advice, then any successor Co-Executor or other interested person may petition the Court having jurisdiction over the execution of my Will for an adjudication with respect to such issue. My Executrix and my successor Co-Executors hereinabove named shall serve without any bond, and I hereby waive the necessity of preparing or filing any inventory, accounting or formal appraisal of my estate. I direct that any reasonable cost a child of mine incurs in serving as a Co-Executor of my Will shall be paid by my estate as an expense of administration, which costs may include, without limitation, travel expenses, long distance telephone charges, courier charges and other reasonable costs that may be incurred in connection with such service.

ARTICLE XV

Appointment of Trustee

A. I hereby appoint AMSOUTH BANK, Jackson, Mississippi, to be Trustee of each trust created under this, my Last Will and Testament Prior to the death of my wife and until the "George M. Harmon Family Trust," created under Article VI of this Will, and the "George M. Harmon Marital Trust," created under Article VIII of this Will, if any, are divided into separate trusts, if AMSOUTH BANK shall be or become unable or unwilling to accept appointment as Trustee or for any reason shall discontinue its service as Trustee or shall resign as Trustee, then, in that event, a committee comprised of JAMIE G. HOUSTON, III, FRANK J. HAMMOND, III, ELIZABETH TUCKER HARMON DAVISON, MARY KATHERINE HARMON BEATTY and GEORGE MARION HARMON, III shall appoint a successor Trustee of each trust created hereunder. Said committee shall also have the right and authority to remove AMSOUTH BANK and any successor Trustee and to appoint a successor Trustee. Said committee shall also have the right and authority to relocate the domicile or situs of the trust such that the operation, administration and taxation of the trust shall be governed by and in accordance with the laws of a state other than the State of Mississippi. The vote of the majority of such committee shall be effective to take any action authorized herein, including, without limitation, to elect a successor in the event of a vacancy on the committee resulting from the death, disability or resignation of a member of the committee. Each successor Trustee of a trust created under this, my Last Will and Testament, shall have all of the rights, powers, duties, discretions and obligations conferred upon my original Trustee hereinabove named. The Trustee shall pay any reasonable costs and expenses incurred by a member of the committee in serving as a member of the committee as an expense of the administration of the trust, which expenses may include, without limitation, travel expenses, long distance telephone charges, courier expenses and other such reasonable expenses incurred with such service.

B. Upon division of the "George M. Harmon Family Trust" and the division of the "George M. Harmon Marital Trust" (or the division of my residuary estate into separate trusts if the "George M. Harmon Marital Trust" is not created), each child of mine shall serve as Co-Trustee, along with AMSOUTH BANK or such other corporate Trustee as may have been

  
G. M. H.

designated under Paragraph A of this Article (the "Corporate Trustee") as the other Co-Trustee, of each separate trust of which such child of mine is a beneficiary, and my children who are then surviving shall serve jointly, along with the Corporate Trustee, as the Co-Trustees of each separate trust for the descendants of a deceased child of mine. If a child of mine shall be unable or unwilling to serve as a Co-Trustee of the separate trusts of which he or she is a beneficiary, or if such child shall resign as Co-Trustee of such trusts, such child may appoint one or more successor Co-Trustees of such trusts. In the event of the death of a child of mine, such child may appoint one or more successor Co-Trustees of the trusts of which he or she is a beneficiary by a provision in such child's Last Will and Testament which makes specific reference to this Will as the source of the power to appoint successor Co-Trustees. In the event of the death of a child of mine without an effective exercise of the power to appoint a successor Co-Trustee, my children who are then surviving shall serve jointly with the Corporate Trustee as the successor Co-Trustees of such trusts, and if such surviving children of mine are or become unable or unwilling to serve as successor Co-Trustees, then such surviving children of mine may appoint one or more successor Co-Trustees of such trusts.

C. At any time during which a child of mine is serving as Co-Trustee of a separate trust of which he or she is a beneficiary, such child shall have the right to remove the Corporate Trustee then serving as Co-Trustee of such trust and to appoint another Corporate Trustee to serve as successor Co-Trustee. At any time during which my surviving children are serving jointly, along with the Corporate Trustee, as the Co-Trustees of a separate trust for the descendants of a deceased child of mine, such surviving children shall have the right, by unanimous vote, to remove the Corporate Trustee then serving as Co-Trustee of such trust and to appoint another Corporate Trustee to serve as successor Co-Trustee. Provided, however, that any Corporate Trustee appointed by a child of mine or my surviving children under this Paragraph C shall be a professional trust company, or other financial institution which maintains a professional trust department, which has trust assets under management of at least Two Hundred Fifty Million Dollars (\$250,000,000).

D. With respect to each separate trust created hereunder, any reference herein to "Trustee" shall mean and refer to the Trustees or Co-Trustees hereinabove named and shall also refer to and include any successor Trustee or successor Co-Trustees hereinabove named, and I confer upon

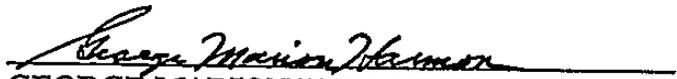
said successor Trustees or successor Co-Trustees all of the rights, powers, duties, discretions and obligations conferred upon my original Trustee or Co-Trustees hereinabove named

ARTICLE XVI

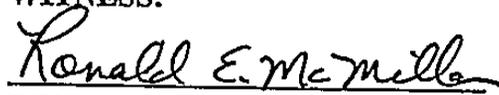
Construction

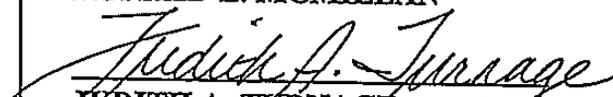
Throughout this Will, the masculine gender shall be deemed to include the feminine and the neuter, the singular shall be deemed to include the plural, and vice versa. The terms "descendant" and "descendants," when used herein, shall mean the same as, and shall be interchangeable with, the legal meaning of the term "issue" and shall mean those persons in being at the time they must be ascertained to give effect to the reference to them regardless of whether they are born before or after my death or the death of any other person. Provided, however, that the term "descendant" and "descendants" shall expressly include the legally adopted children of my children, and of my children's descendants, but only if a legally adopted child shall be adopted prior to his or her attainment of twelve (12) years of age. The headings used herein are for convenience only and shall not be construed or interpreted as limiting the scope of the Article to which the heading pertains. Unless otherwise provided, all Section references refer to the Internal Revenue Code of 1986, as amended, or any corresponding provisions of future laws.

IN WITNESS WHEREOF, I have hereunto affixed my signature in the presence of RONALD E. MCMILLAN and JUDITH A. TURNAGE, whom I have requested to act as subscribing witnesses hereto, on this the 18th day of April, 2002.

  
GEORGE MARION HARMON

WITNESS:

  
RONALD E. MCMILLAN

  
JUDITH A. TURNAGE

We, each of the subscribing witnesses to the foregoing Last Will and Testament of **GEORGE MARION HARMON**, do hereby declare that we have acted as subscribing witnesses hereto at the request of the said **GEORGE MARION HARMON**, that he declared this instrument to be his Last Will and Testament to us; that he affixed his signature hereto in the presence of each of us, that we affixed our signatures hereto in his presence and in the presence of each other, all on the day and year above written, and that on this occasion the said **GEORGE MARION HARMON** was of sound and disposing mind and memory.

WITNESS OUR SIGNATURES on this the 18th day of April, 2002

WITNESS:

ADDRESS:

  
RONALD E. MCMILLAN

400 E. Capitol Street, Suite 300  
Jackson, Mississippi 39201

  
JUDITH A. TURNAGE

400 E. Capitol Street, Suite 300  
Jackson, Mississippi 39201

  
G. M. H.

PROOF OF WILL

STATE OF MISSISSIPPI

COUNTY OF HINDS

Personally came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, **RONALD E. MCMILLAN** and **JUDITH A. TURNAGE**, credible and competent subscribing witnesses to the foregoing instrument of writing dated the 18th day of April, 2002, purporting to be the Last Will and Testament of **GEORGE MARION HARMON**, each of whom having been first duly sworn, state on oath that the said **GEORGE MARION HARMON** signed, made, published and declared said instrument as his Last Will and Testament on the 18th day of April, 2002, the date of said instrument, in the presence of these affiants; that the Testator was then of sound and disposing mind and memory and above the age of twenty-one (21) years, that the Testator was acting voluntarily without undue influence, fraud or restraint; that the affiants subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of **GEORGE MARION HARMON**, and in the presence of **GEORGE MARION HARMON**, and in the presence of each other; that the Testator at the time of the attestation was mentally capable of recognizing and actually conscious of said act and attestation, that the subscribing witnesses were, at the time of said attestation, competent witnesses under the laws of the State of Mississippi; that at the time of said attestation the Testator, **GEORGE MARION HARMON**, indicated to the affiants that he was a resident of and had a fixed place of residence in Madison County, State of Mississippi; and that this Proof of Will is attached to the original of that certain foregoing written instrument signed, made, published and declared by the said Testator, **GEORGE MARION HARMON**, as his Last Will and Testament on this, the 18th day of April, 2002.

*Ronald E. McMillan*  
 \_\_\_\_\_  
**RONALD E. MCMILLAN**  
 400 E Capitol Street, Suite 300  
 Jackson, Mississippi 39201

*Judith A. Turnage*  
 \_\_\_\_\_  
**JUDITH A. TURNAGE**  
 400 E Capitol Street, Suite 300  
 Jackson, Mississippi 39201

SWORN TO AND SUBSCRIBED before me on this the 18th day of April, 2002.

*Marquante M. Brooks*  
 \_\_\_\_\_  
 NOTARY PUBLIC  
 NOTARY  
 PUBLIC  
 MADISON COUNTY, MS

My Commission Expires  
 Notary Public State of Mississippi At Large  
 My Commission Expires April 29, 2002  
 Provided to me by Brooks & Garland, Inc.  
 L:\1950\04799 Harmon\W005 WillProof.GME\wpd

MADISON COUNTY MS This instrument was  
 filed for record Feb 20 2009.  
 Book 44 Page 108  
 BY: *Arthur Johnston, C.E.*  
 ARTUR JOHNSTON, C.E.  
 D.C.