

LAST WILL AND TESTAMENT
OF
DOROTHY FRANCES SHANNON

2009-1048

I, *DOROTHY FRANCES SHANNON*, an adult resident citizen of and domiciled in Flora, Madison County, Mississippi, being over the age of twenty-one 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 I have never been married, and I have no children.

ITEM I

I direct my Executor, hereafter named, 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 after my death as may be conveniently done.

ITEM II

I hereby will, devise and bequeath the following items to the following named individuals:

- A. To Mrs. Amy C. Barre of Cartersville, Georgia, if she survives me, my 16" pearls, pearl pin and pearl earrings;
- B. To Ms. Anita Ann Cates of Cartersville, Georgia, if she survives me, my diamond circle pin and the sterling silver with the Damask Rose pattern;
- C. To Vonceil Stringer, who presently resides in New Orleans, Louisiana, if she survives me, my diamond solitaire ring;

FILED
THIS DATE
JUL 24 2009
ARTHUR JOHNSTON, CHANCERY CLERK
BY *[Signature]* D.C.

[Handwritten initials]

- D. To Alice Bivin, who presently resides at 200 Gay Street, Hattiesburg, Mississippi, if she survives me, my gold leaf pin with three pearls and my 30" string of pearls with yellow gold and diamond enhancer;
- F. To Mrs. W. A. (Betty) Cates, of Cartersville, Georgia, if she survives me, my Parker pen, my silver bracelet with one charm, my 24" inch string of pearls, my Waterford bed lamp, my Waterford vase, my Waterford pitcher, my Waterford toothpick holder, my Waterford cream and sugar and all other personal items in my residence which are not the subject of a bequest in this my Last Will and Testament.
- G. To Charlie Lehman, if he survives me, any automobile owned by me at the time of my death and the sum of One Thousand Dollars (\$1,000.00).

ITEM III

I hereby will, devise and bequeath all cash remaining in all checking accounts which I may own at the time of my death unto the Salvation Army, Mississippi Multiple Sclerosis Society, American Diabetes Association, Open Doors, P. O. Box 27001, Santa Anna, California, and Flora Police Department, in equal shares, share and share alike.

ITEM IV

If I still own my farm in Madison County, Mississippi at the time of my death, I direct that my Executor to sell same, and I will, devise and bequeath one-half (1/2) of the sale proceeds to the Flora Methodist Church, Flora, Mississippi, and one-half to the Masonic Home in Meridian, Mississippi. If the Masonic Home in Meridian, Mississippi shall no longer be in operation at the time of my death, then I will, devise and bequeath one-half (1/2) of the sale proceeds of my farm to the Masonic Lodge #600 of Jackson, Mississippi.

ITEM V

I will, devise and bequeath my residence and the property upon which it is situated in the town of Flora, Mississippi, unto George D. Allard, Jr.

ITEM VI

I will, devise and bequeath all the rest, residue and remainder of my estate, whether real, personal or mixed, and whatsoever kind or character, including all lapsed legacies and devises or other bequests made by this my Last Will and Testament which fail for any reason, to Mrs. Betty C. Cates of Cartersville, Georgia. In the event Mrs. Betty C. Cates has predeceased me, and there are no other living persons entitled to receive the rest, residue and remainder of my estate under this Article VI, then I will, devise and bequeath all the rest, residue and remainder of my estate, whether real, personal or mixed, and of whatsoever kind or character and wheresoever situated, including all lapsed legacies and devises or other bequests made by this my Last Will and Testament which fail for any reason, to Mrs. Julianna Allard of Flora, Mississippi.

ITEM VII

A. I appoint Patrick Nicholas Harkins, III of Jackson, Mississippi, as Executor of this my Last Will and Testament. If he shall predecease me, or be unwilling or unable to serve as such Executor, I then hereby appoint Jamie G. Houston, as Alternate Executor of this my Last Will and Testament.

B. I direct that neither my Executor or Alternate Executor be required to file any inventory or appraisal of my estate or be required to give any bond whatsoever or to give any

accounting to any Court or obtain the order or approval of any Court in the exercise of any power or discretion herein given.

C. I hereby grant to my Executor/Alternate Executor during the administration of my estate to sell any of my estate, whether real, personal or mixed, at public or private sale, to be exercised without any court order and at such price and on such terms and conditions as my Executor, in his sole and absolute discretion may determine and to execute and deliver any and all instruments in writing which may be advisable to carry out said powers and no party to such instruments in writing, signed by the Executor, shall be obliged to inquire into its validity or be bound to see to the application by the Executor of any money or other property paid or delivered to said Executor, pursuant to the terms of any such instrument; to make distribution of my estate in cash or in kind; and to employ agents, attorneys, auditors, bookkeepers and depositories, with or without discretionary powers; to exercise in their sole and absolute discretion, all of the powers, rights and discretions granted by virtue of the "Uniform Trustees' Power Act", being Sections 91-9-101 through 91-9-119, inclusive, of the Mississippi Code of 1972, Annotated, as amended, which "Uniform Trustees' Powers Act" is hereby incorporated herein by reference as though fully and completely copied herein. Should said "Uniform Trustees' Powers Act" be repealed, then my Executor or Alternate Executor, herein named, shall continue to have all of the powers, rights and discretions granted by said "Uniform Trustees' Powers Act", the same as if it were still in effect.

D. I hereby grant unto my Executor and Alternate Executor, during the administration of my estate, the power to disclaim any assets which my estate would otherwise be entitled to receive and to take all necessary action in connection therewith to fully consummate a qualified disclaimer under Section 2518 of the Internal Revenue Code, or any statute of similar import which may

subsequently be enacted, and under any Mississippi statute or law which may at any time be in effect.

E. I do hereby grant unto my Executor and Alternate Executor, during the administration of my estate, the power to make any and all elections which may be available under federal or state estate, gift, and income tax laws.

IN WITNESS WHEREOF, I, DOROTHY FRANCES SHANNON, have to this my Last Will and Testament, consisting of five (5) pages, subscribed my name, this the 11th day of October, 2007.

Dorothy Frances Shannon
DOROTHY FRANCES SHANNON

WITNESS:

Ronald M. Kirk

WHOSE ADDRESS IS:

P. O. Drawer N
Flores, Mo 39071

WITNESS:

Juan Carlos Phillips

WHOSE ADDRESS IS:

P. O. Box 542
Flores, MS 39071

CERTIFICATE OF SUBSCRIBING WITNESSES

WE, Ronald M. Kirk and Susan Cox Phillips, as the two subscribing witnesses to the Last Will and Testament of **DOROTHY FRANCES SHANNON**, do hereby certify that said instrument was signed by the said **DOROTHY FRANCES SHANNON** in our presence and in the presence of each of us, and that the said **DOROTHY FRANCES SHANNON** 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 **DOROTHY FRANCES SHANNON**, in her presence and in the presence of each other.

WITNESS OUR SIGNATURES, this the 11th day of October, 2007.

WITNESS:

Ronald M. Kirk

WHOSE ADDRESS IS:

P.O. Drawer N

Florida, MS 39071

WITNESS:

Susan Cox Phillips

WHOSE ADDRESS IS:

P.O. Box 542

Florida, MS 39071



BOOK 044 PAGE 521

FILED
THIS DATE

JUL 24 2009

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

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

IN THE MATTER OF THE ESTATE OF
DOROTHY FRANCES SHANNON, DECEASED

CAUSE NO. 2009-1048-G

AFFIDAVIT OF RONALD M. KIRK AS SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF Hinds

PERSONALLY CAME AND APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction aforesaid, the undersigned, Ronald M. Kirk, who having been first duly sworn states on his oath that in the presence of this Affiant, Dorothy Frances Shannon signed, made, published and declared as her Last Will and Testament that certain instrument of writing entitled "Last Will and Testament of Dorothy Frances Shannon" dated October 11, 2007, a true and correct copy of which is annexed as Exhibit "1" hereto, 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 at the time of her execution of said instrument, that the Affiant subscribed and attested said instrument as a witness to the signature and publication thereof, at the special instance and request of Dorothy Frances Shannon, in her presence, and in the presence of Susan Cox Phillips, who also subscribed and attested said instrument as a witness to the signature and publication thereof; that the Testatrix at the time of the attestation was mentally capable of recognizing and actually conscious of said act and attestation; that the undersigned, Ronald M. Kirk, was, at the time of said attestation, a credible and competent subscribing witness to that certain instrument of writing entitled "Last Will and Testament of Dorothy Frances Shannon" dated October 11, 2007; and that at the time of said attestation the Testatrix, Dorothy Frances

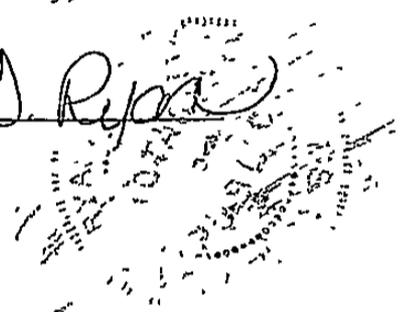
BOOK 044 PAGE 522

Shannon, was a resident of and had a fixed place of residence in the City of Floia, County of Madison, State of Mississippi.

Ronald M. Kirk
RONALD M. KIRK

SWORN TO AND SUBSCRIBED before me on this the 16th day of July, 2009

Melinda J. Ripka
Notary Public



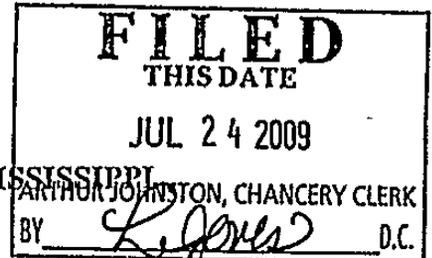
My Commission Expires:

Notary Public State of Mississippi At Large
(My Commission Expires August 27, 2010)
Bonded thru Jordan Seay & Garland, Inc

L:\1885\T-2009\Shannon\005 Affidavit Ronald Kirk wpd



BOOK 044 PAGE 523



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI
IN THE MATTER OF THE ESTATE OF
DOROTHY FRANCES SHANNON, DECEASED
CAUSE NO. 2009-1048-G

AFFIDAVIT OF SUSAN COX PHILLIPS AS SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF Madison

PERSONALLY CAME AND APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction aforesaid, the undersigned, Susan Cox Phillips, who having been first duly sworn states on her oath that in the presence of this Affiant, Dorothy Frances Shannon signed, made, published and declared as her Last Will and Testament that certain instrument of writing entitled "Last Will and Testament of Dorothy Frances Shannon" dated October 11, 2007, a true and correct copy of which is annexed as Exhibit "1" hereto, 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 at the time of her execution of said instrument; that the Affiant subscribed and attested said instrument as a witness to the signature and publication thereof, at the special instance and request of Dorothy Frances Shannon, in her presence, and in the presence of Ronald M. Kirk, who also subscribed and attested said instrument as a witness to the signature and publication thereof; that the Testatrix at the time of the attestation was mentally capable of recognizing and actually conscious of said act and attestation; that the undersigned, Susan Cox Phillips, was, at the time of said attestation, a credible and competent subscribing witness to that certain instrument of writing entitled "Last Will and Testament of Dorothy Frances Shannon" dated October 11, 2007; and that at the time of said attestation the Testatrix, Dorothy Frances Shannon,

BOOK 044 PAGE 524

was a resident of and had a fixed place of residence in the City of Flora, County of Madison, State of Mississippi.

Susan Cox Phillips
SUSAN COX PHILLIPS

SWORN TO AND SUBSCRIBED before me on this the 14th day of July, 2009

Debbie Lynn Harris
Notary Public

My Comm. Expires
September 15, 2010
STATE OF MISSISSIPPI
DEBBIE LYNN HARRIS
ID No
53839
NOTARY PUBLIC
Comm Expires
September 15, 2010
MADISON COUNTY
(Affix Official Seal)

L:\1885\T-2009\Shannon\006 Affidavit Susan Phillips.wpd

MADISON COUNTY MS. This instrument was filed for record JULY 24, 2009

Book 44 Page 523
ARTHUR JOHNSTON, C C

BY: L. Jones D C



THE STATE OF TEXAS
COUNTY OF EL PASO

I, DELIA BRIONES Clerk of the PROBATE COURT 2 of El Paso County,
Texas, do hereby certify that the foregoing ARE TRUE AND CORRECT COPIES OF THE
ORIGINAL S

LAST WILL & TESTAMENT

APPLICATION TO PROBATE WILL AND FOR LETTERS TESTAMENTARY

ORDER PROBATING WILL AND GRANTING LETTERS TESTAMENTARY

FILED
THIS DATE
JUL 24 2009
ARTHUR JOHNSTON, CHANCERY CLERK
BY *Arthur Johnston* D.C.

filed and entered in Cause No. 99-P00305 in the matter of the estate of
MILDRED LUCILLE SANDIDGE

as the same on file in this office and of record in the Probate Minutes of said Court, in
Volume 0165 page 0531 et seq.

IN THE WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said
Court at office in El Paso, Texas, 30TH day of JUNE 2009.



Delia Briones, County Clerk
Clerk Probate Court 2 of El Paso County, Texas

Delia Briones Deputy

FILED
THIS DATE
JUL 24 2009
ARTHUR JOHNSTON, CHANCERY CLERK
BY *Lynn Tupper* DC

Last Will & Testament

I, MILDRED LUCILLE SANDIDGE (also known as MILDRED LUCILLE MARTIN SANDIDGE), now domiciled in El Paso, El Paso County, Texas, being of sound and disposing mind and memory, and above the age of eighteen years, do hereby make and publish this, my Last Will and Testament, hereby expressly revoking all Wills and Codicils previously made by me at any time heretofore.

ARTICLE I

I direct my Executor to pay all of my legal, enforceable obligations, including all estate, inheritance, succession and other taxes (including any interest thereon and penalties in respect thereto) assessed by reason of my death or to extend and renew the same, as in the judgment of my Executor seems to be in the best interest of my estate, together with the cost of any ancillary administration which may be required in the course of safeguarding and delivering bequests. I also direct my Executor to pay all expenses of my last illness, burial, and the administration of my estate within a reasonable period of time following my death. These provisions shall not operate in any way to accelerate any liability or indebtedness of my estate.

ARTICLE II

I anticipate leaving written instructions as to certain items of memorabilia which, at the time of the signing of this Will, I intend to leave to CHERYL PATRICE PATTERSON. Any such instructions, which are wholly in my handwriting, and signed by me, shall be considered a Codicil to this my Last Will and Testament.

ARTICLE III

I give, devise and bequeath all of the rest, residue and remainder of my estate, of every nature and description, whether real, personal, or mixed, wherever situated, of which I should die seized or possessed, or to which I may be entitled, or have the right to dispose of at the time of my death in any manner, to my two (2) sons, MARTIN SANDIDGE and CHARLES R. SANDIDGE, JR., if

TRUE AND CORRECT COPY OF THE ORIGINAL FILED IN
Arthur Johnston
CHANCERY CLERK
EL PASO COUNTY TEXAS



living. If either of my sons have predeceased me and leave a surviving spouse, such surviving spouse shall receive a life estate in the assets which my deceased son would have received, and following such life estate distribution shall be made to the issue of my deceased son, share and share alike. If either of my sons are predeceased without leaving a surviving spouse, and leave issue, such issue shall take, share and share alike. If either of my sons predecease me without leaving a surviving spouse and without leaving living issue, my other son or his issue shall inherit the portion of my deceased son who does not leave a surviving spouse or surviving issue.

ARTICLE IV

No interest of any beneficiary in the corpus of or income of my estate shall be subject to assignment, alienation, pledge, attachment, or other claims or creditors of such beneficiaries, and may not otherwise be voluntarily or involuntarily alienated or encumbered by such beneficiary except as may be otherwise specifically provided herein.

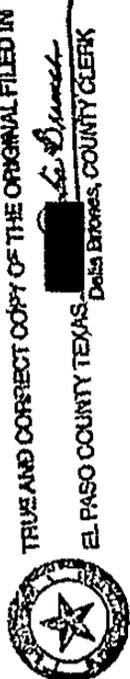
ARTICLE V

All estate, inheritance, succession, transfer and other death duties or taxes of any nature which may be assessed or imposed upon or with respect to property passing under this Will shall be paid out of the residue of my estate passing under Article III hereof as part of the expenses of administration and with no right of reimbursement from any of the legatees, devisees, or beneficiaries hereunder.

ARTICLE VI

1. I hereby nominate, constitute and appoint MARTIN SANDIDGE and CHARLES R. SANDIDGE, JR., as the Independent Co-Executors (herein called Executor) of this my Last Will and Testament. If either of them cannot or will not serve then the other shall serve without the appointment of a successor Co-Executor. I vest my Independent Executor with full power and authority to sell, lease,

TRUE AND CORRECT COPY OF THE ORIGINAL FILED IN



DeLis Brown
 EL PASO COUNTY TEXAS
 DeLis Brown, COUNTY CLERK

encumber, or otherwise dispose of or convert any or all of my estate subject only to the terms of this Will, my Independent Executor to have full power and authority to do all things reasonably necessary for the settlement of my estate. No bond or other security shall be required of my Independent Executor. I direct that no action shall be had in any County or Probate Court in relation to my estate other than the probating and the recording of this my Last Will and Testament and the return of the statutory inventory, appraisement and list of claims of my estate.

2. My Executor shall be exonerated for all actions, taken in good faith, regarding the valuation of assets in preparing and filing any Federal Estate Tax Return or State Inheritance Tax Return and my Executor shall be held harmless for any liability arising from any other valuation penalty which may be levied on my Estate by the Internal Revenue Service or any State.

3. In the event an ancillary probate is needed in my estate in any jurisdiction other than the State of my residence, it is my desire that my Executor be as Independent of the proper Court as is possible and limited only by the laws of such other State. My Executor shall have all the rights and powers of an Independent Executor in the State of my residence, including, but not limited by the following powers and discretions which are to apply in all states without order or permission of any Court:

(a) to omit the appraisement of my household goods and of my other assets insofar as it may be lawfully omitted;

(b) to compromise or otherwise settle or adjust claims against or in favor of my estate on such terms as my Executor deems proper;

(c) to sell at public or private sale any part or all of the real or personal property in my estate at such prices and upon such terms and conditions as my Executor determines; to execute, acknowledge, and deliver deeds and other proper instruments of transfer in connection therewith or for any other proper purpose, and to pay a commission in connection with any such sale; provided however, that such powers shall not be applicable to property

TRUE AND CORRECT COPY OF THE ORIGINAL FILED IN
El Paso County Texas
Doris Bridges, COUNTY CLERK



specifically given unless necessary to pay debts and expenses or unless the beneficiary thereof consents in writing to such sale;

(d) to take any action as a security holder that I could take if living; to invest and reinvest funds of the estate in such securities or other property as my Executor deems wise, without regard to any statute or rule of law otherwise restricting investments by fiduciaries;

(e) to elect, whenever such election is permitted, how any item shall be allocated between deduction for income tax purposes and deduction for estate tax purposes, notwithstanding that such election may be advantageous or disadvantageous to any one or more of the beneficiaries of my estate (including a beneficiary who is acting as Executor). The Executor shall not be under any duty to reimburse or charge either principal or income on account of such tax treatment, regardless of whether the value of the adjusted gross estate is thereby affected;

(f) to borrow money for such periods and upon such terms and conditions as my Executor deems necessary, convenient or proper for the improvement, protection, or preservation of the estate, for which sums the Executor may issue promissory notes as Executor and secure the payment thereof by mortgaging or pledging any part or all of the estate assets; to make advances to the estate, for which advances and interest thereon, it shall have a lien upon the estate;

(g) to elect such date as seems best under all circumstances, even though such election does not result in the lowest Federal estate tax and may benefit my Executor individually as a beneficiary of my estate or may benefit any other beneficiary of my estate.

(h) to determine what property is covered by general descriptions contained in this Will.

(i) to make distributions [including the satisfaction of any pecuniary bequest] in cash or in specific property, real or personal, or an undivided interest therein, or partly in cash and

TRUE AND CORRECT COPY OF THE ORIGINAL FILED IN
EL PASO COUNTY
Dea. E. Jones, COUNTY CLERK



partly in such property, and to do so without regard to the income tax basis of specific property allocated to any beneficiary.

(j) to take all reasonable actions that my Executor deems necessary or proper in the management and settlement of my estate.

ARTICLE VII

The bequests and devises contained in this Will are intended to be in lieu of any other claims of whatever nature and any beneficiary hereunder who directly or indirectly contests this Will (regardless of whether such contest is instituted in good faith and with probable cause) or seeks to impair or invalidate any provision hereof shall cease to be a beneficiary hereunder, and all bequests and devises to such person shall lapse and such beneficiary shall receive in lieu thereof the sum of \$1.00. This Article shall not be construed to limit the appearance of any beneficiary as a witness in any proceeding for the probate of this Will or in the proceeding for its construction. Each benefit conferred herein is made on the condition precedent that the beneficiary shall accept and agree to all of the provisions of this Will and the provisions of this Article are an essential part of each and every benefit.

ARTICLE VIII

Should any provision of this Will be held invalid by final judgment in a Court of competent jurisdiction, such holding shall in no manner affect any other provision herein contained.

ARTICLE IX

IN TESTIMONY WHEREOF, I have hereunto signed my name to this and initialed each of the four (4) foregoing pages of this, my Last Will and Testament, in the presence of Jack D. Sorell and KIMBERLY A HART, witnesses, who, at my request, in my presence and in the presence of each other, sign their names as witnesses on this 17 day of March, 1988.

Mildred Lucille Sandidge
MILDRED LUCILLE SANDIDGE, Testatrix

TRUE AND CORRECT COPY OF THE ORIGINAL FILED IN
EL PASO COUNTY TEXAS
Debra Estep, COUNTY CLERK



We, the undersigned, being called upon by MILDRED LUCILLE SANDIDGE, to witness the foregoing as her Will, and the said Testatrix having signed the same in our presence, and declared and published the same to be her Last Will and Testament, we, at her request, in her presence, and in the presence of each other, sign our names hereto as witnesses on this 14th day of March, 1988, believing the Testatrix at this time to be of sound and disposing mind and memory.

TRUE AND CORRECT COPY OF THE ORIGINAL FILED IN

Debra Estep
Debra Estep, COUNTY CLERK



99-100205

MAR 17 1988

FILED

WITNESS:

[Signature]

ADDRESS:

1217 Cerrito Alto Lane
El Paso, Texas 79912
El Paso, Texas

Kimberly A Hart

5881 Clydesdale
El Paso, Texas

STATE OF TEXAS §
COUNTY OF EL PASO §

BEFORE ME, the undersigned authority, on this day personally appeared MILDRED LUCILLE SANDIDGE, Testatrix, Jack D. Sargent and KIMBERLY A. HART known to me to be the Testatrix and witnesses, respectively, whose names are subscribed to the annexed or foregoing instrument in their respective capacities, and all of said persons being by me duly sworn, the said Testatrix, declared to me and to said witnesses in my presence, that said instrument is her Last Will and Testament, that she had willingly made and executed it as her free act and deed for the purposes therein expressed; and said witnesses, each on oath, stated to me in the presence and hearing of said Testatrix, that said Testatrix had declared to them that said instrument is her Last Will and Testament, and that she executed the same as such and wanted each of them to sign it as a witness, and upon their oaths each witness stated further that they did sign it as witnesses in the presence of said Testatrix and at her request; that she was at that time eighteen years of age or over, and was of sound mind; and that

each of the said witnesses was then at least fourteen years of age.

Mildred Lucille Sandidge
MILDRED LUCILLE SANDIDGE, Testatrix

[Signature]
Kimberly A. Hart

Subscribed, sworn to and acknowledged before me by the said MILDRED LUCILLE SANDIDGE, Testatrix, and subscribed and sworn to before me by the said Jack D. Sargent and KIMBERLY A. HART witnesses, on this 14th day of March, 1988.



[Signature]

TRUE AND CORRECT COPY OF THE ORIGINAL FILED IN
EL PASO COUNTY TEXAS
Della Estenes, COUNTY CLERK



99-100305
MAR 17 1988
FILED
COUNTY CLERK, EL PASO CO., TEXAS
HECTOR ENRIQUEZ, JR.
BY [Signature]
DEPUTY

BOOK 044 PAGE 534

V.

Neither the state, any governmental agency of the state, nor any charitable organization is named in said Will as a devisee.

WHEREFORE, Applicants pray that notice issue as required by law, that said Will be admitted to probate, that Applicants be appointed Independent Co-Executors without bond, that Letters Testamentary be granted to Applicants and for such other orders as the Court may deem necessary or proper.

DATED March 17, 1999.

Respectfully submitted,

KRAFSUR GORDON MOTT
DAVIS & WOODY P.C.
4695 N Mesa
El Paso, Texas 79912
Telephone: (915) 545-1133
Telecopier (915) 545-4433

FILED MAR 17 1999
COUNTY CLERK, EL PASO CO., TEXAS
HECTOR ENRIQUEZ, JR.
BY [Signature]
DEPUTY

BY [Signature]
STANCY STRIBLING FIELDS
State Bar No. 19390425

Attorneys for Applicants

TRUE AND CORRECT COPY OF THE ORIGINAL FILED
[Signature]
EL PASO COUNTY TEXAS DEPUTY COUNTY CLERK



BOOK 044 PAGE 533

IN THE PROBATE COURT

EL PASO COUNTY, TEXAS

ESTATE OF

MILDRED LUCILLE SANDIDGE,

DECEASED.

§
§
§
§
§

EL NO. 99-P00305

ORDER PROBATING WILL AND GRANTING LETTERS TESTAMENTARY

On April 13, 1999, came on to be heard the Application of MARTIN SANDIDGE and CHARLES R SANDIDGE, JR., for probate of the Last Will and Testament of MILDRED LUCILLE SANDIDGE ("Decedent"), Deceased, and for appointment as Independent Co-Executors of said estate without bond. It appearing to the Court, and the Court so finds, that notice and citation have been served and returned in the manner and for the time required by law, to which no objection has been made, and the Court having heard evidence, the Court finds that MILDRED LUCILLE SANDIDGE died in El Paso, Texas, on March 13, 1999, that four years have not elapsed since Decedent's death, that at the time of her death Decedent was an adult resident of El Paso County, Texas, and owned real or personal property in El Paso County, Texas, in excess of \$50,000 in value, whereby this Court has jurisdiction and venue over her estate, that Decedent's unrevoked Will dated March 14, 1988, was executed with the formalities and solemnities and under the circumstances required by law to make it a valid will, that no objection to or contest of the probate of the will has been filed, that all of the necessary proof required for the probate of the will has been made, that MARTIN SANDIDGE and CHARLES R. SANDIDGE, JR are named in Decedent's Will as Independent Co-Executors without bond, that they are not disqualified to serve and that necessity exists for such appointment as prayed for by them, that the will provides that no action be had in this Court other than to prove and record the Will and other proceedings required by law, and the Court being satisfied that said instrument should be admitted to probate:

It is accordingly ORDERED, ADJUDGED and DECREED by the Court that said Last Will and Testament of MILDRED LUCILLE SANDIDGE, Deceased, be, and it is hereby, admitted to probate and record, and that said Will be recorded in the minutes of this Court.

It is further ORDERED, ADJUDGED and DECREED by the Court that MARTIN SANDIDGE and CHARLES R. SANDIDGE, JR be, and are hereby appointed Independent Co-Executors of this estate, that Letters Testamentary be granted to MARTIN SANDIDGE and CHARLES R SANDIDGE, JR without bond or other security, after they have taken the required oath, and that no action be had in this Court in the administration and settlement of this estate other than the returning into Court of an Inventory, Appraisalment and List of Claims which shall be filed within 90 days of qualification of the Independent Co-Executors unless that time is extended by the Court

TRUE AND CORRECT COPY OF THE ORIGINAL FILED IN
EL PASO COUNTY TEXAS
DUSTA BRIDGES, COUNTY CLERK



BOOK 044 PAGE 536

The Court finds that no appraisers are necessary and none are appointed.

SIGNED this 13 day of April, 1999

JUDGE

Max H. [Signature]

TRUE AND CORRECT COPY OF THE ORIGINAL FILED IN
EL PASO COUNTY TEXAS
Debra Brewster, COUNTY CLERK



BOOK 044 PAGE 537

THE STATE OF TEXAS
COUNTY OF EL PASO

I, EDUARDO A. GAMBOA do hereby certify that I am the Presiding Judge of the PROBATE COURT 2 of El Paso County, Texas; that said Court is a Court of record, having a Clerk and a seal that DELIA BRIONES is the Clerk of said Court; that he has signed the annexed attestation and was at the time of signing said attestation, the duly elected, qualified and acting County Clerk of said County; that the signature is his own genuine handwriting, and that all official acts as such County Clerk are entitled to full faith and credit and I further certify that said attestation is in due form of law.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Court, at office in El Paso, Texas this the 30TH day of JUNE 2009.



[Signature]
JUDGE, EDUARDO A. GAMBOA
JUDGE, PROBATE COURT 2
EL PASO COUNTY, TEXAS

THE STATE OF TEXAS
COUNTY OF EL PASO

I, DELIA BRIONES Clerk of the PROBATE COURT 2 of El Paso County, Texas, (which Court is a Court of Record) do hereby certify that the Honorable, EDUARDO A. GAMBOA whose name is subscribed to the annexed and foregoing certificate of one attestation was at the time of signing thereof and is now THE PRESIDING JUDGE OF THE PROBATE COURT 2 of El Paso County, Texas, duly elected, commissioned and qualified and authorized by law to execute said certificate; and I do further certify that the signature attached to the annexed certificate is his own proper signature and is genuine.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Court, at office in El Paso, Texas, this the 30TH day of JUNE 2009.



[Signature]
COUNTY CLERK, DELIA BRIONES
CLERK, PROBATE COURT 2
EL PASO COUNTY, TEXAS

MADISON COUNTY MS This instrument was filed for record JULY 24, 2009.

Book 44 Page 525
ARTHUR JOHNSTON, C. C.

BY: *[Signature]* c.



Original

BOOK 044 PAGE 538

LAST WILL & TESTAMENT

OF

2009-936

MICHAEL F. DELLEO

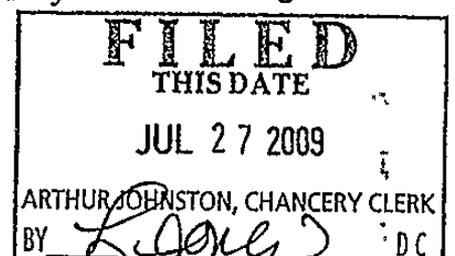
I, Michael F. Delleo residing at 745 S Pear Orchard Road, Unit 119, Ridgeland, MS 39157, being of sound mind, memory and understanding, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all Wills and Codicils heretofore made by me.

I. PAYMENT OF DEBTS: I direct that all of my just debts, funeral expenses and expenses of my last days of illness be paid by my Executor as soon as conveniently possible after my death.

II. PAYMENT OF TAXES. I direct that all succession, legacy, inheritance, death, transfer or estate taxes, duties, charges or assessments payable by reason of my death, regardless of whether such property upon which said taxes may be assessed passes under the Will or otherwise, be paid by my Executor out of the residue of my estate. I further direct that no part of said tax shall be paid by the recipient of such property.

III. EXECUTOR APPOINTMENT. I nominate, constitute and appoint my son, Robert E. Delleo, as Executor of my Will. Should Robert E. Delleo predecease me or be unable or unwilling to so act, I appoint my son, Michael F. Delleo, Jr., as alternate Executor.

I hereby direct that no Executor or fiduciary appointed pursuant to the provisions of my Will shall be required to furnish bond or other security in any jurisdiction for the faithful performance of any executor or fiduciary duties I further waive the necessity of an accounting



IV. MANAGEMENT PROVISIONS: I confer upon my executor or fiduciary, in every instance, full power and authority to sell, transfer or convey any property, real or personal, of which I may die seized and to do every act and thing necessary or appropriate to complete the administration of my Will.

V. I direct that all personal property and furnishings located within my present residence at the time of my death be distributed to Lynda G. Delleo and Robert E. Delleo.

VI RESIDUARY ESTATE: I give, devise and bequeath all the rest, residue and remainder of my estate, whether real, personal or mixed, of whatsoever the same may consist, and wheresoever the same may be situated, to my sons, Michael F. Delleo, Jr. and Robert E. Delleo, in equal shares, to share and share alike.

If in the event a son of mine shall predecease me or not survive me for thirty (30) days, then and in that event, that son's share shall pass to his surviving heirs, in equal shares.

IN WITNESS WHEREOF, I, MICHAEL F. DELLEO have hereunto set my signature on, and published and declare this to be my Last Will and Testament on this the 22 day of February, 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.

Michael F. Delleo
MICHAEL F. DELLEO

WITNESSES:

Phyllis Kibley

BOOK 044 PAGE 540

NAME: Phyllis Kibby

ADDRESS: 12 Woodgate Dr Ste C
Brandon MS 39042

Denise Peoples

NAME: Denise Peoples

ADDRESS: 12 Woodgate Dr. Ste C
Brandon MS 39042

ATTESTATION CLAUSE

WE, each of the subscribing witnesses to the Last Will and Testament of MICHAEL F. DELLEO, do hereby certify that said instrument was signed in the presence of each of us, and that said MICHAEL F. DELLEO 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 MICHAEL F. DELLEO in HIS presence and in the presence of each other.

WITNESS OUR SIGNATURES on this the 22 day of February, 2008.

Phyllis Kibby
WITNESS:

Denise Peoples
WITNESS:

AFFIDAVIT OF WITNESSES

STATE OF MISSISSIPPI
COUNTY OF RANKIN

This day personally appeared before me, the undersigned duly commissioned and qualified Notary Public, acting within and for the State and County, Phyllis Kibby and Denise Peoples 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 day of February, 2008, MICHAEL F. DELLEO 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 MICHAEL F. DELLEO, on the 22 day of February, 2008, was of lawful age, was of sound and disposing mind and memory, and there was no evidence of undue influence.

SIGNATURE: Phyllis Kibby residing at 220 Cross Park Dr. Apt A-2 Pearl, MS 39208

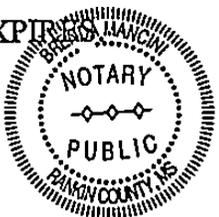
PRINTED NAME: Phyllis Kibby

SIGNATURE: Denise Peoples residing at 3181 Louis Wilson Dr. Brandon, MS 39042

PRINTED NAME: Denise Peoples

SWORN TO AND SUBSCRIBED before me this the 22 day of February 2008.

Brenda Mancini
NOTARY PUBLIC

MY COMMISSION EXPIRES

MY COMMISSION EXPIRES
May 19, 2010

MADISON COUNTY MS. This instrument was filed for record JULY 27, 2009.
Book 44 Page 936
ARTHUR JOHNSTON, C. C.
BY: Regina D.C. 

LAST WILL AND TESTAMENT

OF

2009-1050

GEORGIA WHITE ALEXANDER

I, GEORGIA WHITE ALEXANDER, of Canton, Madison County, Mississippi, being of the age of eighteen years and over and of sound and disposing mind and memory, do make, declare and publish this to be my Last Will and Testament, revoking all previous wills and codicils.

I.

I name, constitute and appoint Annie Deloris Denson as Executrix of this my Last Will and Testament and direct that she be not required to give bond or make any formal appraisal, inventory or accounting to any Court other than the probate of this my Last Will and Testament.

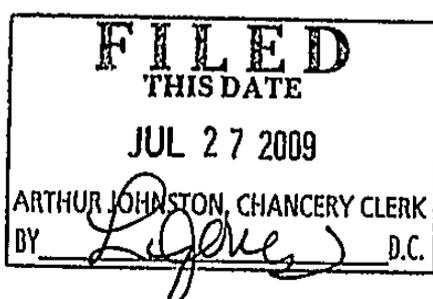
II.

I direct that all of my just legal debts, expenses of my last illness and funeral expenses be paid as promptly after my death as practical.

III.

I will, devise and bequeath unto my grandson, Terry Denson, my car which I may own at the time of my death; and all of the rest, residue and remainder of my estate, any and all cash, real personal or mixed, of whatsoever nature and wheresoever located, I will devise and bequeath unto Terry Denson.

IN WITNESS WHEREOF I have executed this Last Will and Testament on this the 21st day of September, 2005, in the presence of the undersigned attesting and credible witnesses who, at my request and in my presence, and in the presence of each other, have witnessed my signature hereto.



GW
Georgia White Alexander
Georgia White Alexander

Last Will and Testament of Georgia White Alexander – Page 2.

Signed, published and declared by the Testatrix, GEORGIA WHITE ALEXANDER, on the date shown hereinabove, as and for her Last Will and Testament in the presence of us, who, at her request and in her presence and in the presence of each other, subscribe our names hereto as attesting witnesses.

Otto L. Davis

Barbara Maffey-Luck

Denise A. Zuck
WITNESSES


Mason E. Thomas
Notary Public
MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES NOV 19, 2008
BONDED THRU STEGALL NOTARY SERVICE

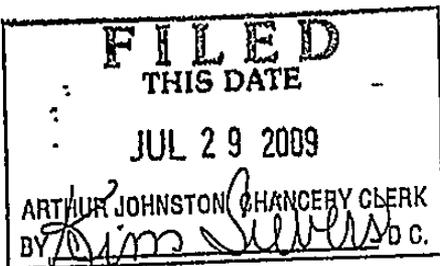
MADISON COUNTY MS This instrument was
filed for record JULY 27, 2009
Book 44 Page 542
ARTHUR JOHNSTON, C. C.
BY: K. Jones D.C.



BOOK 044 PAGE 544

2009-922

LAST WILL AND TESTAMENT
OF
FRANCIS EDWARD HAMILTON



I, FRANCIS EDWARD HAMILTON, a resident of Madison, Madison County, Mississippi, do declare this to be my Last Will and Testament, hereby revoking all other wills, testaments and codicils heretofore made by me.

ARTICLE I

I do hereby appoint my wife, ELLEN JONES HAMILTON, to serve as Executrix of this my Last Will and Testament. I direct that neither the Executrix nor her successor shall be required to post any bond and also waive the necessity of any formal appraisal, inventory, or accounting made of my estate. In the event that ELLEN JONES HAMILTON fails or refuses to serve as Executrix, I do hereby appoint JOSEPH T. WILKINS, III as successor Executor, to serve under the same provisions and conditions as the primary Executor.

ARTICLE II

I do hereby direct my Executrix to pay all of my just debts which may be probated, registered and allowed against my Estate as soon as may be conveniently done

FEH

ARTICLE III

I do hereby make the following specific bequest:

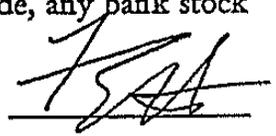
To STEVEN HAMILTON, if he survives me, the Grumman Canoe, the Heckler & Koch 22 magnum rifle, and the glass and silver cigar humidor. Should STEVEN HAMILTON predecease me, I do hereby, give, devise, and bequeath this bequest to his son, MATTHEW HAMILTON.

ARTICLE IV

I do hereby give, devise, and bequeath all the rest, residue and remainder of my property, both real, personal or mixed, of whatever kind and wherever situated, to my wife, ELLEN JONES HAMILTON, if she survives me. Should my wife predecease me, I do hereby give and transfer that all of our personal household effects and furnishings such as jewelry, clothing, furniture, furnishings, silver, books and pictures, not otherwise previously transferred, to MARTHA ANN DIAZ, ANNA WARD, PAULA WIMBISH and BERNADETTE HAMILTON, in equal parts, share and share alike or to the survivor of each of them.

ARTICLE V

I do hereby give, devise and bequeath all of the rest, residue and remainder of my property, both real, personal or mixed, of whatever kind and wherever situated to my wife, ELLEN JONES HAMILTON, if she survives me. Should my wife, ELLEN JONES HAMILTON, predecease me, then I do hereby give, devise and bequeath all of the rest, residue and remainder of my property to specifically include, any bank stock

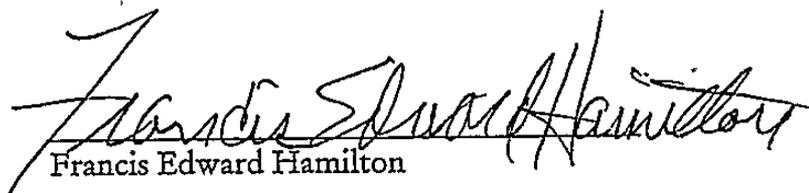


owned by me, in equals shares, share and share alike, to MARTHA ANN DIAZ, ANNA WARD, PAULA WIMBISH, and BERNADETTE HAMILTON or to the survivor of these specifically named beneficiaries, MARTHA ANN DIAZ, ANNA WARD, PAULA WIMBISH, and BERNADETTE HAMILTON.

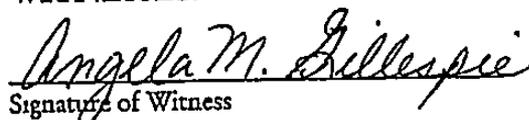
ARTICLE VI

I do hereby grant to the Executrix or her successor, broad discretionary powers in distributing personal articles and direct that the Executor shall not be required to distribute articles in accordance with value or for any other reason.

IN WITNESS WHEREOF, I have hereunto subscribed my name, this 30th day of November, 1999.

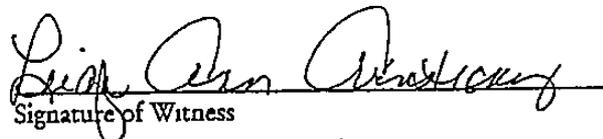

Francis Edward Hamilton

WITNESSES:


Signature of Witness

ANGELA M. GILLESPIE
Printed Name of Witness

655 RALDE CIRCLE
RIDGELAND, MS 39157
Address


Signature of Witness

LEIGH ANN ARMSTRONG
Printed Name of Witness

303 MAUDRY DRIVE
JACKSON, MS 39212-6402
Address



BOOK 044 PAGE 547

CERTIFICATE OF SUBSCRIBING WITNESSES

We, each of the subscribing witnesses to the *LAST WILL AND TESTAMENT OF FRANCIS EDWARD HAMILTON*, do hereby certify that Francis Edward Hamilton made, declared and published the foregoing instrument to be his Last Will and Testament in our presence, and that he signed and subscribed the same as his Last Will and Testament in our presence, especially and expressly requesting us to be the subscribing witnesses, each signing in the presence of the testator and in the presence of each other.

WITNESS OUR SIGNATURES, this the 30th day of November, 1999.

Francis Edward Hamilton
(Signature of Witness)
Angela M. Gillespie
Luiz Ann Armstrong
(Signature of Witness)

F. E. H.

LAST WILL AND TESTAMENT

OF

CECIL J. JAQUITH, SR.

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

ARTICLE I.

I declare that I am the husband of BETTY B JAQUITH, to whom all references herein to "my wife" shall relate. I am the father of CECIL J. JAQUITH, JR., MARGARET LYNN JAQUITH JOHNSTON, and ANNE ELIZABETH JAQUITH DAVIS, to whom all references herein to "my children" shall relate. For all purposes of this will and the disposition of my estate hereunder, the terms "issue" and "descendants" shall be deemed to include all children born to or adopted by my said children before and after the execution of this will, irrespective of any provisions of law establishing a contrary presumption.

ARTICLE II.

My Executor shall pay all funeral expenses, costs of administration and other proper claims against my estate. My Executor may, in my Executor's discretion, pay all or any portion of the administration expenses out of the income and/or principal of the estate during the period of administration and may elect in accordance with applicable federal tax laws, to deduct such expenses either for federal estate tax purposes or federal income tax purposes, or partly for one and partly for the other, irrespective of the source of payment, and without reimbursement or adjustment of the estate accounts or the amounts to which the beneficiaries of my estate may otherwise be entitled. Further, if any said expenses or costs are not deductible on either the federal or state estate tax returns, such expenses or costs shall be paid from and charged against that portion of my residuary estate which is not included in the portion qualifying for and making up the marital deduction

FILED
THIS DATE
JUL 29 2009
ARTHUR JOHNSTON, CHANCERY CLERK
BY *Arthur Johnston* D.C.

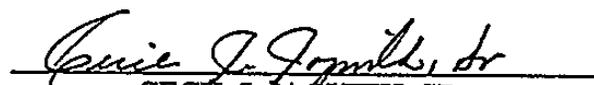
Cecil J. Jaquith, Sr.
CECIL J. JAQUITH, SR.

However, my Executor shall not exercise this discretion in a manner that will result in loss of, or decrease in, the marital deduction otherwise allowable in determining the federal estate tax due by my estate. All property bequeathed or devised under this will either outright or in trust is bequeathed and devised subject to existing mortgages, liens or encumbrances thereon. My Executor is given full discretion as to which debts to pay and which to allow to pass with the property to which such debts apply. However, notwithstanding anything contained herein to the contrary, nothing herein shall be construed to create any express trust for the payment of any such taxes, expenses or debts.

I direct that all estate and inheritance taxes and other taxes in the general nature thereof, together with any interest or penalty thereon (including any and all taxes paid with respect to the proceeds of any policy or policies of insurance or property over which I have a taxable power of appointment included in my gross estate for the purpose of such taxes, but not including any taxes imposed on generation-skipping transfers under the federal tax laws, nor any Qualified Terminable Interest Property tax which shall become payable upon or by reason of my death with respect to any property passing by or under the terms of this Will or any Codicil to it hereafter executed by me), shall be paid by my Executor out of the principal of that portion of my residuary estate which is not included in the portion qualifying for and making up the marital deduction and said beneficiaries under the residuary portion of my Will shall be responsible for that portion of taxes in the proportion that their bequest bears to the total passing under the residuary portion. In the event my spouse predeceases me, all said taxes as set forth herein shall be paid out of my residuary portion of my Will by the residual beneficiaries in the same proportions as immediately set forth above.

ARTICLE III.

I give and bequeath unto my wife, if she survives me, all of my personal belongings (except cash, stocks, bonds, or like investments on hand or on deposit and the tangible and intangible personal property customarily used in connection with any business in which I shall be engaged or in which I may own any interest at the time of my death), consisting of jewelry, wearing apparel, sporting equipment, club memberships, household furnishings and similar property owned by me at the time of my death. I also give and bequeath unto my wife, if she survives me, all of the automobiles and other vehicles individually owned by me at the time of my death.


CECIL J. JAQUITH, SR.

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 equally unto my children. Should any child predecease me, such property bequeathed to said child shall pass to such child's issue, per stirpes, or in the event one of my children predeceases me, leaving no issue, such property shall pass equally to my surviving children, or their issue, per stirpes. In the event I desire any particular division of such above described property among my legatees or heirs I will leave a listing with my Executor to that effect, which I would request such beneficiaries honor.

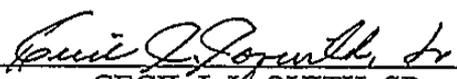
My Executor is hereby given full and complete authority to determine the property and the value of each share passing under this Article and the Executor's decision as to the division of such property shall not be questioned by any beneficiary. Should any disagreement arise as to the equitable division of this property among the beneficiaries, then I direct my Executor to sell any or all such personal property at a public or private sale without Court order or bond and divide the net sale proceeds among such beneficiaries in accordance with the terms hereof.

ARTICLE IV.

I give, devise and bequeath unto my wife, if she survives me, any interest in our homestead and residence which I may own at the time of my death, including in this devise any land adjacent to said homestead and residence and used as a part thereof. If my wife does not survive me, this devise shall lapse, and shall pass in accordance with Article VIII herein.

ARTICLE V.

All of my insurance policies which provide indemnity for the loss of or damage to any of my personal or real property by fire, windstorm or other similar casualty, including any claim for the loss of or damage to any such property which I might have at the time of my death against any insurance company, I give and bequeath, respectively, to those persons or corporations, or other entities, as the case may be, who shall or would have become the owners of such properties by reason of my death, whether such ownership be acquired under the provisions of this will, by survivorship or by other means. If any of the individual beneficiaries affected by this Article shall not survive me, or if any corporation so affected by this Article shall not be in existence at the time



 CECIL J. JAQUITH, SR.

of my death, the bequest to such individuals or corporations shall lapse and same shall become a part of my residuary estate hereinafter disposed of.

ARTICLE VI.

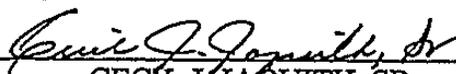
If my said wife survives me, I give, devise and bequeath all of the residue and remainder of my property and estate of every nature and wheresoever situated, including all property which I may acquire or become entitled to after the execution of this will, all lapsed legacies and devises or other gifts made by this will which fail for any reason, other than disclaimed property, hereinafter referred to as my residuary estate, unto my said wife.

I direct that the sum provided for in this Article shall be satisfied only out of assets that qualify for the marital deduction, under the provision of the Internal Revenue Code applicable to my estate or out of the proceeds of such assets, and that this sum shall not be reduced by any estate, inheritance, transfer, succession, legacy or similar taxes paid out of property passing under this will. To the extent, also, that other assets qualifying for the marital deduction are available, said sum shall not be satisfied by the distribution of: (a) assets with respect to which a credit for foreign taxes paid is allowable under the federal Internal Revenue Code; or (b) United States Treasury Bonds eligible for redemption at par in payment of federal estate tax.

The sum provided for by this Article, as well as any other pecuniary bequest or any other distribution made of assets constituting the residue of my estate, may be satisfied in cash or in specific property, real or personal, or an undivided interest therein, or partly in cash and partly in such property and in installments or all at one time, provided that any assets so distributed in kind shall be valued at their date or dates of distribution values.

So long as any part of the bequest provided for by this Article shall remain unpaid, my said wife shall be entitled to receive from my Executor all of that portion of the net income of my estate to which she is entitled under this Article.

Any such income to which my wife is entitled under the provisions of this Article shall be paid over as hereinafter provided at such time or times as may be determined by my Executor during the settlement of my estate, but not later than at the time of the satisfaction in full of the sum provided for in this Article.



 CECIL J. JAQUITH, SR.

Subject to the foregoing, the decision of my Executor as to which assets shall be distributed in satisfaction of the bequest given by this Article; as to whether my estate shall be valued under the optional valuation provisions of the federal estate tax laws; as to which tax elections should be exercised; and as to what proceedings are necessary to complete the ascertainment of the federal estate tax, shall be conclusive and binding on all persons, and no compensating adjustments between income and principal or between the marital and other bequests shall be made as a result of such tax elections exercised by my Executor; provided that no authority be exercised by my Executor contrary to my intention to qualify this bequest for the marital deduction.

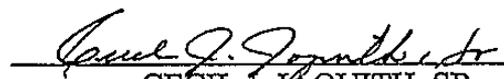
ARTICLE VII.

In the event my wife survives me and disclaims (or if she dies after my death and her Executor disclaims on her behalf) any portion of the property provided for her herein under the disclaimer provisions of Article XIII herein, I direct that my Executor shall deliver and convey all such disclaimed property to the Trustee hereinafter named, in trust. Further, should my wife predecease me, my children's portions of my estate bequeathed and devised under Article VIII herein shall be delivered to my Trustee hereinafter named, in trust. This trust shall be known as the "Cecil J. Jaquith, Sr. Family Trust" created under my will, and I direct that such portion of my estate (hereinafter referred to as my trust estate) so passing to my Trustee shall be administered and disposed of upon the following terms and provisions--that is to say

A. 1. I direct the Trustee to maintain the trust property for the benefit of my wife during the term of her lifetime, under the terms herein.

This trust shall be known as the "Cecil J. Jaquith, Sr Family Trust", for the benefit of my wife, and after her death, for my children and/or their issue, and I direct that the trust estate shall be administered and disposed of upon the following terms and provisions--that is to say:

A. 2. The Trustee is authorized in its sole and absolute discretion to pay all or any portion of the net income of the trust to or for the benefit of my said wife in convenient installments periodically, but if paid, then at least as often as annually, during her life. However, the Trustee may in its discretion withhold from my wife so much (or all) of the income as the Trustee determines not to be advisable for her health, maintenance and for the maintenance of her accustomed standard of


CECIL J. JAQUITH, SR.

living. After considering the health and maintenance of my wife, my Trustee is further authorized in its discretion to pay to or for the benefit of any or all of my children and/or their issue any such withheld income and/or trust principal deemed advisable for their health, maintenance and education (including post graduate education). Any excess income not distributed shall be accumulated and added to the principal. Notwithstanding anything to the contrary contained herein, this discretionary trust shall be for the principal benefit of my said wife for her lifetime, and during the term of her lifetime, my Trustee is directed to look first to her health and maintenance prior to acting under its discretion to sprinkle income and/or trust principal to other beneficiaries. However, all income and/or trust principal disbursements herein are to be made solely in the discretion of the Trustee.

Nothing herein shall be construed as a right of any beneficiary to income or principal or a requirement that my Trustee provide support for any beneficiary, all payments of income and/or principal of this Trust throughout the term thereof being purely and completely discretionary with my Trustee. Any stated standards are merely stated as a guide to my Trustee and are not to be construed as any right of any beneficiary to support from said trust, whether by income or principal.

A. 3. If the total income of my said wife is, in the sole discretion of the Trustee, insufficient to enable her to maintain her present and accustomed standard of living, then the Trustee may solely in its discretion pay to her or apply for her benefit out of the principal of the trust such additional sum or sums as the Trustee shall deem proper for her health, maintenance, and the maintenance of her accustomed standard of living. In making this determination, the Trustee may take into consideration my said wife's assets and income from sources other than this trust, including, but not limited to, her qualification for governmental payments (local, state or federal). The Trustee is also authorized but not directed, in its sole and absolute discretion, if it deems advisable to pay any and all medical, nursing, hospital, institutional, or other related bills which may be incurred by my said wife, out of income or corpus or both, unless same may be reimbursed under any insurance or governmental program (local, state or federal).

However, nothing herein shall be construed as a right of any beneficiary to income or principal or a requirement that my Trustee provide support for any beneficiary, all



 CECIL J. JAQUITH, SR.

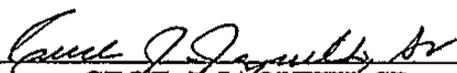
payments of income and/or principal of this Trust throughout the term thereof being purely and completely discretionary with my Trustee. Any stated standards are merely stated as a guide to my Trustee and are not to be construed as any right of any beneficiary to support from said trust, whether by income or principal.

B. 1. Upon the death of my said wife, the Trustee shall divide the trust property into equal parts -- one (1) part for each of my children living at that time and one (1) part for the issue, as a group, of a deceased child of mine; and each part shall be a separate trust. Any part set aside for the issue, as a group, of a deceased child shall be further divided into separate and equal trusts for each such issue. Said trusts shall continue to be administered under the terms herein at the sole and absolute discretion of my Trustee for the health, maintenance and education (including post graduate education) of said beneficiaries, and the Trustee is authorized in its sole discretion to distribute net income to or for the benefit of such beneficiaries from said trusts, and if distributed then at least annually, or at more frequent intervals as it determines proper, or accumulate any such income and add same to corpus if such income or portion thereof is not deemed in its discretion to be advisable for said beneficiaries' health, maintenance and education (including post graduate education).

As to each child's separate trust, the Trustee is given total discretion to sprinkle income and/or trust principal to and among that child's issue for their health, maintenance and education (including post graduate education), with my Trustee bearing in mind that each child is to be considered the primary beneficiary of their separate trust herein.

The Trustee may, in its sole discretion, also invade the principal of any such trust, if it, in its sole discretion, deems such to be advisable in order to provide for the health, maintenance and education (including post graduate education) of such beneficiaries

B. 2. Following the death of my said wife, as to each of my children who are living, my Trustee shall pay over, transfer, deliver, assign and convey each child's portion of the corpus and any accumulated income of their separate trust established under this Trust to each child outright and free of trust, with all such distributions subject to the provisions of Paragraph H herein. The Trustee shall have sole and unlimited discretion to determine the property, the proportion of property, and

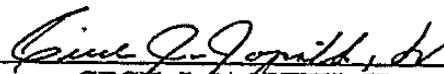

CECIL J. JAQUITH, SR.

the value of the property involved, in order to determine what property shall comprise the portions to be paid to each beneficiary hereunder.

B. 3. Should any child of mine die prior to the termination of their separate trust, said trust estate of said deceased child's trust shall vest in their living issue, per stirpes, subject to the provisions hereof and Paragraph H herein. In the event a child of any of my children becomes the beneficiary of a trust hereunder, such trust assets shall be maintained under the provisions hereof for the benefit of the grandchild in a separate trust, and the trust assets shall be distributed to each grandchild in accordance with the following schedule: when each grandchild reaches the age of twenty-five (25) years, one-half (1/2) of the accumulated income and principal of that grandchild's separate trust shall be distributed free of trust to said grandchild; and when each grandchild reaches to age of thirty (30) the remainder of the principal and accumulated income of that grandchild's separate trust shall be distributed free of trust to said grandchild, subject to the terms and conditions of Paragraph H herein. In the event a grandchild dies prior to the termination of his or her separate trust, said assets shall vest in his or her issue, per stirpes, subject to Paragraphs H and M herein; or in default of issue to his or her siblings or if deceased to their issue, per stirpes, subject to Paragraphs H and M hereof.

B. 4. In the event one of my children dies prior to the termination of their separate trust, leaving no surviving issue, then the accumulated income of their separate trust shall be paid to their estate, and the principal of said trust shall be distributed equally to my surviving children's separate trusts, or if any be deceased, to the separate trusts set forth herein for their issue, per stirpes, or if such trusts have terminated, then outright to such surviving children, or such children's issue, per stirpes

B. 5. In the event all of my children and all their issue shall die prior to the termination of their trusts, without leaving issue, the accumulated accounting income of their trusts or such issue's trusts shall be distributed to their estate(s). The entire remainder of the trust estate shall be distributed one-half (1/2) equally to my heirs-at-law and one-half (1/2) equally to my wife's heirs-at-law, at that time computed under the laws of descent and distribution of the State of Mississippi in effect at that time

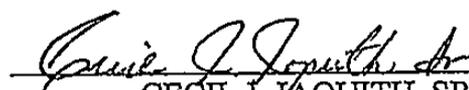

CECIL J. JAQUITH, SR.

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

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

If any beneficiary of any trust shall attempt to anticipate, pledge, assign, sell, transfer, alienate or encumber his or her interest, or if any creditor or claimant shall attempt to subject such interest to the payment of any debt, liability or obligation of such beneficiary, then thereupon any perceived right of such beneficiary to income shall terminate and thereafter the Trustee is authorized in its discretion to pay such income and/or principal to or apply same for the maintenance of one (1) or more of the following persons, namely: (a) such beneficiary, (b) his or her issue, and (c) those who would be entitled to receive the principal of the trust had the beneficiary died immediately prior to receipt of such income or principal by the Trustee, in such manner and proportions as the Trustee in its sole discretion may determine, regardless of equality of distribution; but in no event shall the Trustee be required or compelled to pay any part of the income or principal to or for such beneficiary.

E. During the minority or incapacity of any beneficiary to or for whom income or principal is authorized or directed to be paid, my Trustee may pay, transfer or assign same in any one or more of the following ways: (a) directly to such beneficiary such amount as the Trustee may deem advisable as an allowance; (b) to the guardian of the person or of the property of such beneficiary; (c) to a relative of such beneficiary upon the agreement of such relative to expend such income or principal solely for the benefit of the beneficiary, (d) by expending such income or principal directly for the health, education and maintenance of such beneficiary. However, under no circumstances shall any assets of any trust herein be released or paid to my ex-son-in-law, BILLY


CECIL J. JAQUITH, SR

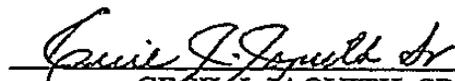
EUGENE TEMPLETON. My Trustee shall have the power in its uncontrolled discretion to determine whether a beneficiary is incapacitated, and its determination shall be conclusive.

F. The Trustee is specifically authorized and empowered to invest any part or all of the principal of the trust estate in any common trust fund which may be established and operated by and under the control of the Trustee, and may combine any trusts created for the benefit of the beneficiaries herein with substantially similar terms and provisions.

G. In making distributions of net income to beneficiaries entitled thereto, the Trustee may disburse the same in monthly or other convenient installments based upon its estimate of the amount thereof, and shall annually adjust any difference between estimated and realized net income. If on the death of any beneficiary there is a deficiency of income thus occasioned, the same shall be charged to the principal account from which such income was paid

H. With regard to the Cecil J. Jaquith, Sr Family Trust, notwithstanding any other provisions herein to the contrary, if in the sole and complete judgment of the Trustee, a beneficiary (at any time such beneficiary would otherwise be entitled to receive a distribution of principal from the trust estate) shall not have manifested the ability which would qualify such beneficiary to prudently use and conserve the principal of the trust estate provided to be distributed to such beneficiary, then and in such event, the Trustee is fully authorized to withhold and defer the delivery and conveyance of any part or all of such principal distribution until the Trustee shall deem such beneficiary to be qualified to prudently use and conserve the same; provided, however, such principal so retained shall continue to be administered as an integral part of such beneficiary's trust estate and may thereafter, as the Trustee deems wise, be paid over and delivered to such beneficiary in whole or in part and from time to time as and when the Trustee has determined such beneficiary is qualified to prudently use and conserve the same.

Should any beneficiary be disabled, incompetent, a debtor in any bankruptcy proceeding, a defendant in any filed or threatened legal proceeding, or in any way incapacitated at the time of any scheduled distribution, the Trustee is authorized in its discretion to withhold such distribution and continue to maintain such trust assets for the benefit of said beneficiary until such


CECIL J. JAQUITH, SR.

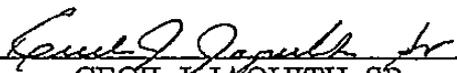
condition is removed. My Trustee shall have sole and absolute discretion to determine whether a beneficiary is disabled, incompetent or incapacitated and to determine when such conditions as detailed above have been removed. My Trustee shall be held harmless for exercising its discretion and shall be entitled to indemnification from the trust, provided such discretion is exercised in good faith. This indemnification shall apply to this Paragraph and any other applicable Paragraphs herein where the Trustee shall exercise its discretion to determine the disability, incompetency or incapacity of any beneficiary herein

I. This 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 shall not be required to return to any court any periodic formal accounting of its administration of the trust, but said Trustee shall render annual accounts to the income beneficiaries of the trust. No person paying money or delivering property to the Trustee shall be required to see to its application. Bond shall not be required of the Trustee.

J. All trusts created herein are created under, are governed by, and are to be construed and administered according to the laws of the State of Mississippi, or of any future situs chosen by my Trustee, if in the Trustee's discretion such new situs is deemed advisable for the benefit of the beneficiaries. All questions about the validity, construction, and administration of the trusts created herein shall be governed by the laws of the State of Mississippi, or of any other jurisdiction that may be chosen by my Trustee as any new situs for the trusts if such situs and jurisdiction is deemed advisable for the benefit of the beneficiaries.

K. As to all trusts under this will, notwithstanding anything herein to the contrary, my Trustee shall distribute such amounts as required under the minimum required distribution rules governing retirement plans and individual retirement accounts, in the event assets used to fund any trust are from either said sources.

L. Each Trustee hereunder (whether originally designated herein or appointed as successor) shall have the right to resign at any time by giving sixty (60) days written notice to that effect, specifying the effective date of such resignation, to the current income beneficiary or beneficiaries at the time of giving notice. Then a Successor Trustee may be appointed by an



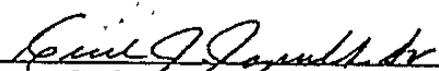
 CECIL J. JAQUITH, SR

instrument delivered to such successor, with a copy to the existing Trustee, and signed by my said wife, if living at that time, or if deceased or otherwise unable to name a successor, then a majority of the beneficiaries of legal age, (or if any are minors, the guardian of their persons), of the trust at that time; provided that Successor Co-Trustees may be appointed, but in all instances of appointment of any Successor Trustee, not herein named, one (1) such Successor Trustee must always be a federally insured bank or trust company with trust powers maintaining an active, separate, functioning trust department with a trust investment department with full investment capabilities, or a company that manages trust assets as its predominate business function and is insured to the extent that the coverage would be comparable to the business standard in the area of said company's location; and further provided that no beneficiary, spouse, parent or child of any beneficiary of the trust be named or appointed as Successor Trustee or Co-Trustee, of their own trust, nor shall any person or entity be named as Successor Trustee who or which would not be considered to be our independent trustee as provided in Section 672 of the Internal Revenue Code of 1986, as Amended.

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

Any Successor Trustee hereunder shall possess and exercise all powers and authority herein conferred on the original Trustee in the trust instrument or by law, without any act of conveyance or transfer.

M. If any beneficiary other than a said child or grandchild of mine having become entitled to a distribution of all or a portion of my estate or this trust shall be under the age of twenty-one (21) years or be under any legal disability, his or her share shall be vested in him or her, but distributions shall be postponed until he or she attains such age or until such disability has been removed. The Trustee is authorized in its discretion to pay to or for the benefit of said beneficiary such part of the income or principal of the retained share as the Trustee considers advisable for said beneficiary's health, education and maintenance and may add to the principal any income not so



CECIL J. JAQUITH, SR.

expended, and shall, subject to Paragraph H of this Article, distribute to such beneficiary principal and income at age twenty-one (21).

N. Unless sooner terminated by the provisions of this Will, and notwithstanding the terms of any trust herein, each and every trust created hereby shall come to an end at the expiration of twenty-one (21) years after the death of the last survivor among myself, my said wife, my said children and all of their issue who are living at the time of my death, and at the expiration of said time notwithstanding any provision to the contrary herein contained, the Trustee shall pay over to the then income beneficiaries or if none then as set forth in Paragraph B.5. herein. In other words, notwithstanding any provision of this Will to the contrary, the interest of every beneficiary of this trust shall vest in the period prescribed by the Rule Against Perpetuities.

O. In the event that any corporate trustee shall hereafter merge or consolidate with any other bank or trust company, then the corporation created by such merger or consolidation shall act as Successor Trustee hereunder, provided that such new surviving bank or trust company must be a federally insured bank or trust company with trust powers maintaining an active, separate, functioning trust department with a trust investment department with full investment capabilities, or a company that manages trust assets as its predominate business function and is insured to the extent that the coverage would be comparable to the business standard in the area of said company's location, and in such capacity shall possess and exercise all powers and authority herein conferred on the Trustee named herein.

P. The Trustee shall be entitled to receive reasonable compensation for its services rendered hereunder. The amount of compensation shall be no more than that generally charged by like trustees in the same operating area as the Trustee. Such compensation may be collected in the manner generally collected by like trustees in the same operating area as the Trustee and shall be shown on the annual accounting.

Q. This trust shall be entitled to a proportionate share of the income of my estate commencing with the date of my death. During the administration of my estate and until the trust is established, I authorize the Trustee, in the Trustee's discretion, to request of my Executor, in which case my Executor shall comply with that request if practicable at that time, to pay at least annually


CECIL J. JAQUITH, SR

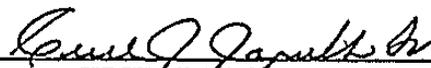
out of my estate advanced payments of income to the income beneficiaries of such trust. These payments shall be an amount which in the judgment of the Trustee and the Executor, jointly, equals the income which the beneficiaries would receive from the said trust had same been established.

R. If following the death of my said wife, the principal of any such trust estate shall ever be less than \$50,000.00, or otherwise in the discretion of the Trustee there is a detrimental economic reality to maintaining the trust, such trust shall terminate and the assets and any accumulated income therefrom shall be distributed free of trust to the income beneficiaries thereof, or if minors, to their legal guardians in the proportions required under the terms thereof.

S. My Trustee shall be prohibited from making any payments in reimbursement to any governmental entity (local, state or federal) which may have incurred expense for the benefit of a beneficiary, and my Trustee shall not pay any obligation of a beneficiary which obligation is otherwise payable by any governmental entity (local, state or federal) or pursuant to any governmental program of reimbursement or payment (local, state or federal). With regard to the Cecil J. Jaquith, Sr. Family Trust, regardless of the guidance standards stated herein or anything contained herein to the contrary, it is my intention and I clearly state that such trust and any separate trusts contained herein are discretionary in nature with no requirement in my Trustee to support any beneficiaries therefrom, with my Trustee having sole and absolute discretion as to payment or non payment of income or principal therefrom until the termination dates thereof.

ARTICLE VIII.

In the event my wife predeceases me, I direct that, after the payment or provision for payment of all properly probated and allowed debts, expenses and all death taxes as directed in Article II, my Executor shall deliver and convey all of the remainder of my aforesaid residuary estate wheresoever situated, including all of my real, personal and mixed property, lapsed legacies and devises, to my Trustee in trust under the provisions of the "Cecil J. Jaquith, Sr. Family Trust" set forth in Article VII herein to be administered and distributed under the terms thereof, for the benefit of my children and their issue.



 CECIL J. JAQUITH, SR.

ARTICLE IX.

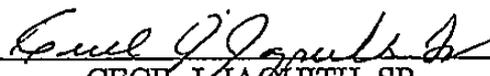
I am cognizant that the provisions of the federal Internal Revenue Code (and other applicable laws) in force at the time of my death and applicable to my estate may permit my Executor to elect to claim certain expenses and losses as deductions on certain income, estate, or inheritance tax returns. Thus,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

ARTICLE X.

I hereby grant to my Executor and my Trustee established hereunder (including any substitute or successor trustee, personal representative or executor) the continuing, absolute, discretionary power to deal with any property, real or personal, held in trust or in the administration of my estate as freely as I might in the handling of my own affairs. Such power may be exercised independently without prior or subsequent approval of any judicial authority, and no person dealing with the Executor or Trustee shall be required to inquire into the propriety of their actions. Without limiting the generality of the foregoing, I hereby grant to my Executor and my Trustee and to any successor hereunder the following specific powers and authority in addition to and not in substitution of powers conferred by law.

A. To have all of the specific powers set forth in Miss Code Ann. §91-9-101 through §91-9-109 (1972) as now enacted or hereafter amended.

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

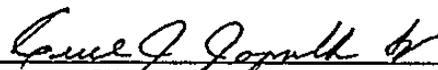


 CECIL J. JAQUITH, SR

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

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

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



CECIL J. JAQUITH, SR.

- F. To register and carry any property in their own name or in the name of their nominee or to hold it unregistered, but without thereby increasing or decreasing their liability as fiduciary.
- G. To sell or exercise any "rights" issued on any securities held in my estate or trust.
- H. Unless inconsistent with other provisions of this instrument, to consider and treat as principal all dividends payable in stock of the issuing corporation, all dividends in liquidation of all "rights" to subscribe to securities of the issuing corporation, and to consider and treat as income all other dividends and rights received (except those declared and payable as of a "record date" preceding my death, which shall be considered and treated as principal)
- I. To charge or credit to principal any premiums and discounts on securities purchased at more or less than par.
- J. To vote in person or by proxy any stock or securities held, and to grant such proxies and powers of attorney to such person or persons as they may deem proper.
- K. To consent to and participate in any plan for the liquidation, reorganization, consolidation or merger of any corporation, any security of which is held
- L. To borrow money (from themselves individually or from others) upon such terms and conditions as they may determine and to mortgage and pledge estate assets as security for the repayment thereof, and to loan money to any beneficiary of the estate or trust upon such terms as the Executor or Trustee may in their discretion determine advisable.
- M. To lease any real estate for such term or terms and upon such conditions and rentals in such manner as they may deem advisable (with or without privilege of purchase), including but not limited to commercial, agricultural and oil, gas and mineral leases, and any lease so made shall be valid and binding for the full term thereof even though same shall extend beyond the duration of the estate administration or the trust With regard to mineral rights, to execute contracts, letter agreements, farm-out agreements, operating agreements, division orders, transfer orders, and any and all other related documents as needed in relation thereto. To insure against fire or other risk. To make repairs, replacements and improvements, structural or otherwise, to any such real estate. To subdivide real estate, to dedicate same to public use and to grant easements as they may deem


CECIL J. JAQUITH, SR.

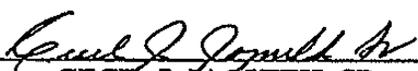
proper; all without court order. To continue to operate and manage any business that may be a part of my estate without court order or approval.

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

O. To employ accountants, attorneys, advisors, including investment advisors and money managers, and such agents as they may deem advisable; and to grant them discretionary powers, to pay reasonable compensation for their services and to charge same to (or apportion same between) income and principal as they may deem proper. In this regard, I encourage the beneficiaries of my estate and trust, if funded herein, if minors, or their guardians, to suggest such advisors to my Executor and/or Trustee and I encourage my Executor and/or Trustee to heed such suggestions if same be in the best interest of my beneficiaries.

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

Q. If any individual among the legatees named or provided for under the foregoing provisions of this will (or under the provisions of any codicil to it hereafter executed by me) shall be a minor at the time of my death, then, and in that event, and notwithstanding any statute or rule of law to the contrary, I authorize my Executor to pay or deliver the legacy to which each such minor shall be entitled to the parent or to the legal guardian of such minor or to the person with whom such minor shall then reside, and the receipt of such parent or guardian or person with whom such minor



 CECIL J. JAQUITH, SR.

shall then reside shall constitute a full acquittance of my Executor with respect to the legacy so paid or delivered, all specifically subject to the provisions for distributions in the trusts contained herein

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

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

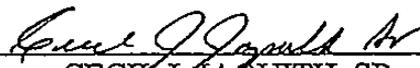
With regard to the Cecil J. Jaquith, Sr. Family Trust contained herein, since my Trustee is not required to distribute any income, I hereby authorize my Trustee, in its sole and absolute discretion, to decide how much income to distribute or accumulate and I exonerate my Trustee from any liability for additional tax on any trust if they accumulate any income of said trust

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

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

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

V. In their sole discretion, if they deem practicable, to disclaim, in whole or in part, on my behalf any interest bequeathed or devised to me or otherwise inherited by my estate; and to exercise and make any and all tax elections of all kinds and execute and file any and all necessary tax returns and forms including, but not limited to, a joint income tax return with my wife, if deemed practicable.



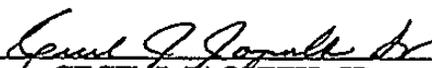
 CECIL J. JAQUITH, SR

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

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

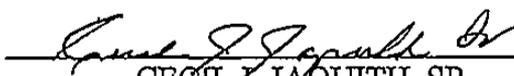
Y. The power, exercisable in their sole discretion, to make any election permitted under the applicable federal income and estate and gift tax laws (including but not limited to converting any corporation to an S-Corporation) and to make such accompanying adjustment between income and principal as they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

Certain trusts in this will or transfers made during my lifetime may be subject to taxation under Chapter 13 (Sections 2601, et seq.) of the Internal Revenue Code (or similar statutes in force and effect from time to time). In consideration of the special duties and responsibilities imposed upon the Trustee by reason thereof, the following provisions shall be applicable to any such trust:



CECIL J. JAQUITH, SR.

- a. Upon a generation-skipping transfer which is taxable under Chapter 13, the Trustee shall be fully protected by its decision in good faith (1) to withhold distribution of all or any part of the trust, pending final determination of the Generation-Skipping Transfer Tax (GST), (2) to hold the assets on hand which are subject to an alternate valuation election during the full holding period of such election, or to distribute or otherwise effect disposition of any such assets during such period; and (3) to the extent that the Trustee shall have a choice of dates as of which to value property for GST, or a choice to treat or use an item either as an income tax deduction or a GST deduction, the Trustee may make such choices as it in its sole discretion, shall deem advisable, regardless of the resulting effect on any other provisions of the trust or on any person interested therein and any person adversely affected by such a choice shall not be entitled to any reimbursement or adjustment by reason thereof.
- b. My Trustee is authorized to allocate any portion of my GST exemption available under Section 2631(a) of the Internal Revenue Code, as amended, or under any corresponding state statute, if any, to any property as to which I am the transferor, including any property transferred by me during life as to which I did not make an allocation prior to my death.
- c. My Trustee is authorized to divide property in the trust with an inclusion ratio as defined in Section 2642(a)(1) of the Internal Revenue Code, as amended, of neither one nor zero into separate trusts representing two fractional shares of the property being divided, one to have an inclusion ratio of one and the other to have an inclusion ratio of zero.
- d. If any trust created under this will provides that a child of mine shall be the income beneficiary thereof and that upon said child's death, the trust shall be distributable to or continue for the benefit of my grandchildren or more remote issue, and be subject upon the death of the income beneficiary to


CECIL J. JAQUITH, SR

GST, I hereby grant to such income beneficiary a general power to appoint such portion of the principal of the trust upon his or her death as the Trustee shall determine will result in an over-all savings of estate taxes and GST as between the estate of the income beneficiary and the trust or trusts hereunder which would otherwise be subject to the GST at the income beneficiary's death as to such portion of principal. The determination of the Trustee as to such amount will be conclusive and binding upon all persons interested in trust, and I exonerate the Trustee with respect to its good faith determination of the amount. Such power shall be exercisable to and among such person or persons, including his or her estate and the creditors of his or her estate, and in such proportions as the income beneficiary may designate or appoint by will admitted to probate in any jurisdiction. The power shall be exercisable by the beneficiary only by specific references thereto in the beneficiary's will, and upon his or her failure to appoint, or to the extent the exercise of such power is ineffective, the then remaining principal and income shall be distributed or continue to be held in trust pursuant to the provisions of this Trust.

- e. No adjustment shall be made between any interested parties by reason of the operation of said Chapter 13 or elections made by the Trustee thereunder.
- f. The GST shall be paid (a) in the case of a direct skip, by the Trustee out of the principal of the trust, (b) in the case of a taxable termination, by the Trustee out of the principal of the trust; and (c) in the case of a taxable distribution, out of the amount or property being distributed.

Z. No powers of the Executor or Trustee enumerated herein or now or hereafter conferred upon executors or trustees or fiduciaries generally shall be construed to enable the Executor or Trustee, or any other person, to purchase, exchange, or otherwise deal with or dispose of all or any part of the principal or income of the estate or trusts created herein for less than an adequate consideration in money or money's worth or to enable anyone to borrow all or any part of



CECIL J. JAQUITH, SR.

the principal or income of the estate or trusts, directly or indirectly, without adequate interest or security. No person other than the Executor or Trustee shall have or exercise the power to vote or direct the voting of any stock or other securities held in the estate or trusts, either by directing investments or reinvestments or by vetoing proposed investments or reinvestments.

ARTICLE XI.

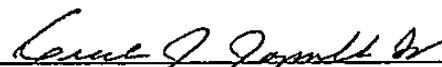
I appoint my wife, BETTY B JAQUITH, as Executor of my estate; or if she predeceases me, fails to qualify or otherwise ceases to act, I appoint CECIL J. JAQUITH, SR. JR. and MARGARET LYNN JAQUITH JOHNSTON, or the survivor, as Successor Co-Executors. I direct that any and all of the above-named persons serve in said capacities without the necessity of making bond, inventory, accounting or appraisalment to any court, to the extent that same may be properly waived under the law.

All references herein to "Executor" or "it", shall be deemed to be gender neutral and include the masculine, the feminine, and shall also be deemed to include an entity or entities, and also includes individual or Co-Executors.

I appoint as Trustee of the Cecil J Jaquith, Sr Family Trust, created herein, FIDUCIARY MANAGEMENT COMPANY, L L C., of Jackson, Mississippi. I also direct that said Trustee or any successor to it serve without the necessity of making bond, inventory, appraisalment or accounting to any court to the extent that same may be properly waived under law. All references herein to "Trustee" or "it" shall be deemed to be gender neutral and include the masculine, the feminine, and shall also be deemed to include an entity or entities, and also includes individual or Co-Trustees.

However, the waiver of bond, inventory, accounting and appraisalment of my Executor and Trustee shall not prevent any such fiduciaries from filing said documents if they deem same advisable under the circumstances and if filed they shall be entitled to reimbursement for the cost thereof from the estate or trust.

During the existence and duration of the Cecil J Jaquith, Sr. Family Trust, if funded as provided herein, my wife, if living at that time, or if she is deceased or otherwise unable to name a successor, then a majority of the beneficiaries of legal age, (or if any are minors, the guardian of their



 CECIL J JAQUITH, SR

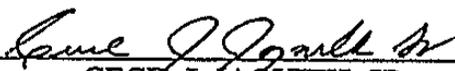
persons) may demand resignation of any Trustee of the Cecil J. Jaquith, Sr. Family Trust with or without cause; provided, however, that upon such demand of resignation of said Trustee, the same persons, in the order stated above, shall appoint a Successor Trustee as they in their discretion shall determine for the best interests of the beneficiaries of said trust; provided that Successor Co-Trustees may be appointed, but in all instances, if the named Trustee is replaced, one (1) such Successor Trustee must always be a federally insured bank or trust company with trust powers maintaining an active, separate, functioning trust department with a trust investment department with full investment capabilities, or a company that manages trust assets as its predominate business function and is insured to the extent that the coverage would be comparable to the business standard in the area of said company's location. Any such Successor Trustee shall be vested with all rights, powers, duties and discretions conferred upon the original Trustee.

ARTICLE XII.

In the event that both my said wife and I should die in a common disaster or accident, or under such circumstances that it cannot be determined which of us is the survivor, I hereby declare that she shall be deemed to have survived me, and this will and all of its provisions shall be construed upon that assumption. Should I die in such a common disaster with any beneficiary(ies) of my estate, other than my said wife, and it is impossible to determine who survived, I shall be deemed to have survived such other beneficiary(ies) and this will and all of its provisions shall be construed upon that assumption.

ARTICLE XIII.

I hereby authorize and empower my wife and my herein-named children or their issue, or any other beneficiaries of my estate, or if any of said beneficiaries of my estate are deceased or disabled, I authorize and empower their executor(s) or executrix(es) or agents or personal representatives, or trustees to disclaim all or any portion of my estate herein provided for them. To be effective, such disclaimer shall be in writing and shall be delivered to my Executor within the period designated by the Internal Revenue Code effective at the date of my death. Any portion of my estate so disclaimed by my said wife shall pass as a part of my estate and be distributed in accordance with the provisions



 CECIL J. JAQUITH, SR.

of Article VII; and any portion so disclaimed by any other beneficiary shall pass under this Will, as if said beneficiary disclaiming had predeceased me.

I, CECIL J. JAQUITH, SR., have signed this Will which consists of twenty-five (25) pages, this the 30th day of September, 1998, in the presence of J. STEPHEN STUBBLEFIELD and HELEN M. DEATON, who attested it at my request.

Cecil J. Jaquith Sr
CECIL J. JAQUITH, SR., Testator

The above and foregoing Will of Cecil J. Jaquith, Sr was declared by him in our presence to be his Will and was signed by Cecil J. Jaquith, Sr in our presence and at his request and in his presence and in the presence of each other, we the undersigned witnessed and attested the due execution of the Will of Cecil J. Jaquith, Sr. on this the 30th day of September, 1998.

J. Stephen Stubblefield of 340 Sherborne Place
Jackson, Ms. 39208
Helen M. Deaton of 3119 Lee St.
Paul, Ms 39208

Cecil J. Jaquith Sr
CECIL J. JAQUITH, SR

IN THE CHANCERY COURT OF THE FIRST JUDICIAL DISTRICT
OF HINDS COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF CECIL J. JAQUITH, SR

CAUSE NO. _____

PROOF OF WILL

Be it known and remembered that on this 30th day of September,
A.D., 1998, before me, the undersigned authority, personally came and appeared
J. STEPHEN STUBBLEFIELD, one of the subscribing witnesses to that certain
instrument of writing purporting and alleged to be the Last Will and Testament of Cecil J. Jaquith,
Sr., bearing date of the 30th day of September, 1998; and he/she, having first
carefully examined and inspected said instrument and the signature thereto, and having been by me
first duly sworn, deposed and said that the said Cecil J. Jaquith, Sr., signed, published and declared
said instrument of writing as and for his Last Will and Testament in the presence of this deponent
on the day of the date of said instrument; that said Cecil J. Jaquith, Sr., was then of sound and
disposing mind, memory and understanding, and able and competent in law and in fact to make a
Will, and at that time was a bona fide resident of the First Judicial District of Hinds County,
Mississippi, where he had maintained his fixed place of residence prior to said date; and that said
Cecil J. Jaquith, Sr was then more than eighteen years of age, and that this deponent and the other
witness subscribed said instrument as witness thereto, at the instance and request and in the presence
of said testator and in the presence of each other on the date aforesaid.

J. Stephen Stubblefield
J. STEPHEN STUBBLEFIELD, Witness

SWORN TO AND SUBSCRIBED before me by J. STEPHEN STUBBLEFIELD
this 30th day of September, A D., 1998.

Candice Shone Powell
NOTARY PUBLIC
HANKIN COUNTY, MS
(Witness)

My Commission Expires
June 5, 1999

IN THE CHANCERY COURT OF THE FIRST JUDICIAL DISTRICT
OF HINDS COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF CECIL J. JAQUITH, SR.

CAUSE NO _____

PROOF OF WILL

Be it known and remembered that on this 30th day of September,
A.D., 1998, before me, the undersigned authority, personally came and appeared
HELEN M. DEATON, one of the subscribing witnesses to that certain
instrument of writing purporting and alleged to be the Last Will and Testament of Cecil J Jaquith,
Sr., bearing date of the 30th day of September, 1998; and he/she, having first
carefully examined and inspected said instrument and the signature thereto, and having been by me
first duly sworn, deposed and said that the said Cecil J. Jaquith, Sr., signed, published and declared
said instrument of writing as and for his Last Will and Testament in the presence of this deponent
on the day of the date of said instrument; that said Cecil J Jaquith, Sr., was then of sound and
disposing mind, memory and understanding, and able and competent in law and in fact to make a
Will, and at that time was a bona fide resident of the First Judicial District of Hinds County,
Mississippi, where he had maintained his fixed place of residence prior to said date, and that said
Cecil J. Jaquith, Sr. was then more than eighteen years of age, and that this deponent and the other
witness subscribed said instrument as witness thereto, at the instance and request and in the presence
of said testator and in the presence of each other on the date aforesaid

Helen M. Deaton
HELEN M. DEATON, Witness

SWORN TO AND SUBSCRIBED before me by HELEN M. DEATON,
this 30th day of September, A D., 1998 (Witness)

Constance Shone Powell
NOTARY PUBLIC
HANKIN COUNTY, MS

My Commission Expires:
June 5, 1999

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

I, DOUG WELBORN, Clerk of the Nineteenth Judicial District Court Of Louisiana, in and for the Parish of East Baton Rouge, do hereby certify that the within and foregoing three page(s) from Suit Number P87,223, Division D, entitled _____

"In The Matter of the Succession of Claire Wohner Roach"

contains a full, complete, true and exact copy(s) of the _____

Petition For Probate and Appointment of Executrix, filed: November 8, 2007

_____ of the Probate Docket of this Court.

GIVEN UNDER MY HAND and seal of office, at my office in Baton Rouge, said Parish and State, this 22 day of August, 2008


DOUG WELBORN, Clerk of Court
19th Judicial District
Parish of East Baton Rouge, State of Louisiana

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

I, Kay Bates, Presiding Judge of Division 26 of the Nineteenth Judicial District Court, in and for the Parish of East Baton Rouge, State of Louisiana, DO HEREBY CERTIFY that DOUG WELBORN, whose name appears to be signed to the above certificate, is now, and was at the time of signing the same, Clerk of said Nineteenth Judicial District Court therein mentioned, as Recorder of the Parish of East Baton Rouge, he has custody of the original records of which the foregoing document is a part, that as the Clerk of said Court, he is the proper person to make the above certificate, the seal which he has affixed to the above certificate is the seal of the Court, and that said certificate is in due form

GIVEN UNDER MY HAND officially, this 22 day of August, 2008


Judge, 19th Judicial District
Parish of East Baton Rouge, State of Louisiana

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

I, DOUG WELBORN, Clerk of the Nineteenth Judicial District Court of Louisiana, Parish of East Baton Rouge, do hereby certify that Kay Bates, whose name appears to be signed to the above and foregoing certificate, is and was at the same time of the signing of the same, the presiding Judge of Division 26 of the Nineteenth Judicial District Court of Louisiana, in and for the Parish of East Baton Rouge mentioned in said Certificate, and that the signature to said certificate is the genuine signature of the said Judge Kay Bates. GIVEN UNDER MY HAND and seal of office, at my office in said Parish of East Baton Rouge, Louisiana, this 22 day of August, 2008


DOUG WELBORN, Clerk of Court
19th Judicial District
Parish of East Baton Rouge, State of Louisiana

FILED
THIS DATE
JUL 30 2009
ARTHUR JOHNSTON, CHANCERY CLERK
BY  D.C.

712131725000

Billed 874
COST OK Amt. 4100

NOV 08 2007

BY YMB
CLERK OF COURT

19TH JUDICIAL DISTRICT COURT
PARISH OF EAST BATON ROUGE
STATE OF LOUISIANA

IN THE MATTER OF

NUMBER: 87223

THE SUCCESSION OF

CLAIRE WOHNER ROACH

DIVISION: D

PETITION FOR PROBATE AND APPOINTMENT OF EXECUTRIX

100's
letters
1-order

This petition of Marie Roach Yeates, a person of the full age of majority domiciled, in the County of Harris, State of Texas, a surviving daughter of and named Executrix for the decedent, Claire Wohner Roach, a resident and domiciliary of the State of Louisiana, respectfully represents:

1

Claire Wohner Roach, (hereinafter, "decedent") died on October 12, 2007. Decedent was domiciled in East Baton Rouge Parish, State of Louisiana, at the time of death, as will appear from the attached death certificate

2

As appears from attached affidavits of death and heirship, she had been married once during her life, to John W. Roach, Jr., with whom she had eight children, all over the age of twenty-three, Louise Roach Billingsly, Anne Roach Graham, Marie Roach Yeates, Ruth Roach Morgan, Carol Roach Talton, Claire Roach Hackney, John Wilkins Roach, III, and James Grady Roach. Decedent was married at the time of her death

3.

Decedent died testate.

NOV 19 2007

4.

There are assets to administer in the decedent's estate Therefore, the executrix should be appointed in this matter As per decedent's will, this appointment should be without bond

100's
copy
11-19-07

5.

The original will of Claire Wohner Roach dated June 23, 2006, and the original codicil to this will, dated July 10, 2007, are attached as exhibits to this petition and should be probated at this time because they are in notarial form.

6

Petitioner, Marie Roach Yeates, desires to be appointed Independent Executrix of this succession as allowed in her mother's will. (See attached) She is entitled to have letters testamentary issued to her showing that appointment based on the provisions of the will

7.

As Independent Executrix, Marie Roach Yeates shall have all of the rights, powers, authorities, privileges and duties of a succession representative as are otherwise provided by law, but without the necessity of publication of notice, delay for objection, application to or any action by the court, said rights, powers, authorities and privileges including particularly, but not exclusively, the authority to perform the following acts:

alienate succession property at public or private sale (including but not limited to the power to sell bonds, shares of stock, mutual funds and other securities at rates prevailing in the market place); list succession property for sale with a real estate agent; transfer by dation en paiement any succession property in satisfaction of a secured or unsecured debt, sell household goods, sell motor vehicles; exchange succession property for consideration to be paid in corporate stock or other property, or partly therein and partly in cash, invest funds of the succession and make them productive; pay estate debts, including expenses of the administration of this succession; borrow money for the purposes of preserving succession property or the orderly administration of this estate, of paying estate debts and inheritance taxes and for expenditures in the regular course of business; incur obligations; encumber property as security for loans; conduct any business; alienate, encumber or dispose of real property of a corporation or partnership in which this succession owns a majority interest, lease succession property, grant mineral leases on succession property; perform executory contracts evidenced by writing; and pay reasonable periodic allowances in money for the maintenance of a spouse, if any, and of the heirs or legatees

WHEREFORE, petitioner prays that

- I. The Last Will and Testament and Codicil to that will of Claire W. Roach be probated at this time.
- II The application of Marie Roach Yeates for letters of independent administration as testamentary executrix of the deceased's succession be granted and letters testamentary be issued, allowing her independent

administration in this matter, without bond, upon compliance with the legal requirements.

III. As Independent Executrix, Marie Roach Yeates be recognized as having all of the rights, powers, authorities, privileges and duties of a succession representative as are otherwise provided by law, but without the necessity of publication of notice, delay for objection, application to or any action by the court, said rights, powers, authorities and privileges including particularly, but not exclusively, the authority to perform the following acts:

alienate succession property at public or private sale (including but not limited to the power to sell bonds, shares of stock, mutual funds and other securities at rates prevailing in the market place), list succession property for sale with a real estate agent, transfer by dation en paiement any succession property in satisfaction of a secured or unsecured debt, sell household goods, sell motor vehicles; exchange succession property for consideration to be paid in corporate stock or other property, or partly therein and partly in cash, invest funds of the succession and make them productive; pay estate debts, including expenses of the administration of this succession, borrow money for the purposes of preserving succession property or the orderly administration of this estate, of paying estate debts and inheritance taxes and for expenditures in the regular course of business; incur obligations; encumber property as security for loans, conduct any business, alienate, encumber or dispose of real property of a corporation or partnership in which this succession owns a majority interest, lease succession property, grant mineral leases on succession property, perform executory contracts evidenced by writing; and pay reasonable periodic allowances in money for the maintenance of a spouse, if any, and of the heirs or legatees.

018031

NOT JUDICIAL
Baton Rouge, LA
FILED
AUG 22 2008 PM 1:24
M. Nelson Akers
AKERS & WISBAR
ATTORNEYS AT LAW
Baton Rouge, LA

Respectfully Submitted

Denise Nelson Akers, #16781
AKERS & WISBAR, L.L.C.
Attorneys at Law
8280 YMCA Plaza Dr , Building 8-C
Baton Rouge, LA 70810
(225) 767-1003

CERTIFIED
TRUE COPY

AUG 22 2008

BY DEPUTY CLERK

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

I, DOUG WELBORN, Clerk of the Nineteenth Judicial District Court Of Louisiana, in and for the Parish of East Baton Rouge, do hereby certify that the within and foregoing one page(s) from Suit Number P87,223, Division D, entitled _____

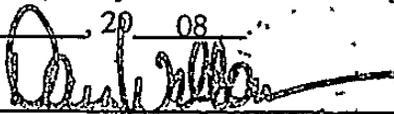
"In The Matter of the Succession of Claire Wohner Roach"

contains a full, complete, true and exact copy(s) of the _____

Verification, filed: November 08, 2007

_____ of the Probate Docket of this Court

GIVEN UNDER MY HAND and seal of office, at my office in Baton Rouge, said Parish and State, this 22 day of August, 2008



DOUG WELBORN, Clerk of Court
19th Judicial District
Parish of East Baton Rouge, State of Louisiana

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

I, Kay Bates, Presiding Judge of Division 26 of the Nineteenth Judicial District Court, in and for the Parish of East Baton Rouge, State of Louisiana, DO HEREBY CERTIFY that DOUG WELBORN, whose name appears to be signed to the above certificate, is now, and was at the time of signing the same, Clerk of said Nineteenth Judicial District Court therein mentioned, as Recorder of the Parish of East Baton Rouge, he has custody of the original records of which the foregoing document is a part, that as the Clerk of said Court, he is the proper person to make the above certificate; the seal which he has affixed to the above certificate is the seal of the Court, and that said certificate is in due form.

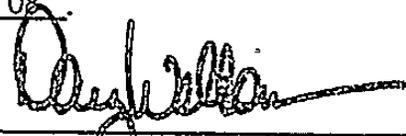
GIVEN UNDER MY HAND officially, this 22 day of August, 2008.



Judge, 19th Judicial District
Parish of East Baton Rouge, State of Louisiana

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

I, DOUG WELBORN, Clerk of the Nineteenth Judicial District Court of Louisiana, Parish of East Baton Rouge, do hereby certify that Kay Bates, whose name appears to be signed to the above and foregoing certificate, is and was at the same time of the signing of the same, the presiding Judge of Division 26 of the Nineteenth Judicial District Court of Louisiana, in and for the Parish of East Baton Rouge mentioned in said Certificate, and that the signature to said certificate is the genuine signature of the said Judge Kay Bates. GIVEN UNDER MY HAND and seal of office, at my office in said Parish of East Baton Rouge, Louisiana, this 22 day of August, 2008.



DOUG WELBORN, Clerk of Court
19th Judicial District
Parish of East Baton Rouge, State of Louisiana

19TH JUDICIAL DISTRICT COURT
PARISH OF EAST BATON ROUGE
STATE OF LOUISIANA

IN THE MATTER OF

NUMBER:

THE SUCCESSION OF

P87,223

CLAIRE WOHNER ROACH

DIVISION: D

VERIFICATION

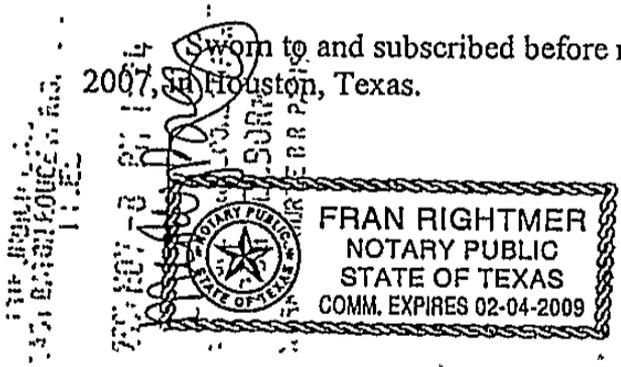
STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

Before me, the undersigned notary public, came and appeared Marie Roach Yeates, who, after being duly sworn, stated that the facts in the foregoing Petition for Appointment are true and correct and that she desires to be appointed the Executrix with powers of independent Administration in this matter. There are assets to be administered on behalf decedent's estate; therefore, an administrator of the succession is necessary in order to gather sufficient documentation to present to the court the proper paperwork to conclude the succession. She respectfully requests that this court not require her to post bond in this matter, as the decedent waived such in her will

Marie Roach Yeates
Marie Roach Yeates

Sworn to and subscribed before me, notary public, on this 29 day of October, 2007, in Houston, Texas.



Fran Rightmer
Notary Public

CERTIFIED TRUE COPY

AUG 22 2008

BY *Juliana Hanna*
DEPUTY CLERK

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

I, DOUG WELBORN, Clerk of the Nineteenth Judicial District Court Of Louisiana, in and for the Parish of East Baton Rouge, do hereby certify that the within and foregoing one page(s) from Suit Number P87,223, Division D, entitled _____

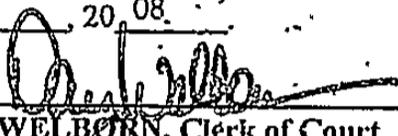
"In the Matter of The Succession of Claire Wohner Roach"

contains a full, complete, true and exact copy(s) of the _____

Death Certificate, filed Nov 08, 2007

_____ of the Probate _____ Docket of this Court

GIVEN UNDER MY HAND and seal of office, at my office in Baton Rouge, said Parish and State, this 22 day of August, 20 08.

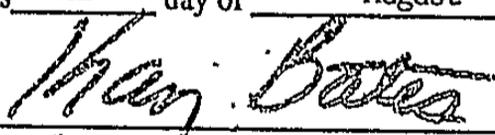


DOUG WELBORN, Clerk of Court
19th Judicial District
Parish of East Baton Rouge, State of Louisiana

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

I, Kay Bates, Presiding Judge of Division 26 of the Nineteenth Judicial District Court, in and for the Parish of East Baton Rouge, State of Louisiana, DO HEREBY CERTIFY that DOUG WELBORN, whose name appears to be signed to the above certificate, is now, and was at the time of signing the same, Clerk of said Nineteenth Judicial District Court therein mentioned; as Recorder of the Parish of East Baton Rouge, he has custody of the original records of which the foregoing document is a part, that as the Clerk of said Court, he is the proper person to make the above certificate; the seal which he has affixed to the above certificate is the seal of the Court, and that said certificate is in due form

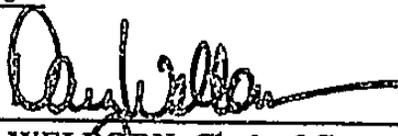
GIVEN UNDER MY HAND officially, this 22 day of August, 20 08.



Judge, 19th Judicial District
Parish of East Baton Rouge, State of Louisiana

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

I, DOUG WELBORN, Clerk of the Nineteenth Judicial District Court of Louisiana, Parish of East Baton Rouge, do hereby certify that Kay Bates, whose name appears to be signed to the above and foregoing certificate, is and was at the same time of the signing of the same, the presiding Judge of Division 26 of the Nineteenth Judicial District Court of Louisiana, in and for the Parish of East Baton Rouge mentioned in said Certificate, and that the signature to said certificate is the genuine signature of the said Judge Kay Bates. GIVEN UNDER MY HAND and seal of office, at my office in said Parish of East Baton Rouge, Louisiana, this 22 day of August, 20 08.



DOUG WELBORN, Clerk of Court
19th Judicial District
Parish of East Baton Rouge, State of Louisiana

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

I, DOUG WELBORN, Clerk of the Nineteenth Judicial District Court Of Louisiana, in and for the Parish of East Baton Rouge, do hereby certify that the within and foregoing one page(s) from Suit Number P87,223, Division D, entitled _____

"In The Matter of the Succession of Claire Wohner Roach"

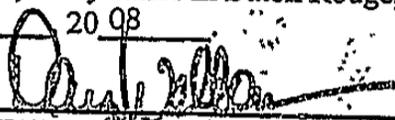
contains a full, complete, true and exact copy(s) of the _____

Affidavit of Death and Heirship, filed: November 08, 2007

_____ of the Probate _____ Docket of this Court.

GIVEN UNDER MY HAND and seal of office, at my office in Baton Rouge, said Parish and State, this 22 day of August

20 08



DOUG WELBORN, Clerk of Court
19th Judicial District
Parish of East Baton Rouge, State of Louisiana

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

I, Kay Bates, Presiding Judge of Division 26 of the Nineteenth Judicial District Court, in and for the Parish of East Baton Rouge, State of Louisiana, DO HEREBY CERTIFY that DOUG WELBORN, whose name appears to be signed to the above certificate, is now, and was at the time of signing the same, Clerk of said Nineteenth Judicial District Court therein mentioned; as Recorder of the Parish of East Baton Rouge, he has custody of the original records of which the foregoing document is a part; that as the Clerk of said Court, he is the proper person to make the above certificate, the seal which he has affixed to the above certificate is the seal of the Court; and that said certificate is in due form.

GIVEN UNDER MY HAND officially, this 22 day of August, 20 08.



Judge, 19th Judicial District
Parish of East Baton Rouge, State of Louisiana

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

I, DOUG WELBORN, Clerk of the Nineteenth Judicial District Court of Louisiana, Parish of East Baton Rouge, do hereby certify that Kay Bates, whose name appears to be signed to the above and foregoing certificate, is and was at the same time of the signing of the same, the presiding Judge of Division 26 of the Nineteenth Judicial District Court of Louisiana, in and for the Parish of East Baton Rouge mentioned in said Certificate, and that the signature to said certificate is the genuine signature of the said Judge Kay Bates. GIVEN UNDER MY HAND and seal of office, at my office in said Parish of East Baton Rouge, Louisiana, this 22 day of August, 20 08



DOUG WELBORN, Clerk of Court
19th Judicial District
Parish of East Baton Rouge, State of Louisiana

19TH JUDICIAL DISTRICT COURT

PARISH OF EAST BATON ROUGE

STATE OF LOUISIANA

IN THE MATTER OF

NUMBER: P87,223

THE SUCCESSION OF

CLAIRE WOHNER ROACH

DIVISION:

AFFIDAVIT OF DEATH AND HEIRSHIP

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

BEFORE ME, the undersigned Notary Public, personally came and appeared

James Bert Akers, Jr.

who, after being duly sworn, stated the following

Affiant was well acquainted with the late Claire Wohner Roach, having known her for many years

Decedent Claire Wohner Roach died on October 12, 2007. At the date of her death, she was domiciled in Baton Rouge, East Baton Rouge Parish, Louisiana, with a mailing address of 8225 YMCA Plaza Dr. #107, Baton Rouge, LA 70810.

Decedent had been married once during her life, to John W Roach, Jr., with whom she had eight children, all of whom are over the age of twenty-three: Louise Roach Billingsly, Anne Roach Graham, Marie Roach Yeates, Ruth Roach Morgan, Carol Roach Talton, Claire Roach Hackney, John Wilkins Roach, III, and James Grady Roach. Decedent was married at the time of her death. Decedent had no other children and never adopted anyone

FILED
AUG 22 2008
11:24
EAST BATON ROUGE
PARISH
LOUISIANA

James Bert Akers, Jr.

SWORN TO AND SUBSCRIBED before me, Notary Public, on this 29 day of _____, 2007

Donna N. Akers
Notary Public

Donna N. Akers
#1678-1

CERTIFIED TRUE COPY

AUG 22 2008

BY Lu Ann Hammon
DEPUTY CLERK

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

I, DOUG WELBORN, Clerk of the Nineteenth Judicial District Court Of Louisiana, in and for the Parish of East Baton Rouge, do hereby certify that the within and foregoing one page(s) from Suit Number P87,223, Division D, entitled _____

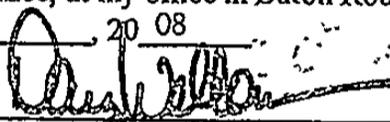
"In The Matter Of The Succession of Claire Wohner Roach"

contains a full, complete, true and exact copy(s) of the _____

Affidavit of Death and Heirship, filed: November 08, 2007

_____ of the Probate Docket of this Court.

GIVEN UNDER MY HAND and seal of office, at my office in Baton Rouge, said Parish and State, this 22 day of August 2008

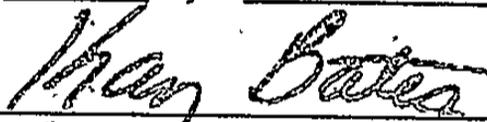


DOUG WELBORN, Clerk of Court
19th Judicial District
Parish of East Baton Rouge, State of Louisiana

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

I, Kay Bates, Presiding Judge of Division 26 of the Nineteenth Judicial District Court, in and for the Parish of East Baton Rouge, State of Louisiana, DO HEREBY CERTIFY that DOUG WELBORN, whose name appears to be signed to the above certificate, is now, and was at the time of signing the same, Clerk of said Nineteenth Judicial District Court therein mentioned, as Recorder of the Parish of East Baton Rouge, he has custody of the original records of which the foregoing document is a part, that as the Clerk of said Court, he is the proper person to make the above certificate; the seal which he has affixed to the above certificate is the seal of the Court; and that said certificate is in due form.

GIVEN UNDER MY HAND officially, this 22 day of August 2008.



Judge, 19th Judicial District
Parish of East Baton Rouge, State of Louisiana

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

I, DOUG WELBORN, Clerk of the Nineteenth Judicial District Court of Louisiana, Parish of East Baton Rouge, do hereby certify that Kay Bates, whose name appears to be signed to the above and foregoing certificate, is and was at the same time of the signing of the same, the presiding Judge of Division 26 of the Nineteenth Judicial District Court of Louisiana, in and for the Parish of East Baton Rouge mentioned in said Certificate, and that the signature to said certificate is the genuine signature of the said Judge Kay Bates GIVEN UNDER MY HAND and seal of office, at my office in said Parish of East Baton Rouge, Louisiana, this 22 day of August 2008



DOUG WELBORN, Clerk of Court
19th Judicial District
Parish of East Baton Rouge, State of Louisiana

PARISH OF EAST BATON ROUGE

STATE OF LOUISIANA

IN THE MATTER OF

NUMBER: P87,223

THE SUCCESSION OF

D

CLAIRE WOHNER ROACH

DIVISION:

AFFIDAVIT OF DEATH AND HEIRSHIP

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

BEFORE ME, the undersigned Notary Public, personally came and appeared:

ELIZABETH GOODE KERR

who, after being duly sworn, stated the following:

Affiant was well acquainted with the late Claire Wohner Roach, having known her since she moved into The Haven, a retirement home, over a year ago.

Decedent Claire Wohner Roach died on October 12, 2007. At the date of her death, she was domiciled in Baton Rouge, East Baton Rouge Parish, Louisiana, with a mailing address of 8225 YMCA Plaza Dr. #107, Baton Rouge, LA 70810

Decedent had been married once during her life, to John W Roach, Jr., with whom she had eight children, all of whom are over the age of twenty-three: Louise Roach Billingsly, Anne Roach Graham, Marie Roach Yeates, Ruth Roach Morgan, Carol Roach Talton, Claire Roach Hackney, John Wilkins Roach, III, and James Grady Roach. Decedent was married at the time of her death. Decedent had no other children and never adopted anyone.

FILED
AUG 1 2008
NOTARY PUBLIC
PARISH OF EAST BATON ROUGE
STATE OF LOUISIANA

Elizabeth Goode Kerr
Elizabeth Goode Kerr

SWORN TO AND SUBSCRIBED before me, Notary Public, on this 1 day of August, 2007.

Denise A. Akerr
Notary Public
Denise A. Akerr
#16751

CERTIFIED TRUE COPY

AUG 22 2008

BY William Hamer
DEPUTY CLERK

I, DOUG WELBORN, Clerk of the Nineteenth Judicial District Court of Louisiana, in and for the Parish of East Baton Rouge, do hereby certify that the within and foregoing one page(s) from Suit Number P87,223, Division D, entitled _____

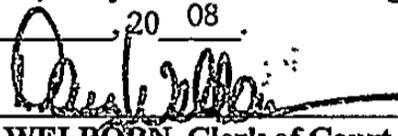
"In The Matter of the Succession of Claire Wohner Roach"

contains a full, complete, true and exact copy(s) of the _____

Oath of Succession Representative, filed November 08, 2007

_____ of the Probate Docket of this Court.

GIVEN UNDER MY HAND and seal of office, at my office in Baton Rouge, said Parish and State, this 22 day of August, 20 08.

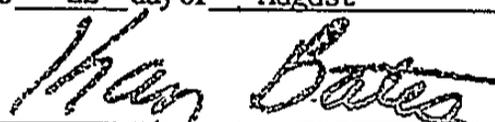


DOUG WELBORN, Clerk of Court
19th Judicial District
Parish of East Baton Rouge, State of Louisiana

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

I, Kay Bates, Presiding Judge of Division 26 of the Nineteenth Judicial District Court, in and for the Parish of East Baton Rouge, State of Louisiana, DO HEREBY CERTIFY that DOUG WELBORN, whose name appears to be signed to the above certificate, is now, and was at the time of signing the same, Clerk of said Nineteenth Judicial District Court therein mentioned; as Recorder of the Parish of East Baton Rouge, he has custody of the original records of which the foregoing document is a part; that as the Clerk of said Court, he is the proper person to make the above certificate; the seal which he has affixed to the above certificate is the seal of the Court; and that said certificate is in due form.

GIVEN UNDER MY HAND officially, this 22 day of August, 20 08.

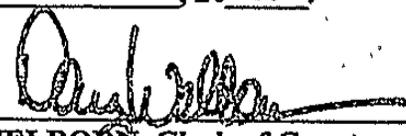


Judge, 19th Judicial District
Parish of East Baton Rouge, State of Louisiana

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

I, DOUG WELBORN, Clerk of the Nineteenth Judicial District Court of Louisiana, Parish of East Baton Rouge, do hereby certify that Kay Bates, whose name appears to be signed to the above and foregoing certificate, is and was at the same time of the signing of the same, the presiding Judge of Division 26 of the Nineteenth Judicial District Court of Louisiana, in and for the Parish of East Baton Rouge mentioned in said Certificate, and that the signature to said certificate is the genuine signature of the said Judge Kay Bates.

GIVEN UNDER MY HAND and seal of office, at my office in said Parish of East Baton Rouge, Louisiana, this 22 day of August, 20 08.



DOUG WELBORN, Clerk of Court
19th Judicial District
Parish of East Baton Rouge, State of Louisiana

IN THE MATTER OF

NUMBER:

THE SUCCESSION OF

P87,223

CLAIRE WOHNER ROACH

DIVISION: D

OATH OF SUCCESSION REPRESENTATIVE

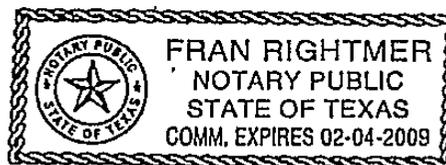
Before me, notary public, personally came and appeared Marie Roach Yeates, who solemnly swears that she will well and faithfully perform the duties of testamentary executor so help her God

Marie Roach Yeates
Marie Roach Yeates

CERTIFIED TRUE COPY
0180
COURT

Sworn to and subscribed before me this 1 day of Nov. 2007 in the City of Houston, State of Texas

Fran Rightmer
Notary Public



FILED
EAST BATON ROUGE PARISH
NOV 1 2007
CLERK OF COURT FOR PARISH
BOUG WELBORN

CERTIFIED TRUE COPY

AUG 22 2008

BY *Robert H. ...*
DEPUTY CLERK

I, DOUG WELBORN, Clerk of the Nineteenth Judicial District Court of Louisiana, in and for the Parish of East Baton Rouge, do hereby certify that the within and foregoing one page(s) from Suit Number P87,223, Division D, entitled

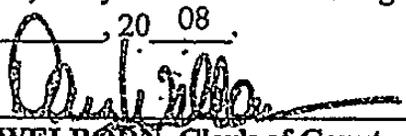
"In The Matter of the Succession of Claire Wohner Roach"

contains a full, complete, true and exact copy(s) of the

Order, filed: November 08, 2007; signed: November 14, 2007

of the Probate Docket of this Court.

GIVEN UNDER MY HAND and seal of office, at my office in Baton Rouge, said Parish and State, this 22 day of August, 20 08.

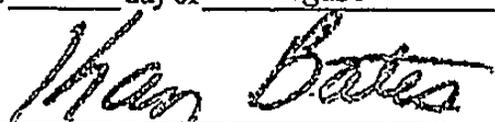


DOUG WELBORN, Clerk of Court
19th Judicial District
Parish of East Baton Rouge, State of Louisiana

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

I, Kay Bates, Presiding Judge of Division 26 of the Nineteenth Judicial District Court, in and for the Parish of East Baton Rouge, State of Louisiana, DO HEREBY CERTIFY that DOUG WELBORN, whose name appears to be signed to the above certificate, is now, and was at the time of signing the same, Clerk of said Nineteenth Judicial District Court therein mentioned; as Recorder of the Parish of East Baton Rouge, he has custody of the original records of which the foregoing document is a part; that as the Clerk of said Court, he is the proper person to make the above certificate; the seal which he has affixed to the above certificate is the seal of the Court; and that said certificate is in due form.

GIVEN UNDER MY HAND officially, this 22 day of August, 20 08.



Judge, 19th Judicial District
Parish of East Baton Rouge, State of Louisiana

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

I, DOUG WELBORN, Clerk of the Nineteenth Judicial District Court of Louisiana, Parish of East Baton Rouge, do hereby certify that Kay Bates, whose name appears to be signed to the above and foregoing certificate, is and was at the same time of the signing of the same, the presiding Judge of Division 26 of the Nineteenth Judicial District Court of Louisiana, in and for the Parish of East Baton Rouge mentioned in said Certificate, and that the signature to said certificate is the genuine signature of the said Judge Kay Bates.

GIVEN UNDER MY HAND and seal of office, at my office in said Parish of East Baton Rouge, Louisiana, this 22 day of August, 20 08.



DOUG WELBORN, Clerk of Court
19th Judicial District
Parish of East Baton Rouge, State of Louisiana

19TH JUDICIAL DISTRICT COURT

PARISH OF EAST BATON ROUGE

STATE OF LOUISIANA

IN THE MATTER OF

NUMBER:

87223

THE SUCCESSION OF

CLAIRE WOHLER ROACH

DIVISION:

D

ORDER

IT IS HEREBY ORDERED that Marie Roach Yeates be appointed executrix with powers of independent administration of the Succession of Claire Wohner Roach and that letters of independent administration issue upon the petitioner's complying with this order and the requisites of law. No bond should be required in this matter as Marie Roach Yeates is appointed Executrix in the will with no bond. The powers to be granted

shall include, but not be limited to:

CERTIFIED TRUE COPY
018040
2007 NOV -8 P 11:25
19th JUDICIAL DISTRICT COURT
PARISH OF EAST BATON ROUGE, LA
FILED

alienate succession property at public or private sale (including but not limited to the power to sell bonds, shares of stock, mutual funds and other securities at rates prevailing in the market place), list succession property for sale with a real estate agent; transfer by dation en paiement any succession property in satisfaction of a secured or unsecured debt, sell household goods, sell motor vehicles; exchange succession property for consideration to be paid in corporate stock or other property, or partly therein and partly in cash; invest funds of the succession and make them productive, pay estate debts, including expenses of the administration of this succession; borrow money for the purposes of preserving succession property or the orderly administration of this estate, of paying estate debts and inheritance taxes and for expenditures in the regular course of business, incur obligations; encumber property as security for loans; conduct any business; alienate, encumber or dispose of real property of a corporation or partnership in which this succession owns a majority interest, lease succession property; grant mineral leases on succession property; perform executory contracts evidenced by writing; and pay reasonable periodic allowances in money for the maintenance of a spouse, if any, and of the heirs or legatees

Baton Rouge, Louisiana, this 14 day of Nov 2007

Jane Clark
JUDGE, 19th Judicial District Court

CERTIFIED TRUE COPY

AUG 22 2008

BY *William Ham*
DEPUTY CLERK

I, DOUG WELBORN, Clerk of the Nineteenth Judicial District Court of Louisiana, in and for the Parish of East Baton Rouge, do hereby certify that the within and foregoing one page(s) from Suit Number P87,223, Division D, entitled

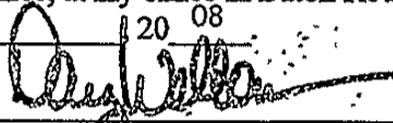
"In The Matter of The Succession of Claire Wohner Roach"

contains a full, complete, true and exact copy(s) of the

Letters Testamentary Allowing Independent Administration, filed:
November 19, 2007

of the Probate Docket of this Court.

GIVEN UNDER MY HAND and seal of office, at my office in Baton Rouge, said Parish and State, this 22 day of August 20 08

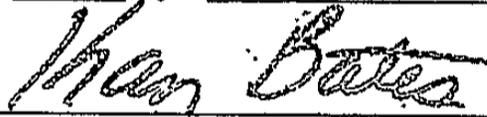


DOUG WELBORN, Clerk of Court
19th Judicial District
Parish of East Baton Rouge, State of Louisiana

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

I, Kay Bates, Presiding Judge of Division 26 of the Nineteenth Judicial District Court, in and for the Parish of East Baton Rouge, State of Louisiana, DO HEREBY CERTIFY that DOUG WELBORN, whose name appears to be signed to the above certificate, is now, and was at the time of signing the same, Clerk of said Nineteenth Judicial District Court therein mentioned; as Recorder of the Parish of East Baton Rouge, he has custody of the original records of which the foregoing document is a part; that as the Clerk of said Court, he is the proper person to make the above certificate; the seal which he has affixed to the above certificate is the seal of the Court; and that said certificate is in due form.

GIVEN UNDER MY HAND officially, this 22 day of August 20 08.



Judge, 19th Judicial District
Parish of East Baton Rouge, State of Louisiana

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

I, DOUG WELBORN, Clerk of the Nineteenth Judicial District Court of Louisiana, Parish of East Baton Rouge, do hereby certify that Kay Bates, whose name appears to be signed to the above and foregoing certificate, is and was at the same time of the signing of the same, the presiding Judge of Division 26 of the Nineteenth Judicial District Court of Louisiana, in and for the Parish of East Baton Rouge mentioned in said Certificate, and that the signature to said certificate is the genuine signature of the said Judge Kay Bates.

GIVEN UNDER MY HAND and seal of office, at my office in said Parish of East Baton Rouge, Louisiana, this 22 day of August 20 08.



DOUG WELBORN, Clerk of Court
19th Judicial District
Parish of East Baton Rouge, State of Louisiana

19TH JUDICIAL DISTRICT COURT
PARISH OF EAST BATON ROUGE
STATE OF LOUISIANA

IN THE MATTER OF
THE SUCCESSION OF
CLAIRE WOHLER ROACH

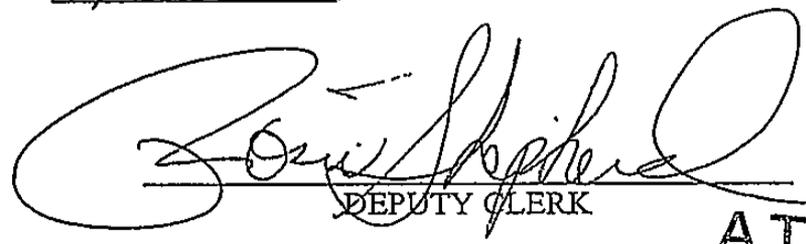
NUMBER: 87,223
DIVISION: D

LETTERS TESTAMENTARY ALLOWING INDEPENDENT
ADMINISTRATION

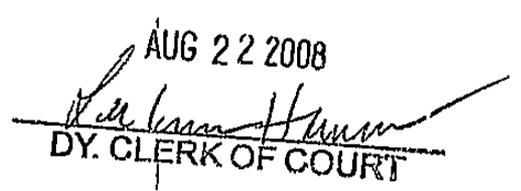
Be it known: that Marie Roach Yeates has been named, appointed and confirmed as Testamentary Executrix with Independent Administration powers of the Succession of Claire Wohner Roach and, having complied with all the requirements of law relative thereto, is fully qualified, authorized, and empowered to collect all property of the said deceased and to perform all other lawful acts as executrix with powers of independent administration of her succession, including, but not necessarily limited to, the following:

alienate succession property at public or private sale (including but not limited to the power to sell bonds, shares of stock, mutual funds and other securities at rates prevailing in the market place), list succession property for sale with a real estate agent; transfer by dation en paiement any succession property in satisfaction of a secured or unsecured debt; sell household goods, sell motor vehicles, exchange succession property for consideration to be paid in corporate stock or other property, or partly therein and partly in cash, invest funds of the succession and make them productive; pay estate debts, including expenses of the administration of this succession; borrow money for the purposes of preserving succession property or the orderly administration of this estate, of paying estate debts and inheritance taxes and for expenditures in the regular course of business, incur obligations; encumber property as security for loans, conduct any business; alienate, encumber or dispose of real property of a corporation or partnership in which this succession owns a majority interest, lease succession property; grant mineral leases on succession property; perform executory contracts evidenced by writing; and pay reasonable periodic allowances in money for the maintenance of a spouse, if any, and of the heirs or legatees.

Witness our hand and the seal of this Court at Baton Rouge, Louisiana on the 19th day of NOV., 2007


DEPUTY CLERK

A TRUE COPY

AUG 22 2008

DY. CLERK OF COURT

I, DOUG WELBORN, Clerk of the Nineteenth Judicial District Court of Louisiana, in and for the Parish of East Baton Rouge, do hereby certify that the within and foregoing one page(s) from Suit Number P87,223, Division D, entitled _____

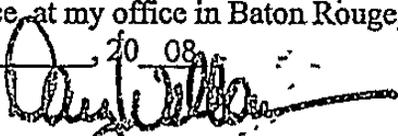
"In The Matter of the Succession of Claire Wohner Roach"

contains a full, complete, true and exact copy(s) of the _____

Last Will and Testament of Claire W. Roach (page one), filed:
November 08, 2007

_____ of the Probate Docket of this Court.

GIVEN UNDER MY HAND and seal of office, at my office in Baton Rouge, said Parish and State, this 22 day of August, 2008.

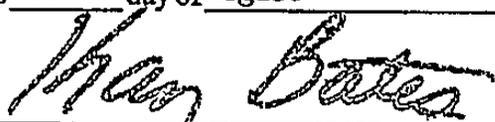


DOUG WELBORN, Clerk of Court
19th Judicial District
Parish of East Baton Rouge, State of Louisiana

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

I, Kay Bates, Presiding Judge of Division 26 of the Nineteenth Judicial District Court, in and for the Parish of East Baton Rouge, State of Louisiana, DO HEREBY CERTIFY that DOUG WELBORN, whose name appears to be signed to the above certificate, is now, and was at the time of signing the same, Clerk of said Nineteenth Judicial District Court therein mentioned; as Recorder of the Parish of East Baton Rouge, he has custody of the original records of which the foregoing document is a part; that as the Clerk of said Court, he is the proper person to make the above certificate; the seal which he has affixed to the above certificate is the seal of the Court; and that said certificate is in due form.

GIVEN UNDER MY HAND officially, this 22 day of August, 2008.

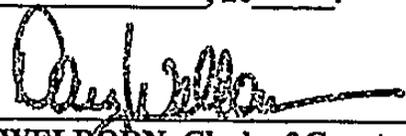


Judge, 19th Judicial District
Parish of East Baton Rouge, State of Louisiana

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

I, DOUG WELBORN, Clerk of the Nineteenth Judicial District Court of Louisiana, Parish of East Baton Rouge, do hereby certify that Kay Bates, whose name appears to be signed to the above and foregoing certificate, is and was at the same time of the signing of the same, the presiding Judge of Division 26 of the Nineteenth Judicial District Court of Louisiana, in and for the Parish of East Baton Rouge mentioned in said Certificate, and that the signature to said certificate is the genuine signature of the said Judge Kay Bates.

GIVEN UNDER MY HAND and seal of office, at my office in said Parish of East Baton Rouge, Louisiana, this 22 day of August, 2008.



DOUG WELBORN, Clerk of Court
19th Judicial District
Parish of East Baton Rouge, State of Louisiana

87, 200801080576000

LAST WILL AND TESTAMENT

OF

CLAIRE W. ROACH

POSTED

JAN 08 2008

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

1.

1.1 Claire Wohner Roach a/k/a Claire W. Roach, hereinafter referred to as "Claire", a resident of and domiciled in Baton Rouge, Parish of East Baton Rouge, Louisiana, being of sound mind and body and wishing to make proper disposition of my property, make this my Last Will and Testament, revoking all other wills and codicils made by me.

1.2 I am currently married to John W Roach, Jr ("Jack") I have had no other marriages and I have eight children all of whom are well over the age of 30 at the time of execution of this will, namely: Louise Roach Billingsley, Marie Roach Yeates, Ruth Roach Morgan, Carol Roach Talton, John Wilkins Roach, III, James Grady Roach, Claire Roach Hackney, and Anne Roach Graham

1.3 The phrase "my property" means all of my property that is subject to this testament, and includes all movable, immovable, tangible, intangible, corporeal, and incorporeal property of every kind, nature and description, separate and community, wherever situated, of which I may die owning or possessing, or to which I may have any right, title or interest at my death, including all property ineffectively disposed of because of lapse or for any other reason

2.

2.1 I name the Claire W Roach Testamentary Trust my universal legatee

3.

This Article establishes the Claire W. Roach Testamentary Trust

3.1 I bequeath all property which I own at my death to the Claire W, Roach Testamentary Trust

3.2 The trust shall be named the "Claire W Roach Testamentary Trust"

CERTIFIED TRUE COPY
013003
DEPUTY CLERK

CERTIFIED TRUE COPY

AUG 22 2008

BY Julius Hanna
DEPUTY CLERK

CLERK OF COURT FOR PARISH OF EAST BATON ROUGE
JULIUS WELBORN
AUG 22 2008 11:24

Claire W. Roach
Claire W. Roach, Testatrix

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

I, DOUG WELBORN, Clerk of the Nineteenth Judicial District Court Of Louisiana, in and for the Parish of East Baton Rouge, do hereby certify that the within and foregoing one page(s) from Suit Number P87,223, Division D, entitled _____

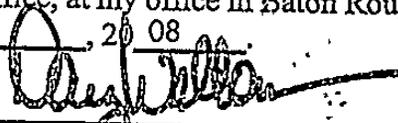
"In The Matter of The Succession of Claire Wohner Roach"

contains a full, complete, true and exact copy(s) of the _____

Last Will and Testament of Claire W. Roach (page two), filed:
November 08, 2007

_____ of the Probate _____ Docket of this Court.

GIVEN UNDER MY HAND and seal of office, at my office in Baton Rouge, said Parish and State, this 22 day of August, 2008

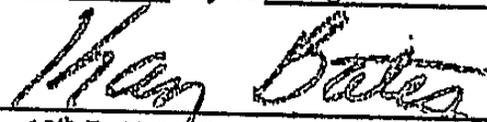


DOUG WELBORN, Clerk of Court
19th Judicial District
Parish of East Baton Rouge, State of Louisiana

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

I, Kay Bates, Presiding Judge of Division 26 of the Nineteenth Judicial District Court, in and for the Parish of East Baton Rouge, State of Louisiana, DO HEREBY CERTIFY that DOUG WELBORN, whose name appears to be signed to the above certificate, is now, and was at the time of signing the same, Clerk of said Nineteenth Judicial District Court therein mentioned; as Recorder of the Parish of East Baton Rouge, he has custody of the original records of which the foregoing document is a part; that as the Clerk of said Court, he is the proper person to make the above certificate, the seal which he has affixed to the above certificate is the seal of the Court; and that said certificate is in due form

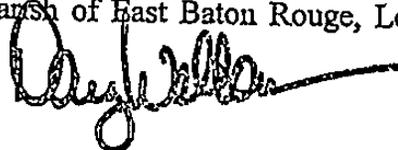
GIVEN UNDER MY HAND officially, this 22 day of August, 2008.



Judge, 19th Judicial District
Parish of East Baton Rouge, State of Louisiana

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

I, DOUG WELBORN, Clerk of the Nineteenth Judicial District Court of Louisiana, Parish of East Baton Rouge, do hereby certify that Kay Bates, whose name appears to be signed to the above and foregoing certificate, is and was at the same time of the signing of the same, the presiding Judge of Division 26 of the Nineteenth Judicial District Court of Louisiana, in and for the Parish of East Baton Rouge mentioned in said Certificate, and that the signature to said certificate is the genuine signature of the said Judge Kay Bates GIVEN UNDER MY HAND and seal of office, at my office in said Parish of East Baton Rouge, Louisiana, this 22 day of August, 2008.



DOUG WELBORN, Clerk of Court
19th Judicial District
Parish of East Baton Rouge, State of Louisiana

3.3 I name Jack, Marie Roach Yeates and Louise Roach Billingsley as trustees, to serve jointly The alternate trustee, should Claire W Roach be deceased, resign, or otherwise fail or refuse to serve, shall be my daughter, Marie Roach Yeates, individually. I name as second Alternate Trustee Louise Roach Billingsley The Trustee shall have the right to resign at any time by giving thirty (30) days written notice to the adult income beneficiary, or if there is no adult income beneficiary, then by giving written notice to the tutor (guardian) of such beneficiary who is a minor However, if a Trustee desires to resign, and such Trustee is the sole Trustee, then such resignation shall not be effective until a successor Trustee has been appointed and until such successor Trustee accepts the appointment as Trustee Any successor Trustee shall be under no duty to investigate the acts of the prior Trustee

3.4 I name my husband, Jack, as income beneficiary for life. Additionally, the trustees may invade the principal as may be necessary for the income beneficiary's health, education, maintenance or support, but only after taking into account funds available to him from other sources known to the trustee.

3.5 The income beneficiary shall have the option of drawing income periodically from the trust, or may leave income in the trust to accumulate at the beneficiary's option

3.6 I name all of my children equally as the principal beneficiaries of the trust, who should receive their share of this trust in the event of the death of my husband except for my daughter Ruth Roach Morgan, who shall be a principal beneficiary of One Dollar (\$1.00) only.

3.7 In the event that any of the principal beneficiaries should predecease me, then the share of that principal beneficiary shall go to his or her descendants.

3.8 After the death of Jack the Trustee shall pay directly to the principal beneficiaries the entirety of their portion of the trust corpus However, if the principal beneficiary, by virtue of 3 7, is under the age of 30, then it is my desire that the trust shall continue and that the Trustee shall distribute the portions due the principal beneficiaries as follows: 1/4 at age 23, 1/3 of the remainder at 25, and the rest at age 30

3.9 Any income not distributed shall be accumulated and added to principal

3.10 The interest of the beneficiary in the trust shall be held subject to the maximum restraint on alienation permitted by Louisiana law

3.11 All individual Trustees shall serve without compensation A corporate trustee shall be entitled to reasonable compensation in accordance with its schedule as may be in effect from time to time and may make payments to itself from the income (and the principal if necessary) of the trust so long as that schedule represents a reasonable payment for services rendered Individual Trustees who serve without compensation shall be entitled to recover their expenses from the income (and the principal if necessary) of the trust.

3.12 The Trustee shall have all of the powers that may be conferred upon trustees under Louisiana law with respect to the trust created by this testament, including, but not limited to, all of the powers that trustees are now permitted to exercise under the Louisiana Trust Code, and such additional powers as trustees may be permitted to exercise by any later amendment to the Louisiana Trust Code. The provisions of this Article 3 apply to the Trustee(s) of any trust created in this will. The objective of this Article is to give the Trustee powers as broad as is permissible under the law, including, but not limited to, the Louisiana Trust Code. The trustee shall have the greatest power authorized by law, to sell the trust property and the power to reinvest funds derived from such sale and to purchase additional property.

Vertical stamp: CERTIFIED TRUE COPY AUG 22 2008

Claire W. Roach

Claire W. Roach, Testatrix

CERTIFIED TRUE COPY

AUG 22 2008

BY LeAnn Hannon
DEPUTY CLERK

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

I, DOUG WELBORN, Clerk of the Nineteenth Judicial District Court Of Louisiana, in and for the Parish of East Baton Rouge, do hereby certify that the within and foregoing one page(s) from Suit Number P87,223, Division D, entitled _____

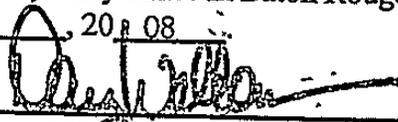
"In The Matter of the Succession of Claire Wohner Roach"

contains a full, complete, true and exact copy(s) of the _____

Last Will and Testament of Claire W. Roach (page three), filed:
November 08, 2007

_____ of the Probate Docket of this Court.

GIVEN UNDER MY HAND and seal of office, at my office in Baton Rouge, said Parish and State, this 22 day of August

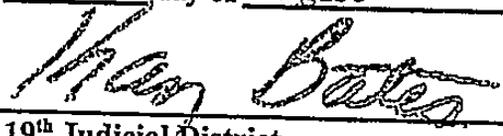


DOUG WELBORN, Clerk of Court
19th Judicial District
Parish of East Baton Rouge, State of Louisiana

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

I, Kay Bates, Presiding Judge of Division 26 of the Nineteenth Judicial District Court, in and for the Parish of East Baton Rouge, State of Louisiana, DO HEREBY CERTIFY that DOUG WELBORN, whose name appears to be signed to the above certificate, is now, and was at the time of signing the same, Clerk of said Nineteenth Judicial District Court therein mentioned; as Recorder of the Parish of East Baton Rouge, he has custody of the original records of which the foregoing document is a part; that as the Clerk of said Court, he is the proper person to make the above certificate; the seal which he has affixed to the above certificate is the seal of the Court; and that said certificate is in due form.

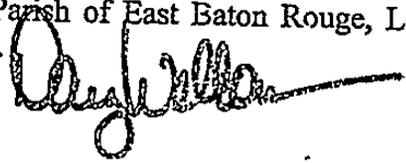
GIVEN UNDER MY HAND officially, this 22 day of August, 20 08.



Judge, 19th Judicial District
Parish of East Baton Rouge, State of Louisiana

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

I, DOUG WELBORN, Clerk of the Nineteenth Judicial District Court of Louisiana, Parish of East Baton Rouge, do hereby certify that Kay Bates, whose name appears to be signed to the above and foregoing certificate, is and was at the same time of the signing of the same, the presiding Judge of Division 26 of the Nineteenth Judicial District Court of Louisiana, in and for the Parish of East Baton Rouge mentioned in said Certificate, and that the signature to said certificate is the genuine signature of the said Judge Kay Bates. GIVEN UNDER MY HAND and seal of office, at my office in said Parish of East Baton Rouge, Louisiana, this 22 day of August, 20 08.



DOUG WELBORN, Clerk of Court
19th Judicial District
Parish of East Baton Rouge, State of Louisiana

4.

4.1 I appoint my daughter, Marie Roach Yeates, III Executrix, of this, my Last Will and Testament, with seizin and I dispense with any bond. If she should be unable to serve, then I name my daughter Louise Roach Billingsley, as the Successor Executor My executor and successor executor shall serve without bond. I expressly delegate to my executor or successor or alternate executor the authority to select assets to satisfy the quantum or value of property due to my legatees under this will.

5.

5.1 In all cases, if a legatee should die in a common disaster with me or under such circumstances that there is not sufficient evidence that we died other than simultaneously, then I shall be presumed to have survived the legatee and the legatee shall be treated as having predeceased me Further, as a suspensive condition of all legacies and of the rights as a trust beneficiary, the legatee must survive me for a period of at least ninety (90) days, otherwise, the legatee or trust beneficiary shall be the person named in case that legatee or trust beneficiary did not survive me

6

6.1 Should any of the terms or clauses of this testament be declared invalid, then that term or clause shall be considered deleted, but the remainder of this testament shall remain in full force and effect.

7

7.1 I grant to my executor the right to independently administer my estate, as per the provisions of Louisiana law

Baton Rouge, Louisiana

In our presence the testator has declared or signified that this instrument is his testament and has signed it at the end and on each other separate page, and in the presence of the testator and each other we have hereunto subscribed our names this 23rd day of June, 2006.

WITNESSES:

Melissa Andrus
Melissa Andrus

Angela Fuselier
Angela Fuselier

Claire W. Roach
Claire W. Roach, Testatrix

Dorise N. Akari
NOTARY PUBLIC
Dorise N. Akari
#16781

CERTIFIED TRUE COPY

AUG 22 2008

Claire W. Roach BY Yuliana Hunter
Claire W. Roach, Testatrix DEPUTY CLERK

FILED
BATOR ROUGE, LA
AUG 22 2008
CLERK OF COURSE
LEPU
DOUG WELBORN
CLERK OF COURSE

I, DOUG WELBORN, Clerk of the Nineteenth Judicial District Court of Louisiana, in and for the Parish of East Baton Rouge, do hereby certify that the within and foregoing one page(s) from Suit Number P87,223, Division D, entitled _____

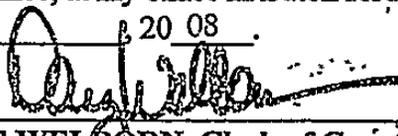
"In The Matter of the Succession of Claire Wohner Roach"

contains a full, complete, true and exact copy(s) of the _____

First Codicil to Last Will and Testament of Claire W. Roach, filed:
November 08, 2007

_____ of the Probate _____ Docket of this Court.

GIVEN UNDER MY HAND and seal of office, at my office in Baton Rouge, said Parish and State, this 22 day of August, 20 08.

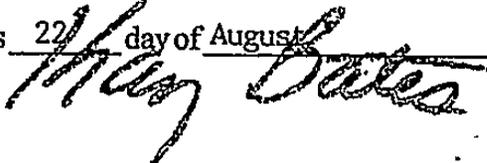


DOUG WELBORN, Clerk of Court
19th Judicial District
Parish of East Baton Rouge, State of Louisiana

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

I, Kay Bates, Presiding Judge of Division 26 of the Nineteenth Judicial District Court, in and for the Parish of East Baton Rouge, State of Louisiana, DO HEREBY CERTIFY that DOUG WELBORN, whose name appears to be signed to the above certificate, is now, and was at the time of signing the same, Clerk of said Nineteenth Judicial District Court therein mentioned; as Recorder of the Parish of East Baton Rouge, he has custody of the original records of which the foregoing document is a part; that as the Clerk of said Court, he is the proper person to make the above certificate; the seal which he has affixed to the above certificate is the seal of the Court; and that said certificate is in due form

GIVEN UNDER MY HAND officially, this 22 day of August, 20 08.

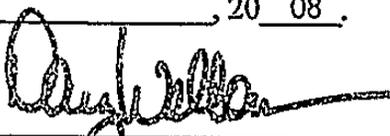


Judge, 19th Judicial District
Parish of East Baton Rouge, State of Louisiana

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

I, DOUG WELBORN, Clerk of the Nineteenth Judicial District Court of Louisiana, Parish of East Baton Rouge, do hereby certify that Kay Bates, whose name appears to be signed to the above and foregoing certificate, is and was at the same time of the signing of the same, the presiding Judge of Division 26 of the Nineteenth Judicial District Court of Louisiana, in and for the Parish of East Baton Rouge mentioned in said Certificate, and that the signature to said certificate is the genuine signature of the said Judge Kay Bates

GIVEN UNDER MY HAND and seal of office, at my office in said Parish of East Baton Rouge, Louisiana, this 22 day of August, 20 08.



DOUG WELBORN, Clerk of Court
19th Judicial District
Parish of East Baton Rouge, State of Louisiana

FIRST CODICIL TO
LAST WILL AND TESTAMENT OF
CLAIRE W. ROACH

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

BEFORE ME the undersigned Notary Public, duly commissioned and qualified, and in the presence of the undersigned competent witnesses, personally came and appeared:

Claire W. Roach, a resident of the lawful age of East Baton Rouge Parish, State of Louisiana, and being able to read, declared that she does hereby make the following First Codicil to her Last Will and Testament dated June 23, 2006, and signed at Parish of East Baton Rouge, State of Louisiana (hereinafter referred to as "my Will").

I hereby amend my Will as follows, to-wit

On page 2, Paragraph 3 6, I amend that provision fully to read now as follows:

3.6

I name all of my children equally as the principal beneficiaries of the trust, who should receive their share of this trust in the event of the death of my husband.

I specifically make this codicil to ensure that my daughter, Ruth Roach Morgan, shall be treated equally with my other children in my estate.

In all other respects, I hereby ratify and confirm all of the remaining provisions of my Will.

IN TESTIMONY WHEREOF, the Testatrix named herein, CLAIRE W ROACH, has signed each page of the First Codicil to her Last Will and Testament dated June 23, 2006, which First Codicil consists of One(1) page, including the page on which this declaration appears, in the presence of the undersigned Notary Public and two witnesses, and has read the same and declared to the undersigned Notary and two (2) witnesses that the same is the First Codicil to her Last Will and Testament dated June 23, 2006, and we have hereunto subscribed our names in the presence of the Testatrix and of each other, this 10th day of July, 2007, at Baton Rouge, Louisiana

WITNESSES:

Melvin Bellingsh
Melvin Bellingsh
Melvin Bellingsh
Melvin Bellingsh

Claire W Roach
CLAIRE W ROACH, TESTATRIX

Denise N Akers, Jr.
Denise N Akers, Jr.
307 NOV 2007
EAST BATON ROUGE, LA
FILED

Denise N Akers
NOTARY PUBLIC
Denise N Akers
#16781

CERTIFIED
TRUE COPY

AUG 22 2008

BY *Julian Haman*
DEPUTY CLERK

I, DOUG WELBORN, Clerk of the Nineteenth Judicial District Court of Louisiana, in and for the Parish of East Baton Rouge, do hereby certify that the within and foregoing one page(s) from Suit Number P87,223, Division D, entitled

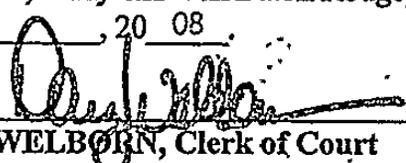
"In The Matter Of The Succession of Claire Wohner Roach"

contains a full, complete, true and exact copy(s) of the

Order, filed: November 08, 2007; signed: November 14, 2007

of the Probate Docket of this Court.

GIVEN UNDER MY HAND and seal of office, at my office in Baton Rouge, said Parish and State, this 22 day of August, 20 08.

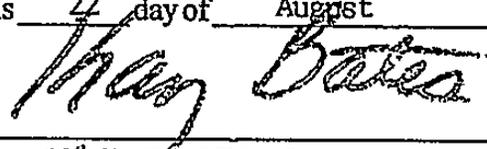


DOUG WELBORN, Clerk of Court
19th Judicial District
Parish of East Baton Rouge, State of Louisiana

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

I, Kay Bates, Presiding Judge of Division 26 of the Nineteenth Judicial District Court, in and for the Parish of East Baton Rouge, State of Louisiana, DO HEREBY CERTIFY that DOUG WELBORN, whose name appears to be signed to the above certificate, is now, and was at the time of signing the same, Clerk of said Nineteenth Judicial District Court therein mentioned; as Recorder of the Parish of East Baton Rouge, he has custody of the original records of which the foregoing document is a part; that as the Clerk of said Court, he is the proper person to make the above certificate; the seal which he has affixed to the above certificate is the seal of the Court, and that said certificate is in due form.

GIVEN UNDER MY HAND officially, this 22 day of August, 20 08.

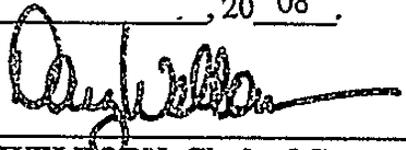


Judge, 19th Judicial District
Parish of East Baton Rouge, State of Louisiana

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

I, DOUG WELBORN, Clerk of the Nineteenth Judicial District Court of Louisiana, Parish of East Baton Rouge, do hereby certify that Kay Bates, whose name appears to be signed to the above and foregoing certificate, is and was at the same time of the signing of the same, the presiding Judge of Division 26 of the Nineteenth Judicial District Court of Louisiana, in and for the Parish of East Baton Rouge mentioned in said Certificate, and that the signature to said certificate is the genuine signature of the said Judge Kay Bates.

GIVEN UNDER MY HAND and seal of office, at my office in said Parish of East Baton Rouge, Louisiana, this 22 day of August, 20 08.



DOUG WELBORN, Clerk of Court
19th Judicial District
Parish of East Baton Rouge, State of Louisiana

19TH JUDICIAL DISTRICT COURT
PARISH OF EAST BATON ROUGE
STATE OF LOUISIANA

IN THE MATTER OF
THE SUCCESSION OF
CLAIRE WOJNER ROACH

NUMBER: 87223
DIVISION: D

ORDER

Considering the foregoing petition, the testament of Claire W. Roach in statutory form, dated June 23, 2006, and the codicil to testament of Claire W. Roach in statutory form, dated July 10, 2007, it appearing to the satisfaction of the court that the will and amendment to will are duly self-proved in accordance with Article 2891 of the Louisiana Code of Civil Procedure.

IT IS ORDERED that the testament of Claire W. Roach, in statutory form, dated June 23, 2006, and the codicil to that testament, dated July 10, 2007, shall be filed in the office of the Clerk of Court of East Baton Rouge Parish, Louisiana in this suit record, and executed according to law.

THUS DONE AND SIGNED in Chambers at Baton Rouge, East Baton Rouge Parish, Louisiana on this 14 day of Nov, 2007

Respectfully submitted,
Denise Nelson Akers
Akers & Wisbar, L.L.C.
8280 YMCA Plaza Dr.
Building 8
Baton Rouge, LA 70810
225-767-1000
DOUG WELBORN
CLERK OF COURT FOR PARISH

James Clark
Judge, 19th Judicial District Court

CERTIFIED
TRUE COPY

AUG 22 2008

BY *L. L. ...*
DEPUTY CLERK

19TH JUDICIAL DISTRICT COURT
PARISH OF EAST BATON ROUGE
FILED
AUG 22 2008
DOUG WELBORN
CLERK OF COURT FOR PARISH