

Last Will and Testament

2009-1372-B

OF

EDWENA NEELY LOWTHER

<p>FILED THIS DATE OCT 16 2009 ARTHUR JOHNSTON, CHANCERY CLERK BY <i>Sarah J. [Signature]</i> DC</p>

I, EDWENA NEELY LOWTHER, an adult resident of Rankin 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.

A. I declare that I am the wife of EDWIN WALLACE LOWTHER, SR, to whom all references herein to "my husband" shall relate. I am the mother of BILL N. LOWTHER and EDWIN WALLACE LOWTHER, JR, to whom all references herein to "my sons" and "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 children before and after the execution of this Will, irrespective of any provisions of law establishing a contrary presumption.

B. Although it is my understanding that my husband is executing his Will at or about the time of the execution of this, my Last Will and Testament, it is not my nor our intention that such Wills shall be construed or deemed mutual, reciprocal, or dependent upon the other, and it is our intention that the survivor of us will have the unrestricted right to change the terms of his or her Will

ARTICLE II. EXPENSES AND TAXES

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

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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. 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. PERSONAL PROPERTY

I give and bequeath unto my husband, if he 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 husband, if he survives me, all of the automobiles and other vehicles individually owned by me at the time of my death.

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If my husband 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, per stirpes. Should any child predecease me, such property bequeathed to such child shall pass to such child's issue, per stirpes, or in the event one of my children predeceases me, leaving no surviving issue, such property shall pass to my surviving child, or his 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 and my Executor 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.
PERSONAL RESIDENCE

I give, devise and bequeath unto my husband, if he 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 husband does not survive me, this devise shall lapse, and shall pass in accordance with Article VIII herein.

ARTICLE V.
PROPERTY AND CASUALTY INSURANCE

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 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

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ARTICLE VI.
MARITAL PORTION

If my husband 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 husband.

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 husband shall be entitled to receive from my Executor all of that portion of the net income of my estate to which my husband is entitled under this Article.

Any such income to which my husband 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

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.

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ARTICLE VII.
FAMILY TRUST

In the event my husband survives me and disclaims, or if he dies after my death and his Executor disclaims on his behalf, any portion of the property provided for him herein under the disclaimer provisions of Article XIV herein, I direct that my Executor shall deliver and convey all such disclaimed property to the Trustee hereinafter named, in trust. Further, should my husband 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 "Edwena Neely Lowther 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 husband during the term of his lifetime, under the terms herein.

A. 2. Net Income Distributions. 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 husband in convenient installments periodically, but if paid, then at least as often as annually, during his life. However, the Trustee may in its discretion withhold from my husband so much (or all) of the income as the Trustee determines not to be advisable for his health, maintenance and for the maintenance of his accustomed standard of living. After considering the health and maintenance of my husband, 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 of accustomed standard of living, 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 husband for his lifetime, and during the term of his lifetime, my Trustee is directed to look first to his 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 from 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.

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A. 3. Principal Distributions. If the total income of my husband is, in the sole discretion of the Trustee, insufficient to enable him to maintain his present and accustomed standard of living, then the Trustee may solely in its discretion pay to him or apply for his benefit out of the principal of the trust such additional sum or sums as the Trustee shall deem proper for his health, maintenance, and for the maintenance of his accustomed standard of living. In making this determination, the Trustee may take into consideration my husband's assets and income from sources other than this trust, including, but not limited to, his 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 husband, 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 principal or a requirement that my Trustee provide support for any beneficiary, all payments of principal from 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.

B 1. Children's Trusts. Upon the death of my husband, the Trustee shall divide the trust property into separate parts -- one (1) part equaling one-half (1/2) of all remaining trust assets for a separate trust for my son, BILL N LOWTHER, if living at that time, or if he be deceased, said part shall fund separate and equal trusts for each of his living issue, per stirpes, and one (1) part equaling the remaining one-half (1/2) funding a separate trust for my son, EDWIN WALLACE LOWTHER, JR. with one-half (1/2) of said assets further funding separate and equal trusts for each of his issue, per stirpes. In other words, of the one-half (1/2) of the trust separated for Edwin Wallace Lowther, Jr., one-half (1/2) shall fund his separate trust and one-fourth (1/4) shall fund each of his children's separate trusts. Should my said son EDWIN WALLACE LOWTHER, JR. be deceased, then his equal share of the trust shall equally fund the trusts for his issue.

Notwithstanding anything contained herein to the contrary, I direct my Trustee to adjust the total assets of each trust when funding same so as to equalize the amounts funding each of my sons' trusts and the trusts for their issue, taking into consideration all gifts made by my husband and myself during our lifetimes to such children and/or their spouses and issue, so as to equalize the amounts passing to each child and/or each child's 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 of accustomed standard of living, 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

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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 of accustomed standard of living, 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 of accustomed standard of living, 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 a beneficiary's trust, if it, in its sole discretion, deems such to be advisable in order to provide for the health, maintenance of accustomed standard of living, and education (including post graduate education) of that beneficiary.

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 payments of income and/or principal from 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

B. 2. Trust Asset Distributions Following the death of my husband, 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 the 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 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. Grandchildren's Trusts Should any of my children die prior to the termination of their separate trust, said trust estate of my 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 one 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 for their benefit, and the trust assets of each separate trust shall be distributed to the grandchild in accordance with the following schedule: when each grandchild reaches the age of forty (40) years, one-fourth (1/4) of the accumulated income and principal of that grandchild's separate trust shall be distributed free of trust to said grandchild, when each grandchild reaches the age of forty-five (45) years, one-third (1/3) of the accumulated income and principal of that grandchild's separate trust shall be distributed free of trust to grandchild; and when each grandchild reaches to age of fifty (50) years the remainder of the principal and accumulated income of that grandchild's separate trust shall be

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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 L herein; or in default of issue to his or her siblings or if deceased to their issue, per stirpes, subject to Paragraphs H and L hereof

B 4 Death of a Child Without Issue. Should any of my children die prior to the termination of their separate trust, without leaving surviving issue or descendants, 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 son's separate trust, or if any be deceased, to the separate trusts set forth herein for his issue, per stirpes, or if such trusts have terminated, then outright to such surviving son, or such son's issue, per stirpes, if such son is deceased.

B 5. Remote Contingent Beneficiary. In the event all of my children and all their issue shall die prior to the termination of their trusts, without leaving surviving issue or descendants, the accumulated accounting income of their 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 husband'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.

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

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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. 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 distribution 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 Edwena Neely Lowther 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 prudently to 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 of this Trust 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 (including, but not limited to, physical or mental incapacity, drug, alcohol or gambling addictions or abuses), 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 condition is removed. My Trustee shall have sole and absolute discretion

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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

It is the Testatrix's intention that all trusts contained herein be classified as domestic trusts as defined by the Internal Revenue Code of 1986, as amended. Therefore, at all times the Trustee controlling substantial trust decisions shall be a United States fiduciary or United States person(s). Further, any power given to a Trustee or beneficiary of a trust, the possession or exercise of which would cause the trust not to qualify as a "United States person" as defined in Section 770(a)(30) of the Internal Revenue Code, shall be void and of no effect. The Trustee shall have the limited power to amend the trust instrument to establish or continue the classification of the trusts created herein as "United States persons."

K 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 instrument delivered to such successor, with a copy to the existing Trustee, and signed by my husband, if living at that time, or if deceased or otherwise unable to name a successor, then a majority of the income 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

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always be a federally insured bank or a 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 predominant 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.

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

M. 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 husband, my 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.

N. My Trustee shall have the authority to direct and require any Trustee and/or Custodian of any assets of any individual retirement accounts ("IRAs) and/or qualified retirement plans which have named a trust created herein as a designated beneficiary of all or any portion thereof, to make

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all minimum required distributions as defined by Section 401(a)(9) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations thereunder, or ERISA.

O. As to all trusts created herein which have been named, in whole or part, as the designated beneficiary of individual retirement accounts ("IRAs") and/or qualified plans, my Trustee shall on an annual basis have the authority to compel distribution of monies from said IRAs and/or qualified plan in excess of the required minimum distribution amount for each said IRA and/or qualified plan as that amount is defined under Section 401(a)(a) of the Internal Revenue Code, as amended, and the Treasury Regulations thereunder, or ERISA.

P As to all trusts created herein which have been named, in whole or part, as the designated beneficiary of individual retirement accounts ("IRAs"), my Trustee, in its sole discretion, may remove a Trustee and/or Custodian of an individual retirement account and appoint a successor trustee and/or custodian as long as the successor trustee and/or custodian is and always remains a federally insured bank, mutual fund company, brokerage firm or trust company with trust powers maintaining an active, separate, functioning retirement assets department with full investment capabilities, or a company that manages retirement assets as its predominant 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 and/or retirement asset be named or appointed as successor trustee or custodian, nor shall any person or entity serve as successor trustee that would not be considered an independent trustee under the provisions of Section 672, Internal Revenue Code of 1986, as amended.

Q As to the Edwena Neely Lowther Family Trust, in the event that all or a portion of the assets of said Trust consists of monies to be distributed from individual retirement accounts ("IRAs") and/or qualified plans which have named said Trust as the designated beneficiary, then my Executor and/or Trustee shall have the authority, in its sole discretion, to compel the Trustee and/or Custodian of the said IRAs and/or qualified plans to distribute funds to the Executor and/or Trustee necessary to meet the taxes and expenses stated in Article II of this Will, taking into consideration the income tax owed on the monies distributed, and so long as the grant of this authority does not result in the Edwena Neely Lowther Family Trust not being treated as a designated beneficiary for the said IRAs and/or qualified plans. In the event that the authority granted in the Paragraph would result in the Edwena Neely Lowther Family Trust not being treated as a designated beneficiary for the said IRAs and/or qualified plans, then I revoke said authority of the Executor and/or Trustee to compel the distribution of funds from said IRAs and/or qualified plans to meet the taxes and expenses stated in Article II of this Will.

R In the event that any corporate trustee shall hereafter merge or consolidate with any other bank or a trust company, then the corporation created by such merger or consolidation shall

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act as Successor Trustee hereunder, provided that such new surviving bank or a trust company must be a federally insured bank or a 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 predominant 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.

S. 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.

T. 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 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.

U. If following the death of my husband, 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.

V. 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 Edwena Neely Lowther 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.

W. I hereby authorize my Trustee to take any necessary action and expend any reasonable amounts from my trust estate that it deems advisable in its sole and absolute discretion for the

E. N. L.

EDWENA NEELY LOWTHER

purposes of complying with all environmental laws and regulations and preventing, correcting, managing, studying, sampling, monitoring, or investigating any environmental problem, whether currently existing or subsequently arising (including, but not limited to, any release or threatened release of any contaminant into the indoor or outdoor environment), existing on, at, under or in connection with any property owned or operated directly by my trust and real property owned or operated by a closely held corporation or by a general or limited partnership in which my trust estate has an ownership or management interest (collectively, "Environmental Actions").

This power shall apply to any and all situations in which any governmental authority or third party has in any manner requested or required Environmental Actions, and any and all situations where my Trustee has identified a potential or existing environmental problem for which, in its sole and absolute discretion, Environmental Actions should be taken to avoid actual or potential loss to my trust estate, even though no request or requirement for any Environmental Actions has been received from a governmental authority or third party. Such power to expend trust estate funds shall extend to the exhaustion of my entire trust estate if the Trustee deems it advisable, in its sole and absolute discretion.

The Trustee shall have the power to determine in a fair and equitable manner, to the extent not then covered by statute, how the allocation of disbursements for Environmental Actions shall be charged between income and principal.

X. My Trustee shall be exonerated, reimbursed, and indemnified from my trust estate for, from, and against any and all liabilities, obligations, losses, damages, penalties, actions, judgments, suits, claims, costs, expenses, and disbursements of any kind or nature whatsoever (including, without limitation, the reasonable fees and disbursements of counsel or consultants in connection with any investigative, administrative, or judicial proceeding, whether or not my Trustee is a party thereto) in any manner arising out of or not limited to, any violation of any applicable legal requirement or any release or threatened release of any contaminant into the indoor or outdoor environment, existing on, at, under or in connection with any property held in my trust estate, including, but not limited to, real property owned or operated directly by my trust and real property owned or operated by a closely held corporation or by a general or limited partnership in which my trust estate has an ownership or management interest (collectively, "Liabilities and Costs"), even if the Liabilities and Costs equal the entire value of my trust estate, provided, however, that my Trustee shall have no right to indemnification or reimbursement hereunder for any Liabilities or Costs due solely to my Trustee's gross negligence or willful misconduct. My Trustee shall not be personally liable to any beneficiary or any other party for an decrease in the value of assets in my trust estate by reason of my Trustee's compliance with any environmental laws.

Y. My Trustee shall have the power to disclaim any power which, in its sole discretion, will or may cause my Trustee to be considered an "owner" or "operator" of property held in my trust

E. N. L.

EDWENA NEELY LOWTHER

estate, under the provisions of the Comprehensive Environmental Response, Compensation and Liability Act, (CERCLA), as amended from time to time, or which shall cause my trustee to incur liability under CERCLA or any other federal, state, or local law, rule or regulation

ARTICLE VIII.
NO SURVIVING SPOUSE

In the event my husband 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 "Edwena Neely Lowther 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.

ARTICLE IX.
TAX ELECTIONS

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

E. N. L.

EDWENA NEELY LOWTHER

ARTICLE X.
EXECUTOR AND TRUSTEE POWERS

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.

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

E. N. L.

EDWENA NEELY LOWTHER

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

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 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 proper, all without court order.

E. N. L.

EDWENA NEELY LOWTHER

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 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.

E. N. L.

EDWENA NEELY LOWTHER

With regard to the Edwena Neely Lowther 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 husband, if deemed practicable.

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

E. N. L.

EDWENA NEELY LOWTHER

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:

- 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

E. D. L.

EDWENA NEELY LOWTHER

- 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 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 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

E. M. L.

EDWENA NEELY LOWTHER

ARTICLE XI.
BUSINESS CONTINUATION POWERS

I anticipate that at the time of my death I may own an interest in a business venture or enterprise (whether operated in the form of a corporation, a limited liability company, a partnership, a sole proprietorship, or other entity), hereinafter referred to as "the business," and consequently I expect that some such business enterprise or enterprises will be in my estate at the time of my death. Since I desire that my Executor shall have the discretion to continue to hold and operate each such business as a part of my estate, I hereby vest my said Executor, including any successors thereto, with the following powers and authority as supplemental to the ones contained in Article X (General Powers), the applicability of which to the business I confirm, without limitation by reason of specification, and in addition to powers conferred by law, all of which may be exercised with respect to every such business, whether a corporation, a partnership, a limited liability company, a sole proprietorship, or other entity.

A To retain and continue to operate the business for such period as the Executor may deem advisable To vote all stock or other interests or issue proxies therefor.

B To control, direct and manage the business In this connection, the Executor in its sole discretion shall determine the manner and extent of its active participation in the operation, and the Executor may delegate all or any part of its power to supervise and operate to such person or persons as it may select, including, but not limited to, any associate, partner, officer or employee of the business or beneficiary of my estate.

C To hire and discharge officers and employees, fix their compensation and define their duties; and similarly to employ, compensate and discharge agents, attorneys, consultants, accountants and such other representatives as the Executor may deem appropriate; including the right to employ any beneficiary or my estate in any of the foregoing capacities.

D To invest other estate funds in such business; to pledge other assets of the estate as security for loans made to such business, and to loan funds from the estate to such business or from the business to the estate.

E To organize a corporation or other entity under the laws of this or any other state or country and transfer thereto all or any part of the business or other property held in the estate, and to receive in exchange therefor such stocks, bonds and other securities as the Executor may deem advisable.

F To take any action required to convert any corporation or other entity into a partnership, a limited liability company, a sole proprietorship, an S-Corporation, or other entity.

E. N. L.

EDWENA NEELY LOWTHER

G. To treat the business as an entity separate from the estate. In its accountings to the court and to any beneficiaries, if required, the Executor shall only be required to report the earnings and condition of the business in accordance with standard corporate accounting practice.

H. To retain in the business such amount of the net earnings for working capital and other purposes of the business as the Executor may deem advisable in conformity with sound business practice.

I. To purchase, process and sell merchandise of every kind and description, and to purchase and sell machinery, vehicles, and equipment, furniture and fixtures and supplies of all kinds.

J. To sell or liquidate all or any part of any business, including but not limited to real property, at such time and price and upon such terms and conditions (including credit) as the Executor may determine all without Court order. The Executor is specifically authorized and empowered to make such sale to any partner, officer or employee of the business (or to any individual executor) or to any beneficiary hereunder, and to consummate or carry out any valid and binding agreement for the sale or exchange of said stock or business.

K. To exercise any of the rights and powers herein conferred in conjunction with another or others.

L. To diminish, enlarge or change the scope or nature of any business

I am aware that certain risks are inherent in the operation of any business. Therefore, I direct that my Executor shall not be held liable for any loss resulting from the retention and operation of any business unless such loss shall result directly from the Executor's gross negligence or willful misconduct. In determining any question of liability for losses, it should be considered that the Executor is engaging in a speculative enterprise at my express request.

If any business operated by my Executor pursuant to the authorization contained in this Will shall be unincorporated, then I direct that all liabilities arising therefrom shall be satisfied first from the business itself and second out of the estate. It is my intention that in no event shall any such liability be enforced against the Executor personally. If the Executor shall be held personally liable, it shall be entitled to indemnity first from the business and second from the estate. The same above-mentioned rights shall apply to my Trustee in operating any business enterprise(s) that may become a part of any trust created herein.

E. N. L.

EDWENA NEELY LOWTHER

ARTICLE XII.
EXECUTOR AND TRUSTEE

I appoint my husband, EDWIN WALLACE LOWTHER, SR., as Executor of my estate; or if he predeceases me, fails to qualify or otherwise ceases to act, I appoint my son BILL N. LOWTHER, as Successor Executor, or if he predeceases me, fails to qualify, or otherwise ceases to act, I appoint PINNACLE TRUST COMPANY, Ridgeland, Mississippi, as Alternate Successor Executor. I direct that any and all of the above-named persons and/or entity 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. However, the waiver of bond, inventory, accounting and appraisalment of my Executor 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

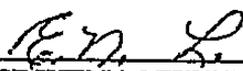
So long as BILL N LOWTHER serves as sole Trustee of the trust, he shall be prohibited from distributing any income and/or principal from the trust to or for the benefit of himself and/or his issue without the express written permission of my husband and remaining son if living, or the survivor of them.

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 Edwena Neely Lowther Family Trust created herein my son, BILL N LOWTHER, or if he predeceases me, fails to qualify or otherwise ceases to act, I appoint PINNACLE TRUST COMPANY, Ridgeland, Mississippi, as Successor Trustee. I also direct that said Trustee or any successor 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. However, the waiver of bond, inventory, accounting and appraisalment of my 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.

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

During the existence and duration of the Edwena Neely Lowther Family Trust, if funded as provided herein, my husband, if living at that time, or if he is deceased or otherwise unable to name a successor, then a majority of the income beneficiaries of legal age, (or if any are minors, the guardian of their persons) may demand resignation of any Trustee of the Edwena Neely Lowther Family Trust with or without cause; provided, however, that upon such demand of resignation of said


EDWENA NEELY LOWTHER

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 herein or any named Successor is replaced, one (1) such Successor Trustee must always be a federally insured bank or a 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 predominant 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 XIII.
COMMON DISASTER**

In the event that both my husband 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 he shall be deemed to have predeceased 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 husband, 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 XIV.
DISCLAIMERS**

I hereby authorize and empower my husband, my children, my children's 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 husband shall pass as a part of my estate and be distributed in accordance with the provisions 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.

E. N. L.

EDWENA NEELY LOWTHER

I, EDWENA NEELY LOWTHER, have signed this Will which consists of twenty-six (26) pages, this the 11th day of March, 2002, in the presence of CHERYL B. JONES and JUDITH S. CRAWFORD, who attested it at my request

Edwena Neely Lowther
EDWENA NEELY LOWTHER, Testatrix

The above and foregoing Will of Edwena Neely Lowther was declared by her in our presence to be her Will and was signed by Edwena Neely Lowther in our presence and at her request and in her presence and in the presence of each other, we the undersigned witnessed and attested the due execution of the Will of Edwena Neely Lowther on this the 11th day of March, 2002.

Cheryl B. Jones

of

P.O. Box 417
Raymond, MS 39154

Judith S. Crawford

of

2668 Key Street
Jackson, MS 39212

Edwena N. Lowther
EDWENA NEELY LOWTHER

IN THE CHANCERY COURT OF RANKIN COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF EDWENA NEELY LOWTHER

CAUSE NO _____

PROOF OF WILL

Be it known and remembered that on this 11th day of March, A.D. 2002, before me, the undersigned authority, personally came and appeared CHERYL B. JONES, one of the subscribing witnesses to that certain instrument of writing purporting and alleged to be the Last Will and Testament of Edwena Neely Lowther, bearing date of the 11th day of March, 2002; 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 Edwena Neely Lowther, signed, published and declared said instrument of writing as and for her Last Will and Testament in the presence of this deponent on the day of the date of said instrument, that said Edwena Neely Lowther 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 Rankin County, Mississippi, where she had maintained her fixed place of residence prior to said date, and that said Edwena Neely Lowther 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 Testatrix and in the presence of each other on the date aforesaid

Address of Witness

P.O. Box 417

Raymond, MS 39154

Cheryl B. Jones, Witness

SWORN TO AND SUBSCRIBED before me by CHERYL B. JONES,
(Witness)
this 11th day of March, A.D., 2002

My Commission Expires:

December 28, 2003

Helen M. Deaton
NOTARY PUBLIC
RANKIN COUNTY, MS

IN THE CHANCERY COURT OF RANKIN COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF EDWENA NEELY LOWTHER

CAUSE NO _____

PROOF OF WILL

Be it known and remembered that on this 11th day of March, A.D., 2002, before me, the undersigned authority, personally came and appeared JUDITH S. CRAWFORD, one of the subscribing witnesses to that certain instrument of writing purporting and alleged to be the Last Will and Testament of Edwena Neely Lowther, bearing date of the 11th day of March, 2002; 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 Edwena Neely Lowther, signed, published and declared said instrument of writing as and for her Last Will and Testament in the presence of this deponent on the day of the date of said instrument; that said Edwena Neely Lowther 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 Rankin County, Mississippi, where she had maintained her fixed place of residence prior to said date; and that said Edwena Neely Lowther 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 Testatrix and in the presence of each other on the date aforesaid.

Address of Witness

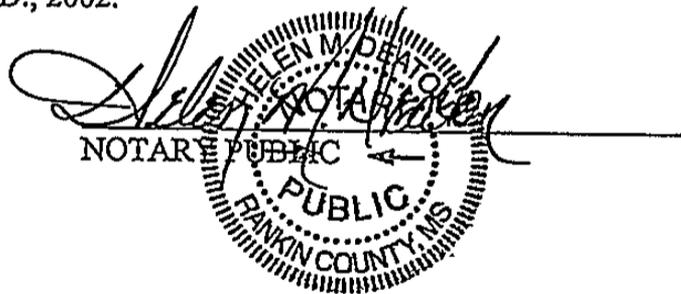
2168 Key Street
Jackson, MS 39212

Judith S. Crawford
JUDITH S. CRAWFORD, Witness

SWORN TO AND SUBSCRIBED before me by JUDITH S. CRAWFORD,
this 11th day of March, A.D., 2002. (Witness)

My Commission Expires:

December 28, 2003



FILED
THIS DATE

OCT 16 2009

ARTHUR JOHNSTON, CHANCERY CLERK
BY Stacy Tolson, D.C.

2009-1372-B

First Codicil
to
Last Will and Testament
of

EDWENA NEELY LOWTHER

I, EDWENA NEELY LOWTHER, an adult resident of the Madison 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 First Codicil to my Last Will and Testament, said Last Will and Testament executed by me on the 11th day of March, 2002, hereby revoking any and all Codicils to same heretofore made by me.

ARTICLE I.

I hereby revoke Paragraph B 1. of Article VII of my said Will, and substitute therefor the following, to-wit:

"B. 1. Children's Trusts. Upon the death of my husband, the Trustee shall divide the trust property into separate parts -- one (1) part equaling one-half (1/2) of all remaining trust assets for a separate trust for my son, BILL N. LOWTHER, if living at that time, or if he be deceased, said part shall fund separate and equal trusts for each of his living issue, per stripes, and one (1) part equaling the remaining one-half (1/2) funding a separate trust for my son, EDWIN WALLACE LOWTHER, JR., if living at that time, or if he be deceased, said part shall fund separate and equal trusts for each of his living issue, per stripes.

Notwithstanding anything contained herein to the contrary, I direct my Trustee to adjust the total assets of each trust when funding same so as to equalize the amounts funding each of my son's trusts and the trusts for their issue, taking into consideration all gifts made by my husband and myself during our lifetimes to such children and/or their spouses and issue, so as to equalize the amounts passing to each child and/or each child's issue.


EDWENA NEELY LOWTHER

Said trusts shall continue to be administered under the terms herein at the sole and absolute discretion of my Trustee for the health, maintenance of accustomed standard of living, 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 of accustomed standard of living, and education (including post graduate education).

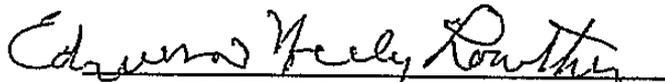
As to each child's separate trust, the Trustee is given total discretion to sprinkle income and/or trust principal to and among that child's issue for their health, maintenance of accustomed standard of living, and education (including post graduate education), with my Trustee bearing in mind that each 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 a beneficiary's trust, if it, in its sole discretion, deems such to be advisable in order to provide for the health, maintenance of accustomed standard of living, and education (including post graduate education) of that beneficiary.

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 payments of income and/or principal from 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."

With the above amendment, I hereby confirm, ratify and republish my Last Will and Testament dated the 11th day of March, 2002.

I, EDWENA NEELY LOWTHER, have signed this First Codicil to my Last Will and Testament, said Will dated the 11th day of March, 2002, said Codicil consisting of three (3) pages, on this the 10th day of November, 2005, in the


EDWENA NEELY LOWTHER

presence of J. STEPHEN STUBBLEFIELD and Katie McCallum,
 who attested it at my request

Edwena Neely Lowther
 EDWENA NEELY LOWTHER, Testatrix

The above and foregoing First Codicil to Will of Edwena Neely Lowther was declared by her in our presence to be her First Codicil to her Will and was signed by her in our presence and at her request and in her presence and in the presence of each other, we the undersigned witnessed and attested the due execution of the First Codicil to Will of Edwena Neely Lowther on this the 10th day of November, 2005

J. Stephen Stubblefield of 340 Sherborne Place
Howood, MS 39232

Katie McCallum of 335 Beechcrest Dr.
JACKSON MS 39211

Edwena Neely Lowther
 EDWENA NEELY LOWTHER

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF EDWENA NEELY LOWTHER

CAUSE NO. 2009-1372-B

PROOF OF CODICIL

Be it known and remembered that on this 10th day of November, A.D., 2005, before me, the undersigned authority, personally came and appeared J. STEPHEN SUBBLEFIELD, one of the subscribing witnesses to that certain instrument of writing purporting and alleged to be the First Codicil to Last Will and Testament of Edwena Neely Lowther said Last Will and Testament bearing date of the 11th day of March, 2002; and said First Codicil executed on this the 10th day of November, 2005; and 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 Edwena Neely Lowther signed, published and declared said instrument of writing as and for her First Codicil to Last Will and Testament in the presence of this deponent on the day of the date of said instrument; that said Edwena Neely Lowther was then of sound and disposing mind, memory and understanding, and able and competent in law and in fact to make a Codicil to Will, and at that time was a bona fide resident of Madison County, Mississippi, where she had maintained her fixed place of residence prior to said date, and that said Edwena Neely Lowther was then more than eighteen years of age, and that this deponent and the other witness subscribed said instrument as witnesses thereto, at the instance and request and in the presence of said testatrix and in the presence of each other on the date aforesaid.

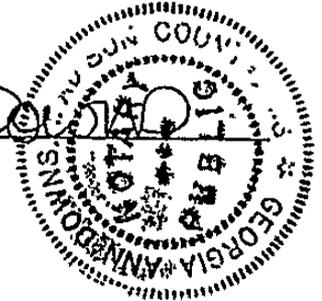
Address of Witness

340 SHERBORNE PLACE
FLOWOOD, MS. 39232

J. Stephen Subblefield
J. STEPHEN SUBBLEFIELD Witness

SWORN TO AND SUBSCRIBED before me by J. STEPHEN SUBBLEFIELD
(Witness)
this 10th day of November, A.D., 2005.

Georgina Dowd
NOTARY PUBLIC



My Commission Expires
MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES APRIL 20, 2009
BONDED THRU STEGALL NOTARY SERVICE

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF EDWENA NEELY LOWTHER

CAUSE NO 2009-1372-B

PROOF OF CODICIL

Be it known and remembered that on this 10th day of November, A.D., 2005, before me, the undersigned authority, personally came and appeared Katie McCallum, one of the subscribing witnesses to that certain instrument of writing purporting and alleged to be the First Codicil to Last Will and Testament of Edwena Neely Lowther said Last Will and Testament bearing date of the 11th day of March, 2002, and said First Codicil executed on this the 10th day of November, 2005; and 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 Edwena Neely Lowther signed, published and declared said instrument of writing as and for her First Codicil to Last Will and Testament in the presence of this deponent on the day of the date of said instrument, that said Edwena Neely Lowther was then of sound and disposing mind, memory and understanding, and able and competent in law and in fact to make a Codicil to Will, and at that time was a bona fide resident of Madison County, Mississippi, where she had maintained her fixed place of residence prior to said date; and that said Edwena Neely Lowther was then more than eighteen years of age, and that this deponent and the other witness subscribed said instrument as witnesses thereto, at the instance and request and in the presence of said testatrix and in the presence of each other on the date aforesaid

Address of Witness:

335 Beechcrest Dr.

JACKSON MS 39211

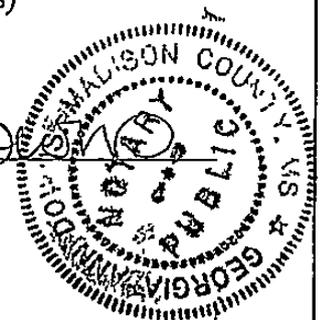
Katie McCallum
KATIE McCallum Witness

SWORN TO AND SUBSCRIBED before me by Katie McCallum

this 10th day of November, A.D., 2005.

(Witness)

Georgia Deason
NOTARY PUBLIC



My Commission Expires:
MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES APRIL 20, 2009
BONDED THRU STEGALL NOTARY SERVICE

MADISON COUNTY MS This instrument was
filed for record October 16, 2009

Book 45 Page 1
ARTHUR JOHNSTON, C. C.

BY: Arthur Johnston, F.C.



Last Will and Testament FILED

THIS DATE

OCT 16 2009

ARTHUR JOHNSTON, CHANCERY CLERK
BY *SARAH TOWN* D.C.

2009-1427-B

OF

EDWIN WALLACE LOWTHER, SR.

I, EDWIN WALLACE LOWTHER, SR., an adult resident of Rankin 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.

A I declare that I am the husband of EDWENA NEELY LOWTHER, to whom all references herein to "my wife" shall relate I am the father of BILL N LOWTHER and EDWIN WALLACE LOWTHER, JR, to whom all references herein to my "sons" and "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 children before and after the execution of this Will, irrespective of any provisions of law establishing a contrary presumption

B Although it is my understanding that my wife is executing her Will at or about the time of the execution of this, my Last Will and Testament, it is not my nor our intention that such Wills shall be construed or deemed mutual, reciprocal, or dependent upon the other, and it is our intention that the survivor of us will have the unrestricted right to change the terms of his or her Will.

ARTICLE II.

EXPENSES AND TAXES

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

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EDWIN WALLACE LOWTHER, SR.

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. 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. PERSONAL PROPERTY

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



EDWIN WALLACE LOWTHER, SR

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.

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, per stirpes. Should any child predecease me, such property bequeathed to such child shall pass to such child's issue, per stirpes, or in the event one of my children predeceases me, leaving no surviving issue, such property shall pass to my surviving child, or his 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 and my Executor honor.

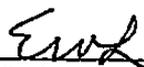
My Executor is hereby given full and complete authority to determine the property and the value of each share passing under this Article and the Executor's decision as to the division of such property shall not be questioned by any beneficiary. Should any disagreement arise as to the equitable division 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.
PERSONAL RESIDENCE

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.
PROPERTY AND CASUALTY INSURANCE

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 of my death, the bequest


EDWIN WALLACE LOWTHER, SR.
Page 3

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

ARTICLE VI.
MARITAL PORTION

If my 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 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 wife shall be entitled to receive from my Executor all of that portion of the net income of my estate to which my wife 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.

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

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EDWIN WALLACE LOWTHER, SR

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.
FAMILY TRUST

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 XIV 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 "Edwin Wallace Lowther, 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 principal benefit of my wife during the term of her lifetime, under the terms herein.

A. 2 Net Income Distributions 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 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 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 of accustomed standard of living, 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 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.



EDWIN WALLACE LOWTHER, SR.
Page 5

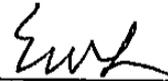
Nothing herein shall be construed as a right of any beneficiary to income or principal or a requirement that my Trustee provide support for any beneficiary, all payments of income and/or principal from this trust throughout the term thereof being purely and completely discretionary with my Trustee. Any 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. Principal Distributions If the total income of my 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 for the maintenance of her accustomed standard of living. In making this determination, the Trustee may take into consideration my 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 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 principal or a requirement that my Trustee provide support for any beneficiary, all payments of principal from 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.

B. 1. Children's Trusts. Upon the death of my wife, the Trustee shall divide the trust property into separate and equal parts -- one (1) part equaling one-half (1/2) of all remaining trust assets for a separate trust for my son, BILL N LOWTHER, if living at that time, or if he be deceased, said part shall fund separate and equal trusts for each of his living issue, per stirpes, and one (1) part equaling the remaining one-half (1/2) funding a separate trust for my son, EDWIN WALLACE LOWTHER, JR with one-half (1/2) of said assets further funding separate and equal trusts for each of his issue, per stirpes. In other words, of the one-half (1/2) of the trust separated for Edwin Wallace Lowther, Jr, one-half shall fund his separate trust and one-fourth (1/4) shall fund each of his children's separate trusts. Should my said son, EDWIN WALLACE LOWTHER, JR, be deceased, then his equal share of the trust shall equally fund the trusts for his issue.

Notwithstanding anything contained herein to the contrary, I direct my Trustee to further adjust the total assets of each trust when funding same so as to equalize the amounts funding each of my sons' trusts and the trusts for their issue taking into consideration all gifts made



EDWIN WALLACE LOWTHER, SR

by my wife and myself during our lifetimes to such children and or their spouses and issue so as to equalize the amounts passing to each child and/or each child's 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 of accustomed standard of living, 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 of accustomed standard of living, 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 of accustomed standard of living, 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 a beneficiary's trust, if it, in its sole discretion, deems such to be advisable in order to provide for the health, maintenance of accustomed standard of living, and education (including post graduate education) of that beneficiary

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 payments of income and/or principal from 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.

B. 2 Trust Asset Distributions. Following the death of my 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 the 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 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 Grandchildren's Trusts. Should any of my children die prior to the termination of their separate trust, said trust estate of my 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 one of my children becomes the beneficiary of a trust hereunder, such trust assets shall be


EDWIN WALLACE LOWTHER, SR.

maintained under the provisions hereof for the benefit of the grandchild in a separate trust for their benefit, and the trust assets of each separate trust shall be distributed to the grandchild in accordance with the following schedule: when each grandchild reaches the age of forty (40) years, one-fourth (1/4) of the accumulated income and principal of that grandchild's separate trust shall be distributed free of trust to said grandchild; when each grandchild reaches the age of forty-five (45) years, one-third (1/3) of the accumulated income and principal of that grandchild's separate trust shall be distributed free of trust to grandchild, and when each grandchild reaches to age of fifty (50) years 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 L herein; or in default of issue to his or her siblings or if deceased to their issue, per stirpes, subject to Paragraphs H and L hereof.

B. 4. Death of a Child Without Issue. Should any of my children die prior to the termination of their separate trust, without leaving surviving issue or descendants, 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 son's separate trust, or if any be deceased, to the separate trusts set forth herein for his issue, per stirpes, or if such trusts have terminated, then outright to such surviving son, or such son's issue, per stirpes, if such son is deceased.

B. 5. Remote Contingent Beneficiary. In the event all of my children and all their issue shall die prior to the termination of their trusts, without leaving surviving issue or descendants, the accumulated accounting income of their 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.

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

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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 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 distribution 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 Edwin Wallace Lowther, 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 prudently to 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



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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 of this Trust 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 (including, but not limited to, physical or mental incapacity, drug, alcohol or gambling addictions or abuses), 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 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.

It is the Testator's intention that all trusts contained herein be classified as domestic trusts as defined by the Internal Revenue Code of 1986, as amended. Therefore, at all times the Trustee controlling substantial trust decisions shall be a United States fiduciary or United States person(s). Further, any power given to a Trustee or beneficiary of a trust, the possession or exercise of which would cause the trust not to qualify as a "United States person" as defined in Section 770(a)(30) of the Internal Revenue Code, shall be void and of no effect. The Trustee shall have the

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limited power to amend the trust instrument to establish or continue the classification of the trusts created herein as "United States persons."

K. 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 instrument delivered to such successor, with a copy to the existing Trustee, and signed by my wife, if living at that time, or if deceased or otherwise unable to name a successor, then a majority of the income 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 a 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 predominant 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.

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

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M. 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 wife, my 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.

N. My Trustee shall have the authority to direct and require any Trustee and/or Custodian of any assets of any individual retirement accounts ("IRAs") and/or qualified retirement plans which have named a trust created herein as a designated beneficiary of all or any portion thereof, to make all minimum required distributions as defined by Section 401(a)(9) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations thereunder, or ERISA.

O. As to all trusts created herein which have been named, in whole or part, as the designated beneficiary of individual retirement accounts ("IRAs") and/or qualified plans, my Trustee shall on an annual basis have the authority to compel distribution of monies from said IRAs and/or qualified plan in excess of the required minimum distribution amount for each said IRA and/or qualified plan as that amount is defined under Section 401(a)(a) of the Internal Revenue Code, as amended, and the Treasury Regulations thereunder, or ERISA.

P. As to all trusts created herein which have been named, in whole or part, as the designated beneficiary of individual retirement accounts ("IRAs"), my Trustee, in its sole discretion, may remove a Trustee and/or Custodian of an individual retirement account and appoint a successor trustee and/or custodian as long as the successor trustee and/or custodian is and always remains a federally insured bank, mutual fund company, brokerage firm or trust company with trust powers maintaining an active, separate, functioning retirement assets department with full investment capabilities, or a company that manages retirement assets as its predominant 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 and/or retirement asset be named or appointed as successor trustee or custodian, nor shall any person or entity serve as successor trustee that would not be considered an independent trustee under the provisions of Section 672, Internal Revenue Code of 1986, as amended.

Q. As to the Edwin Wallace Lowther, Sr. Family Trust, in the event that all or a portion of the assets of said Trust consists of monies to be distributed from individual retirement accounts ("IRAs") and/or qualified plans which have named said Trust as the designated beneficiary, then my


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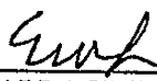
Executor and/or Trustee shall have the authority, in its sole discretion, to compel the Trustee and/or Custodian of the said IRAs and/or qualified plans to distribute funds to the Executor and/or Trustee necessary to meet the taxes and expenses stated in Article II of this Will, taking into consideration the income tax owed on the monies distributed, and so long as the grant of this authority does not result in the Edwin Wallace Lowther, Sr. Family Trust not being treated as a designated beneficiary for the said IRAs and/or qualified plans. In the event that the authority granted in the Paragraph would result in the Edwin Wallace Lowther, Sr. Family Trust not being treated as a designated beneficiary for the said IRAs and/or qualified plans, then I revoke said authority of the Executor and/or Trustee to compel the distribution of funds from said IRAs and/or qualified plans to meet the taxes and expenses stated in Article II of this Will.

R. In the event that any corporate trustee shall hereafter merge or consolidate with any other bank or a trust company, then the corporation created by such merger or consolidation shall act as Successor Trustee hereunder, provided that such new surviving bank or a trust company must be a federally insured bank or a 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 predominant 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.

S. 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.

T. 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 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.

U If following the death of my 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


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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

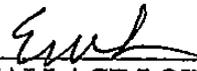
V. My Trustee shall be prohibited from making any payments in reimbursement to any governmental entity (local, state or federal) which may have incurred expense for the benefit of a beneficiary, and my Trustee shall not pay any obligation of a beneficiary which obligation is otherwise payable by any governmental entity (local, state or federal) or pursuant to any governmental program of reimbursement or payment (local, state or federal). With regard to the Edwin Wallace Lowther, 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

W. I hereby authorize my Trustee to take any necessary action and expend any reasonable amounts from my trust estate that it deems advisable in its sole and absolute discretion for the purposes of complying with all environmental laws and regulations and preventing, correcting, managing, studying, sampling, monitoring, or investigating any environmental problem, whether currently existing or subsequently arising (including, but not limited to, any release or threatened release of any contaminant into the indoor or outdoor environment), existing on, at, under or in connection with any property owned or operated directly by my trust and real property owned or operated by a closely held corporation or by a general or limited partnership in which my trust estate has an ownership or management interest (collectively, "Environmental Actions").

This power shall apply to any and all situations in which any governmental authority or third party has in any manner requested or required Environmental Actions, and any and all situations where my Trustee has identified a potential or existing environmental problem for which, in its sole and absolute discretion, Environmental Actions should be taken to avoid actual or potential loss to my trust estate, even though no request or requirement for any Environmental Actions has been received from a governmental authority or third party. Such power to expend trust estate funds shall extend to the exhaustion of my entire trust estate if the Trustee deems it advisable, in its sole and absolute discretion.

The Trustee shall have the power to determine in a fair and equitable manner, to the extent not then covered by statute, how the allocation of disbursements for Environmental Actions shall be charged between income and principal

X. My Trustee shall be exonerated, reimbursed, and indemnified from my trust estate for, from, and against any and all liabilities, obligations, losses, damages, penalties, actions, judgments, suits, claims, costs, expenses, and disbursements of any kind or nature whatsoever


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(including, without limitation, the reasonable fees and disbursements of counsel or consultants in connection with any investigative, administrative, or judicial proceeding, whether or not my Trustee is a party thereto) in any manner arising out of or not limited to, any violation of any applicable legal requirement or any release or threatened release of any contaminant into the indoor or outdoor environment, existing on, at, under or in connection with any property held in my trust estate, including, but not limited to, real property owned or operated directly by my trust and real property owned or operated by a closely held corporation or by a general or limited partnership in which my trust estate has an ownership or management interest (collectively, "Liabilities and Costs"), even if the Liabilities and Costs equal the entire value of my trust estate; provided, however, that my Trustee shall have no right to indemnification or reimbursement hereunder for any Liabilities or Costs due solely to my Trustee's gross negligence or willful misconduct. My Trustee shall not be personally liable to any beneficiary or any other party for an decrease in the value of assets in my trust estate by reason of my Trustee's compliance with any environmental laws.

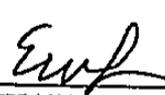
Y My Trustee shall have the power to disclaim any power which, in its sole discretion, will or may cause my Trustee to be considered an "owner" or "operator" of property held in my trust estate, under the provisions of the Comprehensive Environmental Response, Compensation and Liability Act, (CERCLA), as amended from time to time, or which shall cause my trustee to incur liability under CERCLA or any other federal, state, or local law, rule or regulation.

**ARTICLE VIII.
NO SURVIVING SPOUSE**

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 "Edwin Wallace Lowther, 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.

**ARTICLE IX.
TAX ELECTIONS**

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



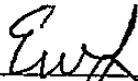
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to claim certain expenses and losses as deductions on certain income, estate, or inheritance tax returns. Thus, I authorize my Executor to elect to claim such expenses and losses as deductions on the particular tax return or returns as my Executor 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.
EXECUTOR AND TRUSTEE POWERS**

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.
- 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


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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.

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


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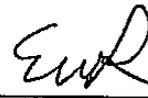
L. To borrow money (from themselves individually or from others) upon such terms and conditions as they may determine and to mortgage and pledge estate assets as security for the repayment thereof, and to loan money to any beneficiary of the estate or trust upon such terms as the Executor or Trustee 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 proper; all without court order.

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.



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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 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

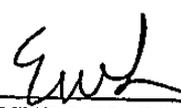
With regard to the Edwin Wallace Lowther, Sr. Family Trust contained herein, since my Trustee is not required to distribute any income, I hereby authorize my Trustee, in its sole and absolute discretion, to decide how much income to distribute or accumulate and I exonerate my Trustee from any liability 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


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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.

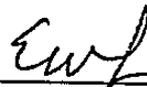
Certain trusts in this Will or transfers made during my lifetime may be subject to taxation under Chapter 13 (Sections 2601, et seq.) of the Internal Revenue Code (or similar statutes in force and effect from time to time). In consideration of the special duties and responsibilities imposed upon the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

- 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

EDWIN WALLACE LOWTHER, SR

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 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



EDWIN WALLACE LOWTHER, SR.

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 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. BUSINESS CONTINUATION POWERS

I anticipate that at the time of my death I may own an interest in a business venture or enterprise (whether operated in the form of a corporation, a limited liability company, a partnership, a sole proprietorship, or other entity), hereinafter referred to as "the business," and consequently I expect that some such business enterprise or enterprises will be in my estate at the time of my death. Since I desire that my Executor shall have the discretion to continue to hold and operate each such business as a part of my estate, I hereby vest my said Executor, including any successors thereto, with the following powers and authority as supplemental to the ones contained in Article X (General Powers), the applicability of which to the business I confirm, without limitation by reason of specification, and in addition to powers conferred by law, all of which may be exercised with respect to every such business, whether a corporation, a partnership, a limited liability company, a sole proprietorship, or other entity.

A. To retain and continue to operate the business for such period as the Executor may deem advisable. To vote all stock or other interests or issue proxies therefor

EDWIN WALLACE LOWTHER, SR

B. To control, direct and manage the business. In this connection, the Executor in its sole discretion shall determine the manner and extent of its active participation in the operation, and the Executor may delegate all or any part of its power to supervise and operate to such person or persons as it may select, including, but not limited to, any associate, partner, officer or employee of the business or beneficiary of my estate.

C To hire and discharge officers and employees, fix their compensation and define their duties; and similarly to employ, compensate and discharge agents, attorneys, consultants, accountants and such other representatives as the Executor may deem appropriate; including the right to employ any beneficiary or my estate in any of the foregoing capacities

D. To invest other estate funds in such business; to pledge other assets of the estate as security for loans made to such business; and to loan funds from the estate to such business or from the business to the estate

E To organize a corporation or other entity under the laws of this or any other state or country and transfer thereto all or any part of the business or other property held in the estate, and to receive in exchange therefor such stocks, bonds and other securities as the Executor may deem advisable

F. To take any action required to convert any corporation or other entity into a partnership, a limited liability company, a sole proprietorship, an S-Corporation, or other entity.

G. To treat the business as an entity separate from the estate. In its accountings to the court and to any beneficiaries, if required, the Executor shall only be required to report the earnings and condition of the business in accordance with standard corporate accounting practice.

H. To retain in the business such amount of the net earnings for working capital and other purposes of the business as the Executor may deem advisable in conformity with sound business practice.

I To purchase, process and sell merchandise of every kind and description; and to purchase and sell machinery, vehicles, and equipment, furniture and fixtures and supplies of all kinds.

J To sell or liquidate all or any part of any business, including but not limited to real property, at such time and price and upon such terms and conditions (including credit) as the Executor may determine all without Court order. The Executor is specifically authorized and empowered to make such sale to any partner, officer or employee of the business (or to any individual executor) or to any beneficiary hereunder, and to consummate or carry out any valid and binding agreement for the sale or exchange of said stock or business.

K To exercise any of the rights and powers herein conferred in conjunction with another or others.



EDWIN WALLACE LOWTHER, SR.

L. To diminish, enlarge or change the scope or nature of any business

I am aware that certain risks are inherent in the operation of any business. Therefore, I direct that my Executor shall not be held liable for any loss resulting from the retention and operation of any business unless such loss shall result directly from the Executor's gross negligence or willful misconduct. In determining any question of liability for losses, it should be considered that the Executor is engaging in a speculative enterprise at my express request.

If any business operated by my Executor pursuant to the authorization contained in this Will shall be unincorporated, then I direct that all liabilities arising therefrom shall be satisfied first from the business itself and second out of the estate. It is my intention that in no event shall any such liability be enforced against the Executor personally. If the Executor shall be held personally liable, it shall be entitled to indemnity first from the business and second from the estate. The same above-mentioned rights shall apply to my Trustee in operating any business enterprise(s) that may become a part of any trust created herein.

ARTICLE XII. EXECUTOR AND TRUSTEE

I appoint my wife, EDWENA NEELY LOWTHER, as Executrix of my estate, or if she predeceases me, fails to qualify or otherwise ceases to act, I appoint my son, BILL N LOWTHER, as Successor Executor, or if he predeceases me, fails to qualify, or otherwise ceases to act, I appoint PINNACLE TRUST COMPANY, Ridgeland, Mississippi, as Alternate Successor Executor. I direct that any and all of the above-named persons and/or entity serve in said capacities without the necessity of making bond, inventory, accounting or appraisal to any court, to the extent that same may be properly waived under the law. However, the waiver of bond, inventory, accounting and appraisal of my Executor 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.

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 Edwin Wallace Lowther, Sr. Family Trust created herein BILL N LOWTHER, or if he predeceases me, fails to qualify or otherwise ceases to act, I appoint PINNACLE TRUST COMPANY, Ridgeland, Mississippi as Successor Trustee. I also direct that said Trustee or any successor serve without the necessity of making bond, inventory, appraisal or accounting to any court to the extent that same may be properly waived under law. However, the



EDWIN WALLACE LOWTHER, SR.

waiver of bond, inventory, accounting and appraisalment of my 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.

So long as BILL N. LOWTHER serves as sole Trustee of the trust, he shall be prohibited from distributing any income and/or principal from the trust to or for the benefit of himself and/or his issue without the express written permission of my wife and remaining son if living, or the survivor of them

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

During the existence and duration of the Edwin Wallace Lowther, 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 income beneficiaries of legal age, (or if any are minors, the guardian of their persons) may demand resignation of any Trustee of the Edwin Wallace Lowther, 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 or any herein named Successor; 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 a 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 predominant 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 XIII. COMMON DISASTER

In the event that both my 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 wife, and it is impossible to determine who survived, I shall be deemed to have


EDWIN WALLACE LOWTHER, SR.

survived such other beneficiary(ies) and this Will and all of its provisions shall be construed upon that assumption

ARTICLE XIV.
DISCLAIMERS

I hereby authorize and empower my wife, my children, my children's 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 wife shall pass as a part of my estate and be distributed in accordance with the provisions 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, EDWIN WALLACE LOWTHER, SR., have signed this Will which consists of twenty-seven (27) pages, this the 5th day of March, 2002, in the presence of J. STEPHEN STUBBLEFIELD and HELEN M. DEATON, who attested it at my request.

Edwin Wallace Lowther Sr
EDWIN WALLACE LOWTHER, SR., Testator

The above and foregoing Will of Edwin Wallace Lowther, Sr. was declared by him in our presence to be his Will and was signed by Edwin Wallace Lowther, 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 Edwin Wallace Lowther, Sr on this the 5th day of March, 2002.

J. Stephen Stubblefield

of

340 SHERBORNE PLACE
FLOWOOD, MS. 39232

Edwin Wallace Lowther Sr
EDWIN WALLACE LOWTHER, SR.

Helen M. Neaton

of

3119 Rice St
Prichard, MS 39208



Edwin Wallace Lowther Sr
EDWIN WALLACE LOWTHER, SR.

IN THE CHANCERY COURT OF RANKIN COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF EDWIN WALLACE LOWTHER, SR

CAUSE NO _____

PROOF OF WILL

Be it known and remembered that on this 5th day of March, A.D., 2002, 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 Edwin Wallace Lowther, Sr., bearing date of the 5th day of March, 2002, 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 Edwin Wallace Lowther, 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 Edwin Wallace Lowther, 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 Rankin County, Mississippi, where he had maintained his fixed place of residence prior to said date; and that said Edwin Wallace Lowther, 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

Address of Witness

340 SHERBORNE PLACE
FLOWOOD, MS. 39232

J. Stephen Stubblefield
J. STEPHEN STUBBLEFIELD, Witness

SWORN TO AND SUBSCRIBED before me by J. STEPHEN STUBBLEFIELD,
this 5th day of March, A.D., 2002 (Witness)

My Commission Expires.

August 25, 2005

Judith S. Crawford
NOTARY PUBLIC
CRAWFORD HINDS COUNTY MS
NOTARY PUBLIC

IN THE CHANCERY COURT OF RANKIN COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF EDWIN WALLACE LOWTHER, SR

CAUSE NO. _____

PROOF OF WILL

Be it known and remembered that on this 5th day of March, A.D., 2002, 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 Edwin Wallace Lowther, Sr, bearing date of the 5th day of March, 2002; 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 Edwin Wallace Lowther, 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 Edwin Wallace Lowther, 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 Rankin County, Mississippi, where he had maintained his fixed place of residence prior to said date; and that said Edwin Wallace Lowther, 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.

Address of Witness

3119 Lee St,
Pearl, MS 39208

Helen M. Deaton
HELEN M. DEATON, Witness

SWORN TO AND SUBSCRIBED before me by HELEN M. DEATON,
this 5th day of March, A.D., 2002. (Witness)

My Commission Expires:

August 25, 2005

John S. Crawford
NOTARY PUBLIC
JUDICIAL DISTRICT OF HINDS COUNTY, MISSISSIPPI

FILED
THIS DATE
OCT 16 2009
ARTHUR JOHNSTON, CHANCERY CLERK
BY *Stacy Tolson* DC

2009-1427-B

First Codicil
to
Last Will and Testament
of

EDWIN WALLACE LOWTHER, SR

I, EDWIN WALLACE LOWTHER, SR, an adult resident of the Madison 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 First Codicil to my Last Will and Testament, said Last Will and Testament executed by me on the 5th day of March, 2002, hereby revoking any and all Codicils to same heretofore made by me.

ARTICLE I.

I hereby revoke Paragraph B.1. of Article VII of my said Will, and substitute therefor the following, to-wit:

"B. 1. Children's Trusts. Upon the death of my wife, the Trustee shall divide the trust property into separate and equal parts -- one (1) part equaling one-half (1/2) of all remaining trust assets for a separate trust for my son, BILL N. LOWTHER, if living at that time, or if he be deceased, said part shall fund separate and equal trusts for each of his living issue, per stirpes, and one (1) part equaling the remaining one-half (1/2) funding a separate trust for my son, EDWIN WALLACE LOWTHER, JR, if living at that time, or if he be deceased, said part shall fund separate and equal trusts for each of his living issue, per stirpes

Notwithstanding anything contained herein to the contrary, I direct my Trustee to further adjust the total assets of each trust when funding same so as to equalize the amounts funding each of my son's trusts and the trusts for their issue taking into consideration all gifts made by my wife and myself during our lifetimes to such children and or their spouses and issue so as to equalize the amounts passing to each child and/or each child's issue.

Edwin Wallace Lowther Sr
EDWIN WALLACE LOWTHER, SR.

Said trusts shall continue to be administered under the terms herein at the sole and absolute discretion of my Trustee for the health, maintenance of accustomed standard of living, 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 of accustomed standard of living, 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 of accustomed standard of living, 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 a beneficiary's trust, if it, in its sole discretion, deems such to be advisable in order to provide for the health, maintenance of accustomed standard of living, and education (including post graduate education) of that beneficiary.

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 payments of income and/or principal from 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.

With the above amendment, I hereby confirm, ratify and republish my Last Will and Testament dated the 5th day of March, 2002.

I, EDWIN WALLACE LOWTHER, SR., have signed this First Codicil to my Last Will and Testament, said Will dated the 5th day of March, 2002, said Codicil consisting of three (3) pages, on this the 10th day of November, 2005, in the presence of

Edwin Wallace Lowther Sr
EDWIN WALLACE LOWTHER, SR.

J. Stephen Strouff and Katie McCallum, who attested it at my request.

Edwin Wallace Lowther Sr
EDWIN WALLACE LOWTHER, SR., Testator

The above and foregoing First Codicil to Will of Edwin Wallace Lowther, Sr was declared by him in our presence to be his First Codicil to his Will and was signed by him 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 First Codicil to Will of Edwin Wallace Lowther, Sr. on this the 10th day of November, 2005.

J. Stephen Strouff of 340 STERBORN PLACE
FLOOOP, MS. 39232

Katie McCallum of 335 BEECHCREST DR
JACKSON MS 39211

Edwin Wallace Lowther Sr
EDWIN WALLACE LOWTHER, SR

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF EDWIN WALLACE LOWTHER, SR.

CAUSE NO. 2009-1427-B

PROOF OF CODICIL

Be it known and remembered that on this 10th day of November, A.D., 2005, 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 First Codicil to Last Will and Testament of Edwin Wallace Lowther, Sr. said Last Will and Testament bearing date of the 5th day of March, 2002; and said First Codicil executed on this the 10th day of November, 2005, and 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 Edwin Wallace Lowther, Sr. signed, published and declared said instrument of writing as and for his First Codicil to Last Will and Testament in the presence of this deponent on the day of the date of said instrument; that said Edwin Wallace Lowther, Sr. was then of sound and disposing mind, memory and understanding, and able and competent in law and in fact to make a Codicil to Will, and at that time was a bona fide resident of Madison County, Mississippi, where he had maintained his fixed place of residence prior to said date; and that said Edwin Wallace Lowther, Sr. was then more than eighteen years of age, and that this deponent and the other witness subscribed said instrument as witnesses thereto, at the instance and request and in the presence of said testator and in the presence of each other on the date aforesaid.

Address of Witness.

340 Sherborne Place
Howard, Ms. 39232

J. Stephen Stubblefield
J. STEPHEN STUBBLEFIELD Witness

SWORN TO AND SUBSCRIBED before me by J. STEPHEN STUBBLEFIELD
(Witness)
this 10th day of November, A.D., 2005.

Georgia D. [Signature]
NOTARY PUBLIC



My Commission Expires
MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES APRIL 20, 2009
BONDED THRU STEGALL NOTARY SERVICE

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF EDWIN WALLACE LOWTHER, SR.

CAUSE NO. 2009-1421-B

PROOF OF CODICIL

Be it known and remembered that on this 10th day of November, A.D., 2005, before me, the undersigned authority, personally came and appeared Katie McCallum, one of the subscribing witnesses to that certain instrument of writing purporting and alleged to be the First Codicil to Last Will and Testament of Edwin Wallace Lowther, Sr. said Last Will and Testament bearing date of the 5th day of March, 2002; and said First Codicil executed on this the 10th day of November, 2005; and 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 Edwin Wallace Lowther, Sr. signed, published and declared said instrument of writing as and for his First Codicil to Last Will and Testament in the presence of this deponent on the day of the date of said instrument, that said Edwin Wallace Lowther, Sr. was then of sound and disposing mind, memory and understanding, and able and competent in law and in fact to make a Codicil to Will, and at that time was a bona fide resident of Madison County, Mississippi, where he had maintained his fixed place of residence prior to said date, and that said Edwin Wallace Lowther, Sr. was then more than eighteen years of age, and that this deponent and the other witness subscribed said instrument as witnesses thereto, at the instance and request and in the presence of said testator and in the presence of each other on the date aforesaid

Address of Witness:

325 Beechcrest Dr

Katie McCallum
KATIE MCCALLUM, Witness

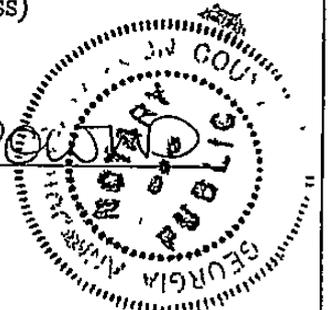
JACKSON MS 39211

SWORN TO AND SUBSCRIBED before me by

KATIE MCCALLUM
(Witness)

this 10th day of November, A.D., 2005.

Georgia Dowd
NOTARY PUBLIC



My Commission Expires:

MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES APRIL 20, 2009
~~BOUDED THRU STEGALL NOTARY SERVICE~~

MADISON COUNTY MS This instrument was
filed for record October 16, 2009.

Book 45 Page 34
ARTHUR JOHNSTON, C. C.

BY: Arthur Johnston D.C.



FILED
THIS DATE
OCT 16 2009
ARTHUR JOHNSTON, CHANCERY CLERK
BY *[Signature]* D.C.

2009-1413

LAST WILL AND TESTAMENT OF
LUCILE GROGAN BATSON

I, LUCILE GROGAN BATSON, an adult resident citizen of Jackson, Hinds County, Mississippi, above the age of twenty-one years and of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any previous Wills and/or Codicils heretofore made by me.

ITEM I.

I hereby appoint, nominate and constitute my husband, Schuyler Morris Batson, as Executor of this my Last Will and Testament and if he be unable or unwilling to so serve, then Schuyler M. Batson, Jr., Jo Sellers Batson; Martha Ellen Batson and Virginia Wren Batson Hickman as Joint Executors, or such thereof who are willing and able to so serve, and in any of said events I waive all bond, inventory, appraisal and accounting, insofar as I am legally entitled to waive same.

ITEM II.

I give, devise and bequeath all of my property, both real, personal and mixed and wheresoever situated to my husband, Schuyler Morris Batson.

ITEM III.

In the event my said husband, Schuyler Morris Batson, does not survive me, then I give, devise and bequeath all of my property, both real, personal and mixed, equally to Schuyler M. Batson, Jr., Jo Sellers Batson, Martha Ellen Batson and Virginia Wren Batson Hickman, who are all the children of my body except my afflicted child, Dona Lucile Batson, it being my express intention not to leave any property to my said afflicted daughter, Dona Lucile Batson; provided further if any of the four of my children who are contingent beneficiaries, (i.e. Schuyler M. Batson, Jr., Jo Sellers Batson, Martha Ellen Batson and Virginia Wren Batson Hickman) predecease my said husband and me, the share of such contingent beneficiary shall go to the issue per stirpes of such contingent beneficiary, if any, and if none then to the survivors of said contingent beneficiaries; and provided further if any heir under this Will is a minor, such minor's share shall be put in trust with the surviving natural parent of such minor, if any, as Trustee, otherwise with Schuyler M. Batson, Jr., Jo Sellers Batson, Martha Ellen Batson and

[Signature]

Virginia Wren Batson Hickman, or such thereof as are willing and able to serve as Joint Trustees or Sole Trustee, hereinafter called Trustee whether one or more, to serve as Trustee for such minor, until such minor becomes twenty-one years of age, and I give full authority to said Trustee to invest, sell and reinvest the corpus and fully manage same, and to expend from income or corpus such sums as said Trustee, all in such Trustee's sole discretion, deems to be in the best interest of said minor child from time to time, and I hereby expressly waive all bond, inventory, appraisal and accounting by said Trustee and vest full and complete discretion and authority in said Trustee, to administer, manage, sell, invest, re-invest, mortgage, encumber, expend income or corpus, all as said Trustee deems to be in the best interest of the beneficiary of said Trust, and provided further that any such Trust shall terminate when the beneficiary thereof becomes twenty-one years of age, at which time all of the corpus and accrued income shall vest in such beneficiary; provided however if such beneficiary shall predecease his or her twenty-first birthday, the proceeds from said Trust shall vest in such beneficiary's heirs at law at that time with the right in the Trustee to hold the assets until any heir thereunder expires or becomes twenty-one years of age whichever time comes first. In addition to the powers, rights and privileges above set forth, the Trustee shall also have all of the privileges, rights and powers set out in the Mississippi Uniform Trustees' Powers Law with regard to the administration of this Trust.

Neither the principal nor the income of any Trust fund which may be established hereunder, nor any part of same, shall be liable for the debts of any beneficiary thereof, nor shall the same be subject to seizure by any creditor of any beneficiary thereof, and they shall not have any power to 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.

Any trust which may be established under this Will shall be a private trust, and the Trustee shall not be required to obtain the order or approval of any court for the exercise of any power or discretion herein given. The Trustee shall not be required to return to any court any periodic formal accounting with regard to administration of such

Trust, but said Trustee shall render annual accounts to the beneficiary thereof. 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.

Whenever any property or payment of any kind is to be distributed to a minor, under any of the provisions of this Will or any Trust established hereunder, any Executor and/or any Trustee then serving, is hereby expressly authorized, in its sole discretion, to deliver same directly to such minor, or to such minor's natural or legal guardian or next of kin, for the use and benefit of such minor and upon taking a receipt therefor shall be released from any further responsibility thereasto, without any court order and without any bond, appraisal or other accounting thereasto. The word "minor" as used herein shall mean and apply to any person under any legal or actual disability whatsoever, regardless of age.

The Executor or the Trustee may take any action based on a majority decision of the acting Executors or Trustees if more than one is serving.

ITEM IV.

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

IN WITNESS WHEREOF, I have hereunto subscribed my name this 7th day of December, 1991.

Lucile Grogan Batson
LUCILE GROGAN BATSON

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

Mrs. Marjorie Hurst
Jed Jack Hurst
2142 Lyncrest Ave
Jackson, Ms. 39202
WITNESSES

MADISON COUNTY MS This instrument was filed for record October 16, 2009.

Book 45 Page 68
ARTHUR JOHNSTON, C. C.
BY: K. Stevens D.C.



L. H. B.

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

LAST WILL AND TESTAMENT
OF
OPAL P. ECHOLS

2009-1310-B

I, OPAL P. ECHOLS, a resident citizen of Madison County, Mississippi, above the age of twenty-one years, and of sound mind and disposing memory, do hereby make, publish and declare this instrument to be my Last Will and Testament, hereby expressly revoking all wills and codicils thereto heretofore made by me, to-wit:

1. I hereby direct my Executor, hereinafter named, to pay all my just debts which may be probated, registered and allowed against my estate as soon after my death as is practical.

2. I hereby name, constitute and appoint my husband, Lloyd Kelly Echols, as the Executor of my Last Will and Testament, and further direct that he be allowed to act in that capacity without posting bond to insure the faithful performance of his duties, and without the necessity of accounting to any Court. In the event my husband has predeceased me, or is unwilling, unable, or incompetent to serve in the capacity as Executor, I hereby name, constitute and appoint my daughter, Theresa Echols Irwin, as an alternate Executrix, and direct that she be allowed to act under the same terms and conditions as are applied to my husband if he were to act.

3. I hereby give, devise and bequeath all my property, whether the same is real, personal, or mixed, and wheresoever the same may be situated, to my husband, Lloyd Kelly Echols, as his own, absolutely, in fee simple forever, EXCEPT THAT I specifically direct my Executor(rix) to set aside the sum of \$1,000.00 for each of my grandchildren living at the time of my death, to be given to each grandchild upon his or her graduation from high school. I direct that the stated sum shall be withheld at my death and deposited in an interest bearing account to so remain until such time as each grandchild graduates from high school. In the event that all my grandchildren have graduated from high school at the time of my death, then this particular bequest shall be null and void. I further direct that each child's mother shall be the trustee of any funds so set aside in compliance with the terms of this paragraph.

O.P.E.

L.K.E.

4. In the event my husband has predeceased me, then I hereby give, devise and bequeath all my property, whether the same may consist of real, personal or mixed property, and wheresoever the same may be situated, to my daughters living at the time of my death, in equal shares, share and share alike.

5. In the event that my husband and I are killed in a common disaster, or under circumstances which make it difficult to determine which of us survived the other, it shall be presumed that my husband predeceased me.

6. The terms "personal or mixed property", heretofore used in this my Last Will and Testament, shall include, all funds on hand in any bank, savings and loan, or other financial institution, whether the same are in the form of checking accounts, saving accounts, bonds, certificates of deposit, or any other negotiable form, and any and all proceeds of any promissory notes of which I am the holder at the time of my death, and all personal property, such as articles of clothing, jewelry, household appliances, furnishings and furniture.

7. I specifically direct that if my beneficiaries determine it to be in their best interest to sell the marital homestead property owned by my husband and myself, situated on 2nd Street, in the Town of Flora, that each daughter have the right to first reject or refuse to purchase same prior to being offered for sale to the general public. If all my grandchildren have attained the age of twenty-one (21) years prior to my death, then I likewise direct that each of them be given the right to first refuse or reject to purchase said property prior to being sold to anyone outside my family.

IN WITNESS WHEREOF, I, Opal P. Echols, have hereunto set my hand to this my Last Will and Testament on this the 31st day of October, 1983.

ATTESTING WITNESSES:

Opal P. Echols
OPAL P. ECHOLS, Testator

Walter H. Kirk
Ronald M Kirk

ATTESTATION CLAUSE

BOOK 045 PAGE 73

STATE OF MISSISSIPPI

COUNTY OF MADISON

We, each of the subscribing witnesses to the Last Will and Testament of Opal P. Echols, do hereby certify that said instrument was signed by said Opal P. Echols in our presence and in the presence of each of us, and that the said Opal P. Echols declared the same to be her Last Will and Testament in the presence of each of us, and that we signed said Last Will and Testament as subscribing witnesses at the request of Opal P. Echols, in her presence, and in the presence of each other. We further certify that at the time she signed the Last Will and Testament, Opal P. Echols was above the age of twenty-one (21) years and of sound mind and disposing memory.

WITNESS OUR SIGNATURES on this the 31st day of October, 1983.

Wayne H. Kirk
Ronald M. Kirk

MADISON COUNTY MS This instrument was
filed for record October 26, 2009
Book 45 Page 71
ARTHUR JOHNSTON, C. C.
BY: K. Stevens J.C.



AFFIDAVIT OF SUBSCRIBING WITNESS 2009-1310-B

STATE OF MISSISSIPPI
COUNTY OF MADISON

This date personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named Wylene H Kirk, who being by me first duly sworn according to law, states on oath the following.

- (1) Affiant is one of the subscribing witnesses to the Last Will and Testament of Opal P. Echols, the "Decedent", who was personally known to affiant, and whose signature is affixed to the Last Will and Testament, which Last Will and Testament is dated October 31, 1983
- (2) That on the 31st day of October, 1983, Opal P. Echols signed, published and declared the foregoing instrument of writing to be her Last Will and Testament in the presence of affiant and in the presence of Ronald M. Kirk, the other subscribing witness to the Will.
- (3) That Opal P. Echols was then and there of sound and disposing mind and memory, and above the age of eighteen (18) years.
- (4) Affiant, together with Ronald M. Kirk, subscribed and attested the Will as witnesses to the signature and publication thereof, at the special request, and in the presence of Opal P Echols, and in the presence of each other

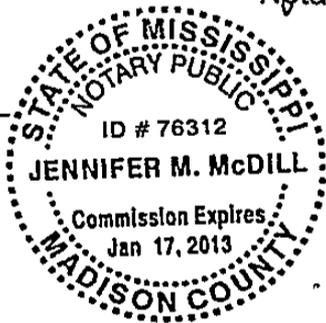
Wylene H. Kirk
 Wylene H. Kirk
 Address: 4854 Main St.
Flora, Ms. 39071

FILED
 THIS DATE
 OCT 26 2009
 ARTHUR JOHNSTON, CHANCERY CLERK
 BY Kim Sewell D.C.

SWORN TO AND SUBSCRIBED before me this the 11 day of September, 2009.

Jennifer M. McDill
 Notary Public

My Commission Expires:



MADISON COUNTY MS This instrument was
 filed for record October 26, 2009.
 Book 45 Page 74
 ARTHUR JOHNSTON, C. C.
 BY: R. Sewell D.C.



AFFIDAVIT OF SUBSCRIBING WITNESS 2009-1310-B

STATE OF MISSISSIPPI
COUNTY OF MADISON

This date personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named Ronald M Kirk, who being by me first duly sworn according to law, states on oath the following:

- (1) Affiant is one of the subscribing witnesses to the Last Will and Testament of Opal P. Echols, the "Decedent", who was personally known to affiant, and whose signature is affixed to the Last Will and Testament, which Last Will and Testament is dated October 31, 1983
- (2) That on the 31st day of October, 1983, Opal P. Echols signed, published and declared the foregoing instrument of writing to be her Last Will and Testament in the presence of affiant and in the presence of Wylene H Kirk, the other subscribing witness to the Will
- (3) That Opal P. Echols was then and there of sound and disposing mind and memory, and above the age of eighteen (18) years
- (4) Affiant, together with Wylene H Kirk, subscribed and attested the Will as witnesses to the signature and publication thereof, at the special request, and in the presence of Opal P Echols, and in the presence of each other.

Ronald M Kirk
 Ronald M. Kirk
 Address: 4854 Main St.
Flora, MS 39071

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

SWORN TO AND SUBSCRIBED before me this the 11 day of September, 2009

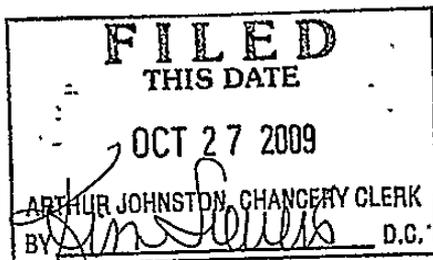
Jennifer M. McDill
 Notary Public

My Commission Expires.

STATE OF MISSISSIPPI
 NOTARY PUBLIC
 ID # 76312
 JENNIFER M. McDILL
 Commission Expires
 Jan. 17, 2013
 MADISON COUNTY

MADISON COUNTY MS This instrument was
 filed for record October 26 2009.
 Book 45 Page 75
 ARTHUR JOHNSTON, C. C.
 BY: [Signature] D.C.





LAST WILL AND TESTAMENT

2009-1429-B

OF

BETTIE MAE GREEN

I, Bettie Mae Green, an adult resident citizen of Hinds County, Mississippi, residing at 1860 Lincolnshire Blvd, Ridgeland, Mississippi, being of sound and disposing mind, do hereby make, publish and declare this to by my Last Will and Testament, revoking all prior Wills and Codicils heretofore made by me.

I.

I hereby name and nominate and appoint Tyrus Washington Executor of my Last Will and Testament and of my Estate

II.

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

III.

My Executors shall first pay from my estate all of my just debts, including the expense of my last illness and funeral, cost of administration and other proper claims against my estate and the costs of probate out of the principal of my residuary estate.

IV.

I will, devise and bequeath my entire estate, both real property and personal property, unto Demarr Fletton, Virgil Woods, and Tyrus Washington in equal shares.

IN WITNESS WHEREOF, I sign, seal, publish and declare this instrument to be my Last Will and Testament, this the 16th day of October, 2008

Bettie Mae Green
Bettie Mae Green

WITNESSES:

Tommy James
Tommy James

Joan Potter

The foregoing instrument was signed, sealed, declared and published by Bettie Mae Green as and for her Last Will and Testament, in the presence of us and each of us, and we, at the same time, at her request, in her presence and in the presence of each other, have hereunto subscribed our names as attesting witnesses on the day and year above set forth.

Tommy James

433 Cherry Hill Dr.
Address

Madison, MS 39110

Joan Potter

303 E. Northside Dr.
Address

Jackson, MS 39206

AFFIDAVIT OF ATTESTATION

PERSONALLY came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named Tommie James and Joan Potter on oath state as follows:

We are the subscribing witnesses to the attached written instrument dated the 16th day of October, 2008, which purports to be the Last Will and Testament of Bettie Mae Green. Each of us is at least twenty-one (21) years of age.

On this date, October 16, 2008, in our presence, declared the instrument to be her Last Will and Testament willingly made as her free act and deed for the purposes therein expressed, signed the instrument in our presence, and requested that we attest her execution thereof; whereupon, in the presence of us, each of us signed our respective names as attesting witnesses. At the time of the execution of said Last Will and Testament, Bettie Mae Green, over the age of eighteen (18) years of and was of sound and disposing mind and memory and fully competent.

This Affidavit is made and signed at the request of and in the presence of Bettie Mae Green.

This the 16th day of October, 2008.

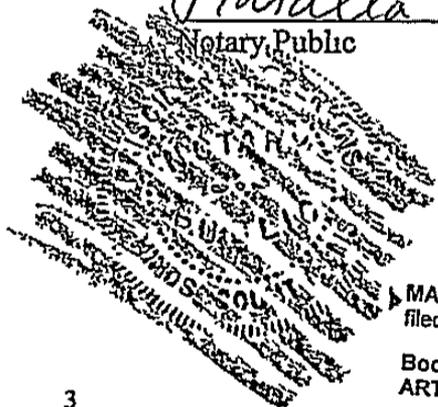
Joan Potter
Witness
Tommie James
Witness

SWORN TO AND SUBSCRIBED before me, this the 16th day of October, 2008.

Priscilla Bell
Notary Public

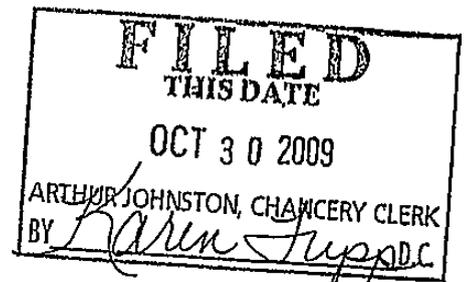
My Commission Expires:

Notary Public State of Mississippi At Large
My Commission Expires January 6, 2011
Bonded Thru Heiden, Brooks & Garland, Inc.



MADISON COUNTY MS This instrument was
filed for record October 27, 2009.
Book 45 Page 76
ARTHUR JOHNSTON, C. C.
BY: R. S. [Signature] D.C.





2009-1477

LAST WILL AND TESTAMENT
OF
KATHRYN M. ALKER

I, Kathryn M. Alker, a resident of Ridgeland, Mississippi, which I declare to be my domicile, do hereby make, publish, and declare this to be my LAST WILL AND TESTAMENT, hereby revoking all Wills and codicils at any time heretofore made by me. I direct that, after payment of any debts and claims which shall be properly probated against my estate, my executor shall administer and distribute my estate as set forth in this Last Will and Testament.

FAMILY IDENTIFICATION

ARTICLE 1: I am married to Paul R. Alker (my "spouse"). I have two (2) living children, namely Ken C. Jones, M.D. and Kay Jones Robinson, referred to collectively in this will as "my children".

My spouse has one (1) child of his former marriage, namely: Paul R. Alker, Jr. This child may be referred to herein as "my stepchild"

SPECIFIC BEQUESTS

ARTICLE 2: By way of specific legacy or bequest, I give the following items of my estate or legacies to the persons or entities named to receive them

- ~~A.~~ I give to Ian Charles Jones all my birthstone (amethyst) jewelry.
- ~~B.~~ I give to Anna Kathryn Jones Stewart all my ivory jewelry
- C. I give all my flat silver to Kay Jones Robinson and Ken C. Jones, as they shall choose to divide it between them
- ~~D.~~ I give one of my diamond rings to Ken C. Jones, as he shall select
- E. I give to Kay Jones Robinson all my remaining jewelry.
- F. I give to Kay Jones Robinson and Ken C. Jones, in equal shares, all savings accounts, certificates of deposit, stocks, bonds, mutual funds, or other investment accounts on which their names appear as joint owners, tenants in common, or as designated beneficiary(ies); provided, however, that I direct that the first Twenty Thousand Dollars (\$20,000.00) of such funds be distributed to my grandchildren, David Ashley Robinson, Kevin Leigh Robinson, Ian Charles Jones and Anna Kathryn Jones Stewart, in equal shares.
- G. I give to my stepson, Paul R. Alker, Jr., any family heirlooms of my spouse that may still be in my possession at my death.
- H. I direct that any expenses incurred in obtaining possession, appraising, selling, safeguarding or delivering such property be paid from my estate as an administration expense

RESIDUARY TO SPOUSE OUTRIGHT

ARTICLE 3: All the rest, residue and remainder of my property, of every kind and nature and wheresoever situated, (my "residuary estate"), I give to my spouse, if my spouse survives me.

DISTRIBUTION IF SPOUSE PREDECEASED

ARTICLE 4: If my spouse does not survive me, I give all my remaining property and assets, including financial accounts and investment assets not hereinbefore bequeathed to my children, to Paul R. Alker, Jr (one-half), Kay Jones Robinson (one-fourth) and Ken C. Jones (one-fourth), *per stirpes*, with the share of any such deceased beneficiary to that beneficiary's surviving children

DISTRIBUTION TO MINORS

ARTICLE 5: If any of my Estate principal or income shall vest in absolute ownership in a minor (other than a child for whom I have made specific distribution instructions herein), my executor shall have the authority, in my executor's discretion, and without court authorization, to:

A. Hold and manage the property and defer payment or distribution of all or a part of the property to that minor until that minor reaches the age of twenty-one (21) years. My executor, in administering this property, shall have all of the authority granted to fiduciaries under Mississippi state law and under the provisions of this will.

B. Distribute part or all of the minor's property to a custodian for the minor under the Uniform Gifts To Minors Act or the Uniform Transfers To Minors Act of the jurisdiction where the minor resides

C. Select a custodian for the minor under the Uniform Gifts To Minors Act or under the Uniform Transfers To Minors Act of the jurisdiction where the minor resides without court order. My executor may select any fiduciary named in this will as such custodian without conflict of interest.

D. Distribute or pay part or all of the minor's property to the minor's legal guardian, to the adult person or persons with whom the minor resides, to the minor personally, to the trustee of any trust created for the sole benefit of the minor, or to the administrator or executor of the minor's estate.

E. Continue to hold such share in trust for the minor, and apply part or all of the minor's property for the minor's health, education, maintenance, support or welfare. My executor shall be entitled to be paid at the same rate as testamentary trustees under the state law of my domicile for the holding and managing of property pursuant to this Article of my will. My executor shall account in the same manner as trustees and shall not be required to render or file annual accountings with respect to the properties so held and administered for the minor. Nothing contained in this Article shall operate to suspend the absolute vesting of the share of any minor beneficiary of my estate

SIMULTANEOUS DEATH PROVISION

ARTICLE 6: If my spouse and I die under such circumstances that there is insufficient evidence to determine which of us died first, then it shall be presumed that my spouse predeceased me.

If any person other than my spouse who may be interested in my estate dies at the same time as I do or under such circumstances that there is insufficient evidence to determine which of us died first, then it shall be presumed that such person predeceased me.

GIVE INCLUDES DEVISE, BEQUEATH

ARTICLE 7: Throughout this Will I direct that the term "give" shall be deemed to include the term "bequeath" or "devise" when appropriate.

EXECUTOR APPOINTED

ARTICLE 8: I nominate and appoint Paul R. Alker as Executor of this my will. If said named Executor shall, for any reason, be or become unwilling or unable to act, I nominate and appoint Ken C. Jones, M.D. as successor Executor. My executor shall be entitled to receive a reasonable commission under the state law of my domicile at the time of my death

I direct that my estate be held and administered as a trust, and I confer upon my executor all powers granted to trustees herein or, if such powers are not enumerated herein, all powers granted by the provisions of the Mississippi Uniform Trustees' Powers Law, Mississippi Code Annotated Section 9-9-101 et seq.

WAIVER OF BOND, INVENTORY, ACCOUNTING

ARTICLE 9: I direct that no executor, trustee or other legal representative of my estate shall be required to furnish any bond or other security to any court or tribunal in any jurisdiction, and I hereby waive any requirement of inventory, appraisal or accounting to any court or tribunal.

IN WITNESS WHEREOF, I sign, seal, publish and declare this instrument as my last will and testament on this 26th day of September, 2007.

Kathryn M. Alker
KATHRYN M. ALKER

ATTESTATION

The foregoing instrument was signed, published and declared by Kathryn M. Alker, the testator, to be said testator's last will and testament in the presence of each of us and all of us together, and the testator requested each of us to sign the same as attesting witnesses; and we thereupon signed our names hereto as such witnesses, in the presence of the testator, and in the presence of each other, on this 26th day of September, 2007. We further state that each of us believes that, at the time the testator executed the foregoing instrument, the Testator was of sound mind and memory, of lawful age, and did so execute it as the testator's own free act and deed and not under the unlawful influence of any person.

NAMES:

ADDRESSES:

Geneva Hughes

619 Highland Colony Pkwy
Redeland Miss 39157

Beulah Ayler

619 Highland Colony Pkwy
Redeland, MS. 39157

AFFIDAVIT OF ATTESTING WITNESSES

State of Mississippi:

County of Madison:

Geneva Hughes and Benlah Appleton
and _____ depose and say.

(1) That they are the attesting Witnesses whose signatures appear on the attached or foregoing Will;

(2) That on September 26, 2007, in the presence of each of the undersigned Witnesses, Kathryn M. Alker signed the attached or foregoing Will at the end thereof and each of the undersigned Witnesses saw the Testator sign the Will;

(3) That at the time she signed the Will, the Testator declared the instrument so signed by her to be the Testator's Last Will and Testament,

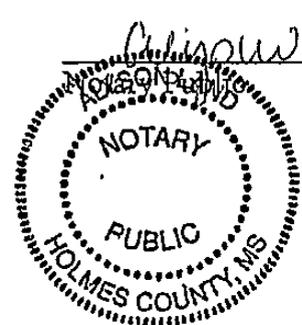
(4) That each of the undersigned Witnesses, at the request of the Testator, and in the Testator's presence, and in the presence of each other, thereupon signed as a Witness thereto;

(5) That the Testator, at the time of the execution of the Will, was at least eighteen (18) years of age, was of sound mind, memory and understanding, and was under no restraint or undue influence or in any respect incompetent to make a Will;

PRINTED NAME	SIGNATURE
<u>GENEVA HUGHES</u>	<u>Geneva Hughes</u>
<u>BELLAH APPLETON</u>	<u>Benlah Appleton</u>

Sworn to and subscribed, before me by Geneva Hughes,
Benlah Appleton, and _____,
this 26th day of September, 2007.

My Commission Expires:
4/19/09



MADISON COUNTY MS This Instrument was
filed for record October 30, 2009
Book 45 Page 79
ARTHUR JOHNSTON, C C
BY Karen Tipp D C



LAST WILL AND TESTAMENT

OF

WILLIAM T. SLEDGE

I, WILLIAM T. SLEDGE, a resident of and domiciled in Madison County, Mississippi, being over the age of eighteen (18) 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, and hereby revoking all previous wills and codicils heretofore made by me.

ARTICLE I
FAMILY MEMBERS

My wife's name is RHODA FURINI SLEDGE and she is sometimes referred to herein as "my wife " I have two (2) adult children, presently living, and they are GERALDINE SLEDGE (my daughter) and TERRY WAYNE SLEDGE (my son). They are sometimes referred to herein as "my child" and/or "my children." I also have two (2) adult grandchildren, presently living, and they are TERRI SLEDGE LANGHAM (my granddaughter) and TRAVIS WAYNE SLEDGE (my grandson) and they are sometimes referred to herein as "my grandchild" and/or "my grandchildren."

FILED	
THIS DATE	
NOV 05 2009	
ARTHUR JOHNSTON, CHANCERY CLERK	
BY <u>L. Gales</u>	DC.

Page 1 of 10 of My Will

WTS

ARTICLE II
PAYMENT OF EXPENSES AND DEBTS

I direct my Executrix to pay all expenses of my last illness and funeral expenses and to pay all of my just debts which may be probated, registered and allowed against my estate as soon as may be conveniently done.

ARTICLE III
DISPOSITIVE PROVISIONS

A. Personal Property. I give and bequeath the hereinbelow described items of personal property as follows.

1. To my wife, RHODA FURINI SLEDGE, my checking account and all my mutual funds, and if she is not living, then to children, GERALDINE SLEDGE and TERRY WAYNE SLEDGE and grandchildren, TERRI SLEDGE LANGHAM and TRAVIS WAYNE SLEDGE, equally, or their issue, per stirpes.

2. To my son, TERRY WAYNE SLEDGE, and my grandson, TRAVIS WAYNE SLEDGE, equally, any trucks and tractors, I may die seized with, or, if only one of the designated beneficiaries is surviving, then all of such equipment to the survivor.

3. In the event my wife predeceases me, to my daughter, GERALDINE SLEDGE, my wife's china and my wife's wedding rings.

4. Any remaining items of tangible, corporeal personal property, I give and bequeath to my wife, RHODA FURINI SLEDGE, or if not living, then equally to my children and grandchildren to be divided as they shall mutually agree.

B Real Property. I give and devise the following property as follows, to-wit:

1. To my wife, RHODA FURINI SLEDGE, all my interest in the real property lying and being situated in The Town of Ridgeland, Madison County, Mississippi and more fully described in this Paragraph 1 of Section B. In the event my wife predeceases me, then to my children and grandchildren, namely, GERALDINE SLEDGE, TERRY WAYNE SLEDGE, TERRY SLEDGE LANGHAM and TRAVIS WAYNE SLEDGE, equally, or their issue, per stirpes, to-wit:

Parcel No. 1: A lot or parcel of land fronting 90.0 feet on the East side of Maple Street as it now exists, and being more particularly described as beginning at the Northwest corner of Block 4, being the East line of Maple Street as said street is now staked off and exists, run thence South along said Maple Street for 90.0 feet to the point of beginning of lot being described, thence run South for 90.0 feet along the East line of said Maple Street, thence run East for 90.0 feet parallel to the South line of Ridgeland Avenue, thence run North parallel to the East line of Maple Street for 90.0 feet, thence run West for 90.0 feet parallel to the South line of Ridgeland Avenue to the point of beginning, and all being a part of Lots 6 and 7 of Block 4, according to the official map of the Town of Ridgeland, Madison County, Mississippi, as filed with the Chancery Clerk of Madison County, Mississippi.

Also that certain part of the alleyway adjoining the above described property transferred to Mrs. Lelia Lamb as an

abutting landowner by the City of Ridgeland under that certain document titled "An Ordinance Closing and Vacating a Certain Street in the City of Ridgeland, Mississippi" dated October 7, 1980, a copy of said Ordinance appearing in Book 175 at Page 98 in the Chancery Clerk's office in Canton, Mississippi.

Parcel No. 2: Lots 8, 9, 10 and W 1/2 of Lot 11, of Block 4 of the Town of Ridgeland, Madison County, Mississippi, as shown by a plat of said Town now on file in the Office of the Chancery Clerk of Madison County. Reference to said plat being here made in aid of and as a part of this description.

Parcel No. 3: Lots 5, 6 and 7 of Block 4, of the Town of Ridgeland, Madison County, Mississippi, as shown by a plat of said Town now on file in the office of the Chancery Clerk of Madison County. Reference to said plat begin here made in aid of and as a part of this description.

Parcel No. 4: Lots 12, 13, 14 and the East 1/2 of Lot 11 of Block 4 of the Town of Ridgeland according to a map thereof recorded of record in the office of the Chancery Clerk in Canton, Mississippi and the South 1/2 of the alleyway described in the ordinance adopted October 7, 1980 by the Town of Ridgeland and found of record in the office of said Chancery Clerk

Lots 1, 2, 3 and the East 1/2 of Lot 4 of Block 4 of the Town of Ridgeland according to a map thereof recorded of record in the office of the Chancery Clerk in Canton, Mississippi, and the North 1/2 of the alleyway described in the ordinance adopted October 7, 1980 by the Town of Ridgeland and found of record in the office of said Chancery Clerk.

Parcel No. 5: A lot or parcel of land fronting 95.0 feet on the South side of Ridgeland Avenue, and being more particularly described as beginning at the Northwest corner of Block 4 as same is now staked off and exists, and run thence East along the South side of Ridgeland Avenue for 95 0 feet to the point of beginning and Northwest corner of the lot herein conveyed, and from said point of beginning run thence East for 95 0 feet along

the South line of Ridgeland Avenue, thence run South for 90.0 feet parallel to the East line of Maple Street, thence run West for 95.0 feet parallel to the South line of Ridgeland Avenue, thence run North parallel to the East line of Maple Street for 90.0 feet to the point of beginning, and all being a part of Lots 4, 5 and 6 of Block 4, according to the official map or plant of said Town of Ridgeland, Madison County, Mississippi.

In making the devise of the above described parcels, it is my intent to devise to the beneficiaries named in this Paragraph 1 of Section B, Real Property, of this Article III, Dispositive Provisions, all property owned by me and located in the Town of Ridgeland, Madison County, Mississippi, specifically including all lots and alleyways encompassed by Block 4, according to the official map or plat of said Town of Ridgeland, Madison County, Mississippi.

2. To my wife, RHODA FURINI SLEDGE, all my interest in any and all real property lying and being situated in Choctaw County, Mississippi but more fully described in this Paragraph 2 of Section B In the event my wife predeceases me, then to my son and daughter, namely, TERRY WAYNE SLEDGE and GERALDINE SLEDGE, equally, or, if only one of the designated beneficiaries is surviving, then all of such property to the survivor, to-wit:

Parcel No. 1: The West Half of the Northeast Quarter of Section 21, Township 18 North, Range 9 East, containing 80 acres, more or less.

LESS AND EXCEPT the following tract of land which was conveyed to Hugh Reed on the 11th day of March, 1947, which deed is recorded in Land Deed Record Book 35, on Page 611, in the Chancery Clerk's office of Choctaw County, Mississippi.

WTS

Commencing at the Southeast Corner of the Southwest Quarter of the Northeast Quarter of Section 21, Township 18 North, Range 9 East; and running thence North 53 rods, to a ditch, and corner; thence in a southwestern direction along the meander of a ditch a distance of about 575 yards, the ditch being the line, to the Southwest corner of the said Southwest Quarter of the Northeast Quarter, and corner, thence East 80 rods to the point of beginning, being 15 acres, more or less, lying and being in the Southeastern corner of the said Southwest Quarter of the Northeast Quarter of Section 21, Township 18 North, Range 9 East.

ALL of the above described land was acquired by I. Z. Sledge and Pliney Sledge on December 11, 1941, from W. M. Mitchell, which deed is recorded in Land Deed Book 32, at pages 63 and 64, in the Chancery Clerk's office of Choctaw County, Mississippi.

Parcel No. 2: Tract I - The Southeast Quarter of the Northeast Quarter of Section 20, Township 18 North, Range 9 East, containing 40 acres, more or less.

LESS AND EXCEPT one and one-half acres of land in the NE corner of the SE 1/4 of the NE 1/4 of Section 20, Township 18 North, Range 9 East, being all of the land North of the branch where said branch now runs, and said branch is the South line of the said one and one-half acres herein conveyed. The said branch is now known as McCurtain Creek.

Tract II - One and one-half acres in the SW corner of the SW 1/4 of the NW 1/4 of Section 21, Township 18 North, Range 9 East. The branch known now as McCurtain Creek is the North and East boundary of said parcel

The chain of title purposes reference is made to the deeds which are recorded as follows Book 35, Page 612; and Book 39, Page 149.

C Residuary Estate. All the rest, residue and remainder of the property which I may own at the time of my death, whether real or personal, tangible and intangible, of whatsoever nature and wheresoever situated, I will, devise and bequeath to my wife, RHODA FURINI SLEDGE, if she survives me. If my said wife shall predecease me, then, in that event, 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, together with any lapsed bequests or devises, equally to my children and grandchildren, namely, GERALDINE SLEDGE, TERRY WAYNE SLEDGE, TERRY SLEDGE LANGHAM and TRAVIS WAYNE SLEDGE, or their issue, per stirpes.

ARTICLE IV
APPOINTMENT OF FIDUCIARIES

A Executrix. I do hereby appoint my wife, RHODA FURINI SLEDGE, as Executrix of this my Last Will and Testament, and I hereby expressly give and grant unto said Executrix all the rights, powers and discretions described hereinbelow.

B. Successor In the event RHODA FURINI SLEDGE predeceases me or is unable or unwilling to act in such fiduciary capacity, I hereby appoint my son, TERRY WAYNE SLEDGE, as Successor Executor of my estate. The Successor Executor shall serve under the same terms and conditions as set forth for the originally named Executrix and is given the same rights, powers and discretions herein listed below.

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

ARTICLE V
GENERAL PROVISIONS

I direct that my Executrix (or whomever shall serve) shall not 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.

I do hereby grant unto my said Executrix, during the administration of my estate, the power 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 Executrix, in her 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 Executrix, shall be obliged to inquire into its validity, or be bound to see to the application by the Executrix, 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 her sole and absolute discretion, all of the powers, rights and discretions granted by virtue of the "Uniform Trustees' Powers Law", being Sections 91-9-101 through 91-9-119, inclusive, of the Mississippi Code of 1972, Annotated, or as hereafter amended, which "Uniform Trustees' Powers Law" is hereby incorporated herein by reference as though fully and completely copied herein. Should said "Uniform Trustees' Powers Law" be repealed, then my Executrix herein named, shall continue to have all of the powers, rights and discretions granted by said "Uniform Trustees' Powers Law", the same as if it were still in effect.

IN WITNESS WHEREOF, I, WILLIAM T. SLEDGE, have to this my Last Will and Testament, consisting of ten (10) pages, subscribed my name, this the 12 day of December, 2006

William T. Sledge
WILLIAM T. SLEDGE

Robert E. White
Ann Jean Arica

WITNESSES

Page 9 of 10 of My Will WTS

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

WITNESSES

Robert E. Dean Jr.

Lura Jean Price

ADDRESSES:

303 Highland Park Cove
Ridgeland, MS
303 Highland Park Cove #A
Ridgeland MS 39157

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF MADISON

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction aforesaid, Robert E. Williford, who by me being first duly sworn, deposes and states on oath that he is one of the subscribing witnesses to that certain instrument of writing purporting to be the Last Will and Testament of William T, Sledge and that the said William T. Sledge signed, published and declared said instrument to be his Last Will and Testament on the 12th day of December, 2006 in the presence of this affiant and Sara Jean Grice, the other subscribing witness to said instrument; and said testator was then of sound and disposing mind and memory and over the age of eighteen (18) years; that this affiant and Sara Jean Grice subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and request and in the presence of said testator, and in the presence of each other.

Robert E. Williford
ROBERT E. WILLIFORD
303 Highland Park Cove, Suite A
Ridgeland, Mississippi 39157

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 24th day of April, 2007.

Mary Nell Holland
NOTARY PUBLIC

My commission expires

MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES OCT 25, 2008
BONDED THRU STEGAI L NOTARY SERVICE



PROOF OF WILL

STATE OF MISSISSIPPI

COUNTY OF MADISON

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction aforesaid, Sara Jean Grice, who by me being first duly sworn, deposes and states on oath that she is one of the subscribing witnesses to that certain instrument of writing purporting to be the Last Will and Testament of William T. Sledge and that the said William T. Sledge signed, published and declared said instrument to be his Last Will and Testament on the 12th day of December, 2006 in the presence of this affiant and Robert E. Williford, the other subscribing witness to said instrument; and said testator was then of sound and disposing mind and memory and over the age of eighteen (18) years; that this affiant and Robert E. Williford subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and request and in the presence of said testator, and in the presence of each other

MADISON COUNTY MS This instrument was filed for record November 5, 2009.

Book 45 Page 84

ARTHUR JOHNSTON, C. C.

BY: Logan D.C.



Sara Jean Grice

SARA JEAN GRICE
303 Highland Park Cove, Suite A
Ridgeland, Mississippi 39157

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 24th day of

April, 2007.

Mary Nell Holland
NOTARY PUBLIC

My commission expires:

MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES OCT 25, 2008
BONDED THRU STEGAIL NOTARY SERVICE



Last Will and Testament

OF

MILDRED EVELYN WESTBROOK CLARK

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

I.

I hereby appoint my son, DR. DAVID O. WESTBROOK, as Executor of this my Last Will and Testament without the requirement of bond, and it is my desire that my Executor shall have full and complete power and authority to do and to perform any act deemed by him to be in the best interest of my estate. I hereby direct that the Executor shall serve without the requirement of bond and I further waive the necessity of having a formal appraisal made of my estate and I further waive the necessity of an accounting.

II.

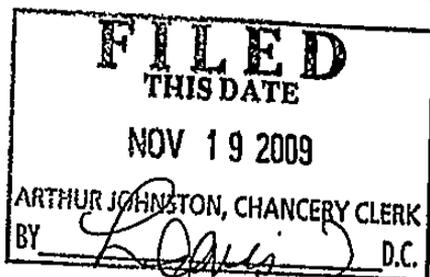
I hereby give, devise and bequeath all of my estate and property unto my son, DR. DAVID O. WESTBROOK, whether it be real, personal or mixed, wheresoever situated or howsoever described.

III.

I am married to EMANUEL CHARLES CLARK. He shall have the right to live in my home located at Lot 57, Roses Bluff, Part 6, Madison County, Mississippi for the term of his natural life. In the event he dies or moves from the home, his rights to the home shall terminate.

IV.

I am married to EMANUEL CHARLES CLARK. We have entered into a prenuptial agreement which specifies and delineates the disposition of our estates as it relates to each of us.



IN WITNESS WHEREOF, I, MILDRED EVELYN WESTBROOK CLARK, have hereunto set my signature on, and published and declare this to be my Last Will and Testament on this the 12th day of FEBRUARY, 2007, 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.

Mildred Evelyn Westbrook Clark
MILDRED EVELYN WESTBROOK CLARK

WITNESSES:

Donna McGraw

Dawn Rankin

ATTESTATION CLAUSE

WE, each of the subscribing witnesses to the Last Will and Testament of MILDRED EVELYN WESTBROOK CLARK, do hereby certify that said instrument was signed in the presence of each of us, and that said MILDRED EVELYN WESTBROOK CLARK, declared the same to be her 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 MILDRED EVELYN WESTBROOK CLARK, in her presence and in the presence of each other.

WITNESS OUR SIGNATURES on this the 12 day of FEBRUARY, 2007.

Donna McGraw

Dawn Rankin

WITNESSES

AFFIDAVIT OF WITNESSES

STATE OF MISSISSIPPI

COUNTY OF MADISON

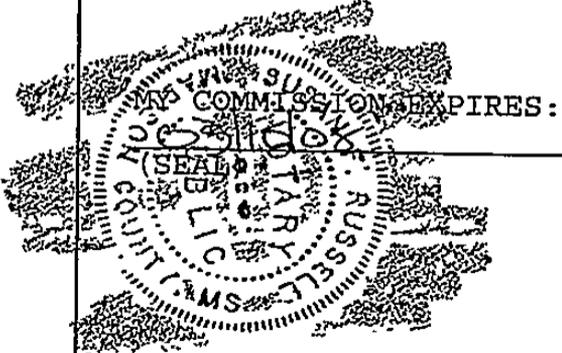
This day personally appeared before me, the undersigned duly commissioned and qualified Notary Public, acting within and for the State and County, Don A. McGrath, Jr, and Dawn Rankin, respectively, whose names appear as subscribing witnesses to the foregoing and attached instrument of writing, who after having been duly sworn, say on oath that on the 12 day of FEBRUARY, 2007, MILDRED EVELYN WESTBROOK CLARK, in their presence, signed her name thereto, and in their presence declared the same to be her Last Will and Testament; that at her 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 MILDRED EVELYN WESTBROOK CLARK, on the 12 day of FEBRUARY, 2007, was of lawful age, was of sound and disposing mind and memory, and there was no evidence of undue influence.

Don A. McGrath, Jr residing at 509 E Dinkins
Canton MS 39046

Dawn Rankin residing at 319 Rankin Road
Canton MS 39046

SWORN TO AND SUBSCRIBED before me this the 12 day of FEBRUARY, 2007.

Dawn J. Russell (Signature)
NOTARY PUBLIC



I \DAMP\WILL\2007\Westbrook Mildred wpd

MADISON COUNTY MS This instrument was filed for record November 19, 2009.
Book 45 Page 96
ARTHUR JOHNSTON, C. C.
BY: Legu2 D.C. 

2009-1482

LAST WILL AND TESTAMENT

OF

BEN ("BEN") LLOYD McMILLON, JR.

FILED	
THIS DATE	
NOV 19 2009	
ARTHUR JOHNSTON, CHANCERY CLERK	
BY <i>R. Jones</i>	DC

I, BEN ("BEN") LLOYD McMILLON, JR., an adult resident of Madison, Madison County, Mississippi, make this my Will and revoke all prior Wills and Codicils.

ITEM I.

My wife's name is DOROTHY ("DOT") RAWLS McMILLON, and she is herein referred to as "my wife." I have two (2) adult children now living, CYNTHIA (CINDY") LOVE McMILLON CHAPPELEAR and BEN ("BEN") LLOYD McMILLON, III.

ITEM II.

I appoint my wife, DOROTHY ("DOT") RAWLS McMILLON, Executor of my estate under this Will. In the event my wife is or becomes unable or unwilling to serve as an Executor, I appoint BANKCORPSOUTH, Jackson, Mississippi, to serve as successor Executor.

ITEM III.

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

FOR IDENTIFICATION:

B. Jones

Executor shall not exercise this discretion in a manner that will result in loss of, or decrease in, the marital deduction otherwise allowable in determining the federal estate tax due by my estate.

ITEM IV.

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

Where used throughout this Will, the terms "Executor," "Executrix," and "Administrator" may be used interchangeably and shall apply to whoever may be serving as personal representative of my estate, whether one or more than one, and to any successor Executor or Administrator.

ITEM V.

If my wife survives me, I give and bequeath to her outright, the following:

A. My automobiles and other vehicles, club memberships, clothing, jewelry, sport equipment and other personal effects.

B. My interest in the furniture, furnishings, decorations, silverware, china, pictures, linens, glassware and the like located in our home.

If my wife does not survive me, I give and bequeath the assets described in Paragraphs A and B to my children, in substantially equal shares, to be divided among them as they agree, or in the absence of such agreement as the Executor may determine.

ITEM VI.

I give, devise and bequeath the residue of my estate, real and personal, of whatsoever kind or character, and wheresoever located, to the Trustee of the "Ben

FOR IDENTIFICATION:

BLM

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

Except where specific property is devised or bequeathed, my Executor shall have discretion to select property to be distributed in satisfaction of any devise or bequest provided in this Will. In making a selection, my Executor is excused from any duty of impartiality with respect to the income tax basis of the property. However, my Executor shall not exercise this discretion or any other discretion in a manner that will result in loss of, or decrease in, the marital deduction otherwise allowable in determining the federal estate tax due by my estate. I authorize my Executor to exercise, at such times and in such manner as my Executor shall deem appropriate, any rights of election or other rights which are available to me or my estate in respect of the provisions of the Internal Revenue Code or of any other tax law.

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

FOR IDENTIFICATION:

_____ *blm*

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

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

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 23 day of May, 2003.

Ben Lloyd McMillon, Jr.
Ben ("Ben") Lloyd McMillon, Jr.

This instrument was, on the day and year shown above, signed, published and declared by BEN ("BEN") LLOYD McMILLON, JR. to be his Last Will and Testament in our presence, and we at his request, have subscribed our names as witnesses in his presence and in the presence of each other.

Lena C. Martin

Jackson, Miss.
Address

Virginia McDonald

Wesson, MS 39191
Address

AFFIDAVIT OF SUBSCRIBING WITNESSES

STATE OF MISSISSIPPI

COUNTY OF Shinds

This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the individuals whose signatures appear below (the "Affiants"), who being by me first duly sworn according to law stated on oath.

(1) That each of the Affiants is one of the subscribing witnesses to the foregoing Last Will and Testament of BEN LLOYD MCMLLON, who is personally known to each Affiant, and whose signature is affixed to the foregoing Last Will and Testament.

(2) That on the date specified below, the testator signed, published and declared the foregoing instrument of writing as the testator's Last Will and Testament, in the presence of both Affiants who acted as subscribing witnesses.

(3) That the testator was then and there of sound and disposing mind and memory, and well above the age of twenty-one (21) years.

(4) That the Affiants subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of the testator and in the presence of each other.

Virginia G. McDonald
Signature

Virginia G. McDonald
1009 Grove Street
Wesson, MS 39191

Leonard C. Martin
Signature

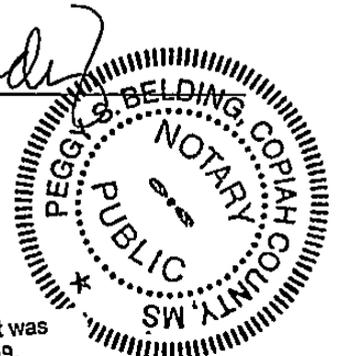
Leonard C. Martin
4268 I-55 North
Jackson, MS 39211

SWORN TO AND SUBSCRIBED BEFORE ME, this the 23rd day of

May, 2003.

My Commission Expires: _____

MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 18, 2007
BONDED THRU STEGALL NOTARY SERVICE



MADISON COUNTY MS This instrument was filed for record November 19, 2009.

Book 45 Page 99
ARTHUR JOHNSTON, C. C.
BY: Logan D.C.