

Last Will and Testament

of

DONNA J. WALBECK

I, **DONNA J. WALBECK**, of the City of Huron, Erie County, State of Ohio, being of full age, sound mind and memory, and under no restraint, do publish this, my *Last Will and Testament*, revoking all others heretofore made by me.

FIRST

FAMILY AND FIDUCIARY APPOINTMENTS

(A) Family and Background Information. I am widowed. I am a United States citizen.

I have no children.

(B) Inter Vivos Trust. The inter vivos trust agreement referred to hereafter in this Will is dated of even date herewith, by and between myself as Settlor and myself as Trustee.

(C) Appointment of Executor. I appoint as executor and successor executors (all hereafter referred to as executor, executors, fiduciary or fiduciaries) under this will, the following named persons or corporations, in the order named:

- Executor: 1.) my nephew, **THEODORE A. KING.**
- 2.) my nephew, **WALTER R. KING.**

(1) Succession of Fiduciaries. In the event either of my said nephews, **THEODORE A. KING** or **WALTER R. KING**, cannot serve for any reason, the other shall serve alone.

FILED
THIS DATE
NOV 19 2009
ARTHUR JOHNSTON, CHANCERY CLERK
BY *[Signature]* D.C.

[Handwritten Signature]

(2) No Bond or Accounting. I hereby excuse my fiduciary, his successor or successors, and any ancillary fiduciary, whether named herein or not, all hereafter referred to as my fiduciary, from posting any bond or other security.

SECOND

FUNERAL, LAST ILLNESS EXPENSES AND TAXES

(A) Expenses. Notwithstanding that my spouse survives me, I direct my executor to pay my funeral expenses (regardless of amount) and the expenses of my last illness from my estate

(B) Taxes.

(1) Payable from Residue. I direct that all estate, inheritance, succession, legacy, transfer and other death taxes or duties (by whatever name called), including any and all interest and penalties thereon, imposed under the laws of any jurisdiction by reason of my death (hereafter referred to as "said taxes"), upon or with respect to any and all property which is required to be included in my gross estate for the purpose of said taxes, whether such property passes under or outside of this will, shall be paid by my executor out of the residue of my estate in the same manner as expenses of administration and shall not be prorated or apportioned among or charged against the respective devisees, legatees, beneficiaries, transferees, or other recipients of any such property or charged against any property passing or which may have passed to any of them, and my executor shall not be entitled to reimbursement for any portion of any such tax from any such person.

THIRD

TANGIBLE PERSONAL PROPERTY

I give and bequeath to my nephew, THEODORE A. KING, my King Music Box.

I give and bequeath my silver quarters to my stepdaughter, DIANNE MIEARS.



The remainder of my tangible personal property I bequeath to my three nephews, THEODORE A. KING, WALTER R. KING and JEFFERY D. KING, in shares of approximately equal value, or all to the survivor, all my clothing, jewelry, heirlooms, furniture, household, garden and lawn furnishings, equipment and supplies, my fixtures, bedding, rugs, carpets, household goods, linen, silver, silverware, plate, china, glass, glassware, pictures, paintings, antiques, works of art, clocks, books, ornaments, personal effects, motor vehicles and boats (together with the equipment, furnishings and accessories for said motor vehicles and boats), and all other similar articles of tangible personal property owned by me at the time of my death, together with my interest in all property insurance policies or the proceeds therefrom (if payable as a result of an event occurring on the day of my death or thereafter) applicable to the assets bequeathed under this Fourth.

However, the bequests in this Item do not include: (i) cash on hand or on deposit in banks, (ii) bearer securities, (iii) any type of evidence of indebtedness, (iv) any life, health or accident insurance policies and (v) any gold or silver bullion, bars, other precious or strategic metals.

I may leave a memorandum containing suggestions as to the ultimate disposition of certain of the property bequeathed under this Item, but such memorandum shall not affect the absolute nature of the above bequests.

I direct my executor to pay from my residuary estate all storage, packing and transportation costs, insurance, customs duties of any country and use taxes charged by any jurisdiction, as well as all other charges incident to the preservation and distribution of any or all of my articles of tangible personal property.

A handwritten signature in cursive script, appearing to be the initials 'DW' or similar, located at the bottom center of the page.

FOURTH
RESIDUARY ESTATE

I devise and bequeath all of the rest, residue and remainder of my estate, real, personal and mixed, of whatever nature and wherever situated to which I am legally or equitably entitled, all of which is hereafter referred to as my residuary estate, to THEODORE A. KING, or his successor, Trustee of The DONNA J. WALBECK REVOCABLE LIVING TRUST dated July 8, 1993, as amended to be held, administered and distributed pursuant to the terms thereof, as the same may be amended from time to time. However, this devise and bequest of my residuary estate does not include any property over which I may have a power of appointment.

FIFTH
GRANT OF POWERS

(A) Powers. In administering my estate, I authorize and empower my personal representative (which term is synonymous with the words executor, his successor or successors, all of whom are hereafter referred to as my fiduciary, acting in his sole and absolute discretion:

(1) Distribute Income to an Individual. To distribute income to or for the benefit of an individual beneficiary, where (a) such distribution will reduce the amount of federal and state income taxes imposed on the distributed income, and (b) my fiduciary, in his or her sole discretion, determines such distribution to be in the best interest of my estate and the beneficiaries of my estate;

(2) Retain and Hold. To retain and hold any property or any undivided interest therein held in my estate, including stock options, regardless of any lack of diversification, risk or non-productivity, and whether or not the same constitutes "legal investments" under applicable law; to continue so holding, for as long as my fiduciary deems best, any investments received from me even though the same may be hazardous or doubtful or constitute any unduly large portion of my estate or be of a type constituting and unduly large portion of my estate; and at all times and from time to time to vary investments, whether existing at my death or made thereafter;

(3) Invest and Reinvest. To invest or reinvest my estate in any property or undivided interests therein, wherever located, including but not limited to bonds, notes, stocks of



corporations, personal property, real estate, or any interest therein, and interests in trusts including common trust funds, and to exercise any stock options, without being limited by any statute or rule of law concerning investments by trustees;

(4) **Sell, Exchange and Grant Options.** To sell, transfer, convey or otherwise dispose of, at public or private sale, for cash or credit, together or in parcels, any and all of the real or personal estate at any time included in my estate or owned by me at my death, including stock options; to sell real estate, notwithstanding that there may be personal property which might be sold; to grant options to purchase or acquire any such property and to determine the prices and terms of such sales, exchanges and options; and to execute such deeds and other instruments and to do such other acts as may be necessary or proper to vest a good and valid title, absolutely and in fee simple in the purchaser or purchasers thereof;

(5) **Lease and Sublease.** To execute leases and subleases of real and personal property, and each of them, even though the terms of such leases and subleases may extend beyond the termination of my estate, to subdivide or improve real estate and tear down or alter improvements, and repair, add to and replace the same; to grant easements, give consents and make contracts relating to real estate and personal property or their uses, and to release or dedicate any interest in real estate;

(6) **Borrow and Mortgage.** To borrow money, upon such terms and conditions as may be deemed advisable, including borrowing money to exercise stock options, but without individual liability for any borrowed funds; to renew from time to time any loan received in the exercise of the foregoing power or any loan existing at my death; and to mortgage, assign, hypothecate, pledge or otherwise dispose of any part or parts of the real or personal property from time to time included in my estate to secure the repayment of any sum or sums so borrowed or any loan renewed pursuant to the foregoing provisions, to mortgage any such real estate, notwithstanding that there may be personal property which might be affected; and to execute such notes and other instruments as may be necessary or proper for the exercise of these powers, and no mortgagee or pledgee shall be in any way answerable for the application, misapplication or nonapplication of any loan taken out pursuant to the foregoing powers or required to inquire into the power of my fiduciary to borrow the sum or sums loaned;

(7) **Conserve.** To take any action with respect to conserving or realizing upon the value of any estate property; and with respect to foreclosures, reorganizations or other changes affecting the estate property, to collect, pay, contest, compromise, or abandon demands of or against estate assets, wherever situated; and to execute contracts, notes, conveyances and other instruments, including instruments containing covenants and warranties binding upon and creating a charge against estate or trust assets, and containing provisions excluding personal liability;

(8) **Hold in Nominee Name and Without Indicating Fiduciary Ownership.** To hold securities or other properties in the name of a nominee or in another form not indicating the fiduciary ownership thereof, whether in bearer, unregistered or other negotiable form;



(9) **Employ Agents.** To employ servants, agents, accountants, attorneys, auditors, brokers, investment counsel, custodians, depositaries, consultants, other professional advisors, and proxies, with or without discretionary powers; to assist or perform any undertakings or actions authorized in this Will, charging expenses against income and principal or either of them as my fiduciary shall determine;

(10) **Appoint Proxies.** To appoint a proxy or proxies, with or without power of substitution, to vote shares of a corporation or association as directed or in such manner as such proxy or proxies shall deem best; to deposit securities with, and transfer title to committees representing security holders, and to participate in voting trusts, reorganizations and other transactions involving the common interest of security holders;

(11) **Participate in Reorganizations.** To participate in, assent to or disapprove any plan for the reorganization, consolidation, merger, winding up or readjustment of the indebtedness of any corporation or association and to take any and all action required by reason of participation in such plan, and to place stock or shares in voting trusts;

(12) **Allocate Between Income and Principal.** To determine the manner of ascertainment of income and principal, and the apportionment between income and principal of all receipts and disbursements;

(13) **Deal with Related Parties.** To enter into any transaction authorized by this Seventh (A) with the trustee or legal representatives of any other trust or estate in which a primary beneficiary or the remaindermen thereunder has any beneficial interest, even though any such trustee or legal representative is also the trustee hereunder,

(14) **Distribute in Cash or Kind and Non-prorata.** To make (at then fair market values) any distribution or division or pay any pecuniary legacy in cash or in kind or in both and to make non-prorata distributions to or among any beneficiaries;

(15) **Compromise or Submit to Arbitration.** To compromise or submit to arbitration any claim in favor of or made against my estate or any other matter in dispute;

(16) **Make Tax Elections.** To decide, in my fiduciary's sole discretion, whether to make the following tax elections;

(a) **File Returns.** To execute and file a income and gift tax return for the year in which my death occurs and for any prior years;

(b) **Determine Valuation Date.** To determine the date as of which my gross estate shall be valued for the purpose of determining the federal estate tax payable by reason of my death;



(c) **Elect Between Income and Estate Tax Deductions.** To decide whether all or any part of certain deductions shall be taken as income tax deductions (even though they may equal or exceed the taxable income of my estate and whether or not claimed or of benefit on my estate's income tax return) or as estate tax deductions (even though I may have no taxable estate) when a choice is available; and in the event that all or any part of such deductions are taken as income tax deductions, no adjustment of income and principal accounts in my estate shall be made as a result of such decisions;

(d) **Postpone Tax Payments.** To elect to postpone the payment of some portion or all of the taxes payable by reason of my death and, acting alone or in conjunction with any recipient of property passing as a result of my death, to make such arrangements regarding postponement or payment of such taxes as my fiduciary shall deem appropriate, including the payment of interest and the posting of bond as my fiduciary deems to be in the best interest of my estate and beneficiaries;

(e) **Minimize Taxes.** To take all such actions necessary to minimize taxes payable with respect to my estate, including the provisions applicable to such taxes in this Seventh (A)(16) of this will, but in so exercising his or her discretion, my fiduciary shall consider the taxes payable upon my spouse's death;

(f) **No Personal Liability.** My fiduciary shall incur no personal liability for any action taken or election made in good faith pursuant to any provision of this will and no beneficiary shall have any claim against my fiduciary, my estate or any other beneficiary by reason of any such action or election by my fiduciary;

(17) **Pay Expenses.** To deduct, retain, expend, and pay out of any money belonging to my estate any and all necessary or proper expenses in connection with the operation or conduct of my estate, including, but not limited to the expense of hazard insurance and public liability and other types of liability insurance; and to pay all taxes and other legal assessments, debts, claims, or charge which at any time may be due and owing by, or which may exist, against my estate;

(18) **Disclaimer.** To disclaim, in whole or in part, any interest in property for any reason, including but not limited to a concern that such property could cause potential liability under any federal, state, local or foreign environmental law;

(19) **Receive and Refuse Property.** To receive any property, real or personal, to be added to and commingled with my estate from my spouse or me or from any revocable trust created by me (and if my fiduciary consents in writing, from any other person) by lifetime or testamentary transfer or otherwise; provided, however, that my fiduciary, in his or her sole discretion, may require, as a prerequisite to accepting property, that the donating party provide evidence satisfactory and warrant to my fiduciary that: (a) the property is not contaminated by any hazardous or toxic materials or substances; and (b) the property is not being used and has never been used for any activities directly or indirectly involving the generation, use, treatment, storage, disposal, release, or discharge of any hazardous or toxic materials or substances;



(20) Exculpation. To be free from liability for any loss or depreciation in value sustained by my estate as a result of my fiduciary retaining any property upon which there is later discovered to be hazardous materials or substances requiring remedial action pursuant to any federal, state, local or foreign environmental law, unless my fiduciary contributed to the loss or depreciation in value through willful default, willful misconduct, or gross negligence;

(21) Indemnification. To withhold a distribution to a beneficiary, notwithstanding any contrary provision of this instrument, until receiving from the beneficiary as indemnification agreement in which the beneficiary agrees to indemnify my fiduciary against any claims filed against my fiduciary as an "owner" or "operator" under the Federal Comprehensive Environmental Response, Compensation and Liability Act of 1980, as from time to time amended, any regulation thereunder, or any comparable state, local or foreign statute or regulation;

(22) Create Separate Trust. To create a separate trust for any reason, including but not limited to one created to hold any properties suspected of containing or having received any hazardous waste;

(B) Word "Estate" Also Means Trust. As used in Fifth (A)(1) through (22), above, the word "estate," other than when used in the phrases "real estate," "gross estate," or "estate tax," shall also mean any trust created by this will.

SIXTH

MISCELLANEOUS PROVISIONS

(A) Captions. The underlined captions set forth in this will at the beginning of the various subdivisions hereof are for convenience of reference only and shall not be deemed to define or limit the provisions hereof or to affect in any way their construction and application.

(B) References in Will to Sections and Chapters are to Tax Law. Unless otherwise specified, all references in this will to section and chapter numbers are to those of the United States Internal Revenue Code of 1986, as amended or as said Code may hereafter be amended from time to time or to the corresponding provisions of any future United States (federal) tax laws or codes applicable to my estate.



(C) Masculine, Feminine and Neuter Interchangeable; Singular Includes Plural.

Wherever a personal pronoun is to be used to refer to any of the parties described above, either the masculine or the neuter form of said pronoun may be used, even though the person to whom it applies is a female. When the context so requires, the masculine, feminine and neuter genders shall be used interchangeably and where required by the sense hereof and the singular shall include the plural and vice versa.

SEVENTH

CONTENTS OF WILL, TESTIMONIUM AND ATTESTATION PROVISIONS

(A) Contents of Will. This will consists of seven (7) articles (including this one).

(B) Testimonium and Attestation Provisions. In Witness Whereof, I have hereunto set my hand and seal this 21 day of Feb, 2003.

Donna J. Walbeck
DONNA J. WALBECK, Testatrix

We hereby certify that DONNA J. WALBECK, the Testatrix named in the foregoing instrument of writing, subscribed her name thereto on this day, in our presence, and to us declared the same to be her Last Will and Testament; that we subscribe our names hereto as witnesses in the presence and at the request of said Testatrix, and in the presence of each other, and that at the time of the execution of said instrument as aforesaid and of our subscribing the same as witnesses, the said Testatrix was of sound and disposing mind, to the best of our knowledge, information and belief.

Witness our hands at Sheffield Village, Lorain County, State of Ohio, this
21st day of February, 2003.

Marcia A. DeJonge Residing at LaGrange, Ohio

Larry D. Alderman Residing at Cuyahoga, Ohio

This document prepared by:
Baumgartner & O'Toole
Attorney Larry D. Alderman
5455 Detroit Rd.
Sheffield Village, OH 44054
Phone: (440) 930-4001

FIRST AMENDMENT TO
DONNA J. WALBECK REVOCABLE LIVING TRUST AGREEMENT

This Amendment is made this 21 day of Feb, 2003, by and between DONNA J. WALBECK, hereinafter referred to as *TRUSTOR*, and DONNA J. WALBECK, hereinafter referred to as *TRUSTEE*,

WITNESSETH:

WHEREAS, the *TRUSTOR* heretofore entered into a Trust Agreement dated July 8, 1993, and WHEREAS, Article I, Letter C., thereof authorizes amendment of such trust agreement, and WHEREAS, the *TRUSTOR* now desires to amend said Trust Agreement.

NOW, THEREFORE, DONNA J. WALBECK, as *Trustor*, and DONNA J. WALBECK, as Trustee agree as follows:

1. Revoke Article III, ADMINISTRATION OF TRUST ESTATE, Number (4), on page 4 in its entirety and substitute the following article in its entirety:

(4) Trust Division: At the time of division the Trustee shall divide the remaining trust assets to my nephews, THEODORE A. KING, WALTER R. KING and JEFFERY D. KING, in three equal shares. If, however, any of my said nephews predecease me or fail to survive me by thirty (30) days, then the share of such deceased nephew shall pass to such deceased nephew's surviving spouse. If, however, there is no surviving spouse then to such deceased nephew's children, in equal shares.

The aforesaid Trust Agreement of July 8, 1993, as hereby amended shall continue in full force and effect, with the right reserved in the undersigned as *TRUSTOR* to amend, alter or revoke said Trust Agreement as provided therein.

IN WITNESS WHEREOF, DONNA J. WALBECK, TRUSTOR and DONNA J. WALBECK, TRUSTEE, has hereunto set her hand to duplicate copies this 21 day of Feb., 2003.

In the presence of:

TRUSTOR:

Marcia A. DeJonge
Larry D. Alderman

Donna Walbeck
DONNA J. WALBECK

TRUSTEE:

Marcia A. DeJonge
Larry D. Alderman

Donna Walbeck
DONNA J. WALBECK

State of Ohio

Ss:

Lorain County

On this 21st day of February, 2003, before me, a Notary Public within and for said County and State, personally appeared DONNA J. WALBECK, to me known to be the person described in and who executed the foregoing instrument as TRUSTOR and TRUSTEE, and acknowledged that she executed the same as her free act and deed.

Larry D. Alderman
Notary Public

LARRY D. ALDERMAN ATTORNEY AT LAW
Notary Public-State of Ohio
My Commission Has No Expiration Date
Section 147 03 R.C.

Certificate of Trust

Notice to Financial Institutions:

We have created a Revocable Living Trust for our family and heirs. We request that our account(s) be transferred into the name of our trust:

Trust Name: Donna J Walbeck Revocable Living Trust Agreement

Current Trustees are: 1) Donna J Walbeck
or 2) _____
or 3) _____

In the event of my/our disability or death and the current trustees are no longer able to manage this trust estate or the trustees have died, the following successor trustee(s) shall be placed in charge as trustees of our trust with full authority:

Successor Trustee: Theodore A. King Relationship Nephew
(if deceased then!)
~~Co~~-Successor Trustee or 1) Walter R. King Nephew
Co-Successor Trustee or 2) _____
Co-Successor Trustee or 3) _____

No other form is required to authorize successor trustees to manage funds placed in your institution other than the financial institution may request a copy of the trust declaration for your file.

IN WITNESS WHEREOF, the parties hereto have executed a Revocable Living Trust

Document dated: July 7th 1993

Grantor/Trustee: Donna J Walbeck Witness: David Clinton Allen

Grantor/Trustee: _____ Witness: Joe Wintaker

Sworn and signed before me, a notary public, by DONNA J. WALBECK, who stated that this was his/her voluntary act and deed.

MADISON COUNTY MS This instrument was
filed for record November 19, 2009.
Book 45 Page 106
ARTHUR JOHNSTON, C. C.
BY: Signatures D.C. 

My commission ends: 4-30-98 David Clinton Allen
Notary Public

FILED
 THIS DATE
 NOV 20 2009
 ARTHUR JOHNSTON, CHANCERY CLERK
 BY *Kim Sullivan* D.C.

LAST WILL AND TESTAMENT

2009-1536-G1

OF

MARGARET S. FAIR

I, MARGARET S. FAIR, an adult resident citizen of Madison County, Mississippi, being of sound and disposing mind and memory, do hereby make, publish, and declare this to be my Last Will and Testament ("Will"), hereby revoking all Wills and Codicils heretofore made by me.

**ARTICLE I.
 PAYMENT OF DEBTS AND EXPENSES**

I direct that all of my just debts (except for debts secured by a mortgage or deed of trust on real property), all expenses of my last illness, my funeral expenses, and the expense of erecting a grave marker at my grave be paid as soon after my death as conveniently can be done.

**ARTICLE II.
 APPOINTMENT OF FIDUCIARIES**

A. I hereby appoint my grandson, William H. Barbour III, as Executor of my Will and estate. In the event that he should be or become unable or unwilling to serve in such capacity, I hereby appoint my daughter, Margaret Fair Devries, as successor Executor of my Will and estate. Although I have full trust and confidence in the ability of my daughter to serve as Executor of my Will and estate, I have designated my grandson, William H. Barbour III, as my initial Executor since my daughter does not live in the State of Mississippi, and since my said grandson does live in central Mississippi.

B. I am going to name a Trustee and a succession of Trustees of any and all trusts created under the provisions of my Will. However, unless my daughter, Margaret Fair Devries and one of her children should predecease me, no trust shall be created for my daughter nor any descendant of Margaret Fair Devries. This occurs since I have made outright bequests and/or devises to my daughter, if she survives me, or if not, to her children. My daughter, Stewart Fair Barbour, has predeceased me, and unless one of her children should predecease me, no trust shall be created for any descendant of Stewart Fair Barbour. In the highly unlikely event that a trust is to be created under the terms and provisions of this Will, then I hereby appoint Margaret White Moore as the Trustee of any trusts created for the descendants of Margaret Fair Devries, and I hereby appoint Katherine White as Trustee of any trusts created for the descendants of Margaret Fair Devries in the event that Margaret White Moore should be unable or unwilling to serve in

Margaret S. Fair

 MARGARET S. FAIR

such capacity. In the event that it should be necessary to create a trust for any of the descendants of Stewart Fair Barbour, I hereby appoint the following persons to serve as Trustees for any of the descendants of Stewart Fair Barbour: Fair Barbour Hurst, or if unable or unwilling to serve, then William H. Barbour III, or if unable or unwilling to serve, then Charles Frank Fair Barbour.

**ARTICLE III.
FAMILY MEMBERS**

A. My husband, Charles D. Fair, has predeceased me. I have one (1) daughter now living, and she is Margaret Fair Devries. My daughter, Stewart Fair Barbour has predeceased me. I have two (2) grandchildren by my daughter, Margaret Fair Devries, who are Margaret White Moore and Katherine White. I have three (3) grandchildren by my daughter, Stewart Fair Barbour, who are Fair Barbour Hurst, William H. Barbour III, and Charles Frank Fair Barbour.

B. For purposes of this Will, a child adopted by one of my grandchildren shall be considered in all respects as a natural child of the adopting parent only if that child is legally adopted prior to attaining the age of three (3) years. Notwithstanding the foregoing, in the event that any descendant of mine is adopted by another descendant of mine, such adopted descendant shall not be deemed to be a natural child of the adopting descendant, but instead shall remain, for purposes of construing this Will, as a child of his or her natural parent. Except as specified in this Paragraph B, no adopted person shall be considered in all respects as a descendant of mine.

**ARTICLE IV.
BEQUESTS OF PERSONAL PROPERTY**

A. I give and bequeath unto my daughter, Margaret Fair Devries, in the proportion of an undivided one-half (1/2) interest, and I hereby give and bequeath unto my grandchildren, Fair Barbour Hurst, William H. Barbour III, and Charles Frank Fair Barbour, in the proportion of an undivided one-half (1/2) interest, to be divided among them, all of my strictly personal belongings, consisting of jewelry, clothing, other wearing apparel, and similar tangible property owned by me at the time of my death. I direct that any automobile owned by me at the time of my death be sold or either allocated by my Executor, if requested by one of my beneficiaries, to such beneficiary as a part of the residuary portion of my estate passing to such beneficiary. I give and bequeath all of my interest in the furniture, furnishings, and effects located in my present apartment at Apartment No. 335, The Orchard, located at 600 South Pear Orchard Road, Ridgeland, Mississippi, or any successor place of residence, as follows: an undivided one-half (1/2) interest therein to Margaret Fair Devries, and an undivided one-half (1/2) interest therein to be divided among Fair Barbour Hurst, William H. Barbour III, and Charles Frank Fair Barbour. In the event that Margaret Fair Devries should predecease me, her undivided one-half (1/2) interest shall be distributed, outright and free of trust, to her children, Margaret White Moore, and Katherine White. In the event that any of the children of Stewart Fair Barbour should predecease me, I give and bequeath such one-half (1/2) interest in the above-described property,

Margaret S. Fair
MARGARET S. FAIR

in equal shares, to the surviving children of Stewart Fair Barbour. In such event, I request that such surviving children share certain of the tangible personal property described in this paragraph with the child or children of the deceased child of Stewart Fair Barbour.

B. In the event the beneficiaries hereunder shall be unable or unwilling, for any reason, to agree upon a division of said tangible personal property, my Executor shall have full power and authority to prescribe the method of making division thereof, in such manner as the Executor shall deem equitable in the Executor's sole and absolute discretion.

**ARTICLE V.
RESIDUARY ESTATE**

A. I give, devise, and bequeath all of the rest, residue, and remainder of my property, real, personal, and mixed, including all failed and lapsed legacies (collectively, my "Residuary Estate"), as follows:

1. One-half (1/2) thereof to Margaret Fair Devries, if she survives me. If Margaret Fair Devries does not survive me, then her one-half (1/2) share of my Residuary Estate shall be distributed, in equal shares, to her daughters, Margaret White Moore and Katherine White, but if either of them is then deceased, her share shall then be distributed to her then living descendants, per stirpes, or if none, to the then living child of Margaret Fair Devries.

2. One-half (1/2) thereof to be distributed, in equal shares, to Fair Barbour Hurst, William H. Barbour III, and Charles Frank Fair Barbour. If any of those grandchildren is then deceased, his or her share of my Residuary Estate shall be distributed to his or her then living descendants, per stirpes, or if none, to my other then living children (or if some other child is then deceased, to his or her then living descendants).

B. In the event that any beneficiary under this Will becomes entitled to a portion of my Residuary Estate, and if such beneficiary is under the age of thirty (30) years, I direct that his or her share be held in trust under the terms and provisions set forth hereafter. The assets directed to be held in trust for any such descendant of mine shall be invested and reinvested by the Trustee, and the Trustee is hereby authorized to pay such part or all of the net income of the trust to or for the benefit of the beneficiary for his or her health, education, support, and maintenance. The Trustee is authorized to distribute either income, or principal, or both, to accomplish the aforesaid objectives. To the extent that the Trustee does not deem it necessary to distribute all of the income to or for the benefit of such beneficiary, any such undistributed income shall be added to principal. Each such trust created for a beneficiary shall terminate and be distributed to the beneficiary as and when such beneficiary attains the age of thirty (30) years. If such beneficiary dies before attaining the age of thirty (30) years, the Trustee shall distribute the then principal and accrued income of such trust to the Executor or administrator of such beneficiary's estate to be held, administered, and distributed as a part thereof.

Margaret S. Fair
MARGARET S. FAIR

ARTICLE VI.
PAYMENT OF TAXES AND ADMINISTRATIVE EXPENSES

A. Except as otherwise provided in this Article, I hereby direct my Executor to pay all estate taxes ("Death Taxes"), as that term is hereinafter defined in Paragraph C of this Article, out of the property passing under Article V of this my Will. It is my intention that Death Taxes shall not be charged to or against any recipient, beneficiary, transferee, or owner of any such property or interests in property included in my estate for such tax purposes, except as provided in the following provisions of this Article.

B In the event that any property or assets are included in my estate for estate tax computation purposes and do not pass under the terms and provisions of this Will, the Death Taxes imposed on such property shall be allocated in the manner provided under the Mississippi Uniform Estate Tax Apportionment Act. An example of the type of property which might be included in my estate for estate tax computation purposes but which would not pass under the terms of this Will shall include, but not be limited to, (1) assets in a joint account with some other person, (2) life insurance proceeds payable to a beneficiary other than my estate, (3) gifts, in excess of the annual per donee exclusion, made by me within three (3) years of my death to one beneficiary but not to all beneficiaries under this Will, (4) Death Taxes on Qualified Retirement Benefits, and (5) property included in my estate under Sections 2035, 2036, or 2038 of the Code but not passing under the terms and provisions of this Will.

C. For purposes of this Will, the following terms are defined as follows:

1. The term "Death Taxes" means any estate, inheritance, and other similar taxes and duties, and interest and penalties thereon, that the United States or any State or subdivision thereof (and, to the extent my Executor determines, any foreign government or subdivision thereof) imposes by reason of my death, but shall exclude (a) any additional tax under Section 2032A(c) of the Code, (b) any tax under Section 2056A of the Code, and (c) any generation-skipping transfer taxes.

2. The term "Qualified Retirement Benefits" means amounts held in or payable to a plan (of whatever type) qualified under Section 401(a) of the Code or Section 403(a) of the Code, an individual retirement arrangement under Section 408 of the Code, or a tax-sheltered annuity under Section 403(b) of the Code.

D. I direct that all fees and expenses of administration of my estate that are not taken as deductions on my federal estate tax return (Form 706) shall, to the extent possible, be paid from the income generated by assets that will pass under the provisions of Article V of this Will. To the extent that such income is not sufficient for the payment of said fees and expenses of administration, I direct that the fees and expenses of administration that are not taken as

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deductions on my federal estate tax return (Form 706) shall be allocated against the principal of the property passing under Article V of this Will.

**ARTICLE VII.
FIDUCIARY POWERS**

A. During the period of administration of my estate, my Executor shall have all of the powers with reference to my estate and my estate assets that a Trustee has with respect to a trust and trust assets under the Uniform Trustees' Powers Law, Chapter 372, Mississippi Laws of 1966 (Section 91-9-101, et seq., Mississippi Code of 1972), as such statute may now or hereafter be amended.

B. In addition to the powers afforded to my Executor by the Uniform Trustees' Powers Law, I specifically grant to my Executor the following powers, by way of illustration and not of limitation:

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

2. To litigate, compound, or settle inheritance, estate, transfer, or succession taxes assessed by reason of my death, and gift, income, or other taxes assessed against me or my estate; and to make deposits to secure the payment of any taxes.

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

4. To make elections permitted by any tax law as to the filing of joint returns and the consenting to have gifts made by another treated as being made in part by me.

5. To make any and all other elections permitted by any tax law applicable to the estate and, in the discretion of the Executor, to make or not make adjustments among the beneficiaries as to the income or principal of the estate as a result of the exercise of such election(s).

6. Notwithstanding any other provision contained in this Will to the contrary, I hereby authorize and empower my Executor to sell any real property or personal property owned by me at the time of my death except such real or personal property as may be specifically devised or bequeathed hereinabove in this Will. My Executor is hereby authorized and empowered to determine whether to sell any such property, and if so, the terms and

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conditions of such sale. In the event of any such sale, it shall not be necessary for my Executor to give notice to any beneficiaries under this Will nor to any Trustee of any trust created hereunder, nor to any beneficiaries of any trust created hereunder, it being my intention and direction that my Executor be authorized and empowered to sell any such property without the necessity of notice to, or joinder by, any beneficiary under this Will or any beneficiary of any trust created under this Will.

C. The trusts specified herein are intended to be within the definition of a "trust" as set forth in the Uniform Trustees' Powers Law, reference to which is again hereby made, and the Trustee shall have all of the powers afforded to trustees in and by the terms and provisions of said statute, as now or hereafter amended.

D. During the period of administration of the trust, the Trustee shall determine the principal and income of the trust by following the rules established under the Revised Uniform Principal and Income Law, pursuant to Section 91-17-1, et seq., Mississippi Code of 1972.

E. In addition to all other powers granted to my Trustee under the provisions of this Will, my Trustee shall have the power to retain any property owned by me at the time of my death and received by the Trustee from the Executor for such periods as the Trustee shall in the Trustee's sole discretion determine, whether or not the same be income producing and whether or not the same would violate general trust law and rules regarding the diversification of assets. To the extent that stock or other interests in business entities owned in common with my family members, including my children and more remote descendants, is included in my estate, it is my opinion, based upon facts and circumstances known to me at this time, that my Executor and Trustee should continue to retain such assets in my estate and trusts hereunder until a significant change in circumstances occurs which would dictate the disposition of such assets.

F. The Trustee, or a majority of the existing adult income beneficiaries of any trust or trusts created hereunder, shall have the power and authority to change the trust situs of any trust created under this Will to such jurisdiction as the Trustee or a majority of such existing adult income beneficiaries deems appropriate, or such jurisdiction as would be in the best interest of all or a majority of the beneficiaries of such trust or trusts. In any such case, the Trustee or a majority of the existing adult income beneficiaries of any such trust or trusts shall also have the authority to remove the Trustee and to appoint a successor corporate Trustee that has its principal office in such other jurisdiction, and that is not related or subordinate, as those terms are defined in Section 672(c) of the Code, to the beneficiary making such appointment. In addition, the Trustee or a majority of the existing adult income beneficiaries of such trust or trusts shall have the right, in changing the trust situs, to determine whether the law of the state to which the trust situs has changed shall thereafter govern the construction and interpretation of the provisions of any trust created under this Will. In the event of any conflict between the exercise of the aforesaid powers granted to the Trustee and a majority of the existing adult income beneficiaries of any such trust, a decision made by a majority of the existing adult income beneficiaries of any

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such trust shall govern. Notwithstanding the foregoing, neither the Trustee nor a majority of the existing adult income beneficiaries of any such trust or trusts shall have the power or authority to change the trust situs or to determine that the law of the state to which the trust situs has changed shall thereafter govern if to do so would materially alter the beneficial interests in the trust.

G. If at any time the Trustee determines that the value of any trust under this instrument is \$100,000 or less in terms of dollars at the date of execution of this Will, as such may be subsequently adjusted by whatever consumer price index the Trustee deems appropriate, the Trustee may, in the Trustee's discretion, distribute that trust, as then constituted, to the beneficiary or beneficiaries, at that time, of the current income and, if there is more than one beneficiary, in the proportions in which they are beneficiaries. However, if there is more than one beneficiary to whom the current income of any trust could then be paid and if their interests are indefinite, the Trustee shall distribute the trust, per stirpes, to such of those beneficiaries as are descendants of mine or, if no beneficiary is a descendant of mine, to those beneficiaries in equal shares.

H. Notwithstanding any other provision contained in this Will to the contrary, any beneficiary, or the duly appointed executor or administrator of the estate of any beneficiary of my estate or any trust estate hereunder, shall have the right and power to disclaim irrevocably such beneficiary's interest in my estate or such trust estate, by written notice delivered to the holder of the legal title to the property to which such interest relates at any time prior to the acceptance by or on behalf of such beneficiary of such interest or any of its benefits, and within nine (9) months of the date of my death or such later period as may be permitted by the Internal Revenue Code in the future. Upon receipt of such written notice, such interest shall be administered in accordance with the provisions hereof as though such beneficiary had predeceased me and as otherwise provided in this Will. In such event, then my Executor and Trustee are hereby authorized to segregate any disclaimed property and income earned thereon from other assets to comply with Section 2518 of the Code and any regulations promulgated thereunder. In the event that any beneficiary should disclaim or release an above-described interest more than nine months after the date of my death, such disclaimer or release shall take effect as of the date of such disclaimer or release, and my estate, if it is still open, or any trust estate created hereunder, shall be administered and distributed as though such beneficiary had died as of the date of such disclaimer or release.

I. 1. Notwithstanding any other provision contained in this Will to the contrary, whenever it is provided that there shall be a partial or total termination of a trust at a time when a beneficiary attains a certain age, if the beneficiary who attains such age is under a legal disability, the trust assets that would otherwise be distributed to such beneficiary as a result of such age attainment shall instead continue to be held in trust until such beneficiary is removed from such legal disability. However, if the interest of such beneficiary in the trust has not vested prior to the time that such beneficiary attains such required age, the interest of the beneficiary in the trust property that is directed to be distributed to such beneficiary upon the attainment of a

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specified age shall then be vested in such beneficiary notwithstanding that the trust property continues to be held in trust because of the legal disability of such beneficiary.

2. In addition to the legal disability of a beneficiary, the Trustee is authorized to withhold distributions to a beneficiary and/or defer the termination of any trust created herein, either partially or wholly, if the Trustee is of the opinion that distributions should not be made to a beneficiary and/or the trust should not be terminated at the time specified herein for any of the following reasons: (1) such beneficiary is suffering from some addiction, such as alcoholism, drug addiction, or gambling; (2) such beneficiary has suffered financial reversals such as to render him or her in danger of becoming insolvent or becoming bankrupt, or has exhibited an inability to handle and manage his or her financial affairs; (3) such beneficiary is in a marital situation or other family situation whereby the Trustee feels that it would not be in his or her best interest to make distributions to the beneficiary or permit a termination of the trust; or (4) such beneficiary is otherwise incompetent or incapable of managing his or her financial affairs. The Trustee may withhold distributions to the beneficiary and/or defer a termination of the trust until such time as the Trustee is of the opinion that such situation or condition that warrants the withholding of distributions or deferral of the termination no longer exists. I have placed great reliance and responsibility upon my Trustee in this regard. In the event that the Trustee uses the Trustee's good faith judgment in connection with the withholding of distributions or deferral of the termination of the trust under this paragraph, the Trustee shall not be liable to such child nor to any other beneficiary for using the Trustee's good faith judgment and withholding distributions and/or deferring a termination of the trust.

J. The Trustee may consolidate and merge for any purpose a trust created under this Will with any other trust which contains substantially the same provisions as that trust, and is administered for the same beneficiary or beneficiaries by the same Trustee. The Trustee may thereafter administer such consolidated and merged trusts as one unit. If such consolidation and merger does not appear desirable or feasible, the Trustee may consolidate the property of such trusts for purposes of investment and administration while retaining separate records and accounts for the separate trusts. The power to consolidate and merge trusts hereunder may be exercised by the Trustee at any time and from time to time, and may be used to modify or reverse the prior exercise of a power to divide trusts provided under this Will, but only to the extent that such action by the Trustee shall create no adverse estate, gift, or generation-skipping transfer tax consequences.

K To divide, in the discretion of my Executor or Trustee, any trust established by this instrument, at any time, into two or more separate trusts so that the federal generation-skipping transfer tax inclusion ratio (as defined in Section 2642(a) of the Code) for each trust shall be either zero or one. Any such separate trusts shall have the identical provisions as the original trust.

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L. During the continuance of the trusts under this Will, my Trustee shall render not less frequently than annually statements of account to the beneficiary or beneficiaries then entitled to current income. If a current income beneficiary of a trust has lineal descendants who are also current income beneficiaries of the same trust, then only the oldest generation of that family shall be entitled to the annual statements of account. In the event that any person entitled to statements hereunder is a minor or otherwise legally incapacitated, such statements are to be rendered to the guardian of or the individual with whom such person resides. The statements shall show all receipts and disbursements and a list of all assets held as of the closing dates of the accountings. In the event that any person entitled to statements hereunder is below the age of twenty-five (25) years, then it shall not be necessary that the Trustee furnish accountings to said beneficiary. Except as otherwise provided herein, it shall not be necessary that the Trustee furnish accountings either during the continuance of the trusts or upon the termination of the trusts, and I expressly waive any requirements of law or otherwise that accountings be filed with any court, except upon the written request of any individual having an interest in the trusts or by the voluntary action of the Trustee.

M. Notwithstanding any other provision contained in this Will to the contrary, the trusts under this Will shall terminate not later than twenty years and eleven months after the death of the last survivor of my descendants living on the date of my death, at the end of which period the Trustee shall distribute each remaining portion of the trust property to the beneficiary or beneficiaries, at that time, of the current income and, if there is more than one beneficiary, in the proportions in which they are beneficiaries. However, if there is more than one beneficiary to whom the current income of any trust could then be paid and if their interests are indefinite, the Trustee shall distribute the trust, per stirpes, to such of those beneficiaries as are descendants of mine or, if no beneficiary is a descendant of mine, to those beneficiaries in equal shares.

N. None of the beneficiaries hereunder shall have any power to sell, transfer, convey, pledge, encumber, or in any other manner alienate their interest in either the income or principal of this estate or of any trust created hereunder. In addition, all sums payable to such beneficiaries hereunder, whether income or principal, shall be free and clear of the debts, contracts, alienations, and anticipations of the beneficiaries and shall not be subject to be taken, by any process whatsoever, by the creditors of any beneficiary.

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

**ARTICLE VIII.
SIMULTANEOUS DEATH PROVISIONS**

If any legatee or devisee under this Will shall die simultaneously with me or under such circumstances as to render it difficult or impossible to determine who predeceased the other, I

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hereby declare that I shall be deemed to have survived such legatee or devisee. The provisions of my Will shall be construed upon these assumptions, notwithstanding the provisions of any law establishing a different presumption of order of death or providing for survivorship for a fixed period as a condition of inheritance of property.

**ARTICLE IX.
FIDUCIARY PROVISIONS**

A I hereby relieve my Executor, any successor Executor, my Trustee, and any successor Trustee from giving bond or from having the statutory appraisal made of my estate. Further, I hereby waive the requirement of the filing of an inventory of my estate as otherwise required by statute, and I hereby waive the statutory accounting which would otherwise be required under Mississippi law. Notwithstanding the foregoing, I recognize that it may become necessary for the assets of my estate to be appraised for estate tax purposes. Also, even though I have waived the filing of the statutory inventory and the statutory accounting required by Mississippi law, I hereby provide that any beneficiary shall have the right to require my Executor to make all accounting records of my estate available to such beneficiary and to also make any other pertinent information available. To the extent that any beneficiary requests that the statutory accounting or inventory be made, then I hereby direct my Executor to proceed with making the statutory accounting and/or inventory as required by state law.

B. 1. An individual Executor shall not be entitled to compensation for the Executor's services. Notwithstanding the foregoing, my Executor shall be entitled to reimbursement for reasonable expenses incurred in connection with the performance of the duties of Executor.

2. An individual Trustee shall not be entitled to compensation for the Trustee's services. Notwithstanding the foregoing, my Trustee shall be entitled to reimbursement for reasonable expenses incurred in connection with the performance of the duties of Trustee.

C. A Trustee may resign at any time by giving at least thirty (30) days written notice of such resignation to the beneficiary or beneficiaries then entitled to current income. If a current income beneficiary of a trust has lineal descendants who are also current income beneficiaries of the same trust, then only the oldest generation of that family shall be entitled to the notice of resignation. In the event that any person entitled to notice hereunder is a minor or otherwise legally incapacitated, such notice shall be given to the guardian of or the individual with whom such person resides. In the event that no successor Trustee is named herein at the time of such resignation, a successor Trustee shall then be appointed according to the provisions of Section 91-9-203 of the Mississippi Code of 1972 Annotated. The resigning Trustee shall deliver to the successor Trustee, within a reasonable time, all property comprising the trust, accompanied by a written accounting.

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D. Any successor Executor or Trustee shall have all of the rights, powers, and discretions given to, and shall be subject to all of the limitations imposed upon, the initial Executor or Trustee without any act of conveyance or transfer, except as may otherwise be provided in this Will. Further, a successor Trustee shall have no obligation to investigate any breach of trust of a predecessor Trustee, nor shall be liable for same. Notwithstanding this provision, the successor Trustee shall investigate any breach of trust brought to its attention by any beneficiary and, in the case of any question involving the expenditure of funds, shall use the Trustee's own judgment or shall seek instructions from an appropriate chancery court.

**ARTICLE X.
DEFINITIONS**

A. Descendants Per Stirpes. When any devise or bequest made herein or any trust or any item of a trust created herein is to be distributed or allocated to a person's "descendants per stirpes" under this Will, the devise or bequest or the trust or item shall be divided into as many equal shares as the person has (1) then living children and also (2) a deceased child or children who leave surviving children. Each share for a child shall be allocated to the child, and each share for a deceased child with then living descendants shall then be divided into separate shares, with one share being allocated for each child of the deceased child. For example, if a person has died and leaves three living children and two deceased children with one deceased child having two then living children and with the other deceased child having no children, then the trust shall initially be divided into four shares, with one share being allocated to each of the three then living children, and with one share being allocated to the two children of the deceased child with children so that each of them shall then divide the one-fourth share equally between them thereby resulting in each receiving a one-eighth share. The shares ultimately so divided and determined shall then be distributed or allocated as provided under this Will.

B. Health. For purposes of this Will, the term "health" shall include, but not be limited to, all expenses of health care providers net of insurance benefits paid to or for the beneficiary, such as hospital charges, physician service fees, lab charges, ambulance, nursing care at any location, physical and psychological therapy, drugs and the like, health insurance premiums for a beneficiary, as well as all costs of an extended health care facility, including an entrance fee or endowment fee (whether refundable or not), interest free loan, and other forms of capital charge, as well as monthly assessments and other periodic charges.

C. Education. For purposes of this Will, the term "education" includes, but is not limited to, private schooling at the pre-elementary, elementary, and secondary school level, vocational, college, graduate, and professional education, and specialized or vocational training. The term "education" also includes any interest in a prepaid qualified state tuition program. Educational expenses shall also include, but are not limited to, room, board, tuition, uniforms, student activity fees, athletic fees, insurance expenses, reasonable transportation expenses, and

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any other expenses that contribute to the beneficiary's successful completion of his or her schooling, such as tutors or special instructors, if necessary.

D. Executor. For purposes of this Will, the term "Executor" shall be deemed to refer to my Executor and any successor Executor.

E. Trustee. For purposes of this Will, the term "Trustee" shall be deemed to refer to any Trustee or successor Trustee.

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

G. Gender. Throughout this Will, the singular shall include the plural, the plural shall include the singular, and the masculine gender shall include the neuter and feminine gender, and vice versa.

H. Captions. The descriptive captions above the various articles and at the beginning of certain paragraphs of this Will have been included to facilitate internal referencing only and, accordingly, such captions are not to be used in construing the substantive effect of the language of such articles or paragraphs.

IN WITNESS WHEREOF, I have hereunto set my hand and seal to this my Will on the 20 day of Nov., 2006.

Margaret S. Fair
MARGARET S. FAIR

WITNESSES:

Jay Baird
Shirley L. Timmer

ATTESTATION

We, the undersigned, as subscribing witnesses, do hereby acknowledge and affirm that the foregoing written instrument was exhibited to us by MARGARET S. FAIR as her Will, that she signed the same in our presence and in the presence of each of us, and that we, at her request, and in her presence and in the presence of each other, hereto affixed our signatures as subscribing witnesses thereto, this the 20th day of November, 2006.

Jay Smith
Florence L. Timmer

PROOF OF WILL

STATE OF MISSISSIPPI

COUNTY OF HINDS

We, Jay A. Travis III and Florence L. Timmer, on oath state that we are the subscribing witnesses to the attached written instrument dated the 20th day of November, 2006, which has been represented to be the Will of MARGARET S. FAIR ("Testatrix"), who stated that she had a fixed place of residence in Madison County, Mississippi. On the execution date of the instrument, the Testatrix, in our presence and in the presence of each of us, signed the instrument at the end thereof and declared the instrument to be her Will, and requested that we attest to the execution thereof whereupon, in the presence of the Testatrix and in the presence of each other, each of us signed our respective names as attesting witnesses. At the time of the execution of the instrument, the Testatrix was over eighteen (18) years of age, and in our opinion was of sound mind, in full possession of her mental faculties, and acting without undue influence, fraud, or restraint.

DATED this 20th day of November, 2006.

Jay A. Travis III
Signature of Witness
2465 SAND RIDGE DR
Street Address
JACKSON, MS 39211
City and State

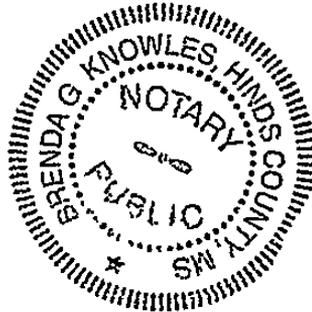
Florence L. Timmer
Signature of Witness
5535 Ridgewood RD.
Street Address
Jackson MS 39211
City and State

Subscribed and sworn to before me on this the 20th day of November, 2006.

Brenda Knowles
NOTARY PUBLIC

My Commission Expires:
MY COMMISSION EXPIRES SEPTEMBER 24, 2007

Jackson 1692804v 1



MADISON COUNTY MS This instrument was filed for record November 20, 2009.

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ARTHUR JOHNSTON, C. C.

BY: [Signature] D.C.



2009-1451

LAST WILL AND TESTAMENT
OF
JEAN WHITE LOWE

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

ITEM I.

I appoint my daughter, SARA ELIZABETH LOWE, of New York, New York as Executrix of my Estate under this Will. I direct my Executrix to pay all of my just debts and obligations which may be probated, registered and allowed against my estate as soon as may be conveniently done.

ITEM II.

A. I give, devise and bequeath all property of whatsoever kind and character and wheresoever situated of which I may die seized and possessed to my three daughters, LESLIE ANTHONY LOWE, MARTHA RUTH LOWE, and SARA ELIZABETH LOWE, in equal shares. If one (or more) of my daughters shall not survive me, the share of my

Page 1.

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

Jean White Lowe
JEAN WHITE LOWE

deceased daughter shall go to her issue who survive me, per stirpes. If my deceased daughter leaves no surviving issue, her share shall go to my surviving daughter or daughters.

B. In the event all persons and classes designated above as beneficiaries of my estate predecease me, or if we die in a common disaster, then I give, devise and bequeath my entire estate in equal shares to my niece and three nephews, ROBIN DORMAN SCOTT of Brandon, Mississippi; JOHN JAMES WHITE of Blacksburg, Virginia; HUGH LAWSON WHITE of Mobile, Alabama; and DAVID LAWERENCE WHITE of Fort Collins, Colorado. If one (or more) of my niece or nephews do not survive me, his or her share shall be distributed to his or her issue, per stirpes, or in the absence of any issue, shall be distributed to my surviving niece and nephews, in equal shares.

C. In the event all persons and classes designated above as beneficiaries of my estate predecease me, the assets of my estate shall be distributed outright and free of trust to my then living heirs at law, in accordance with the intestacy laws then in effect in the State of Mississippi.

ITEM III.

A. In the event my daughter, SARA ELIZABETH LOWE, is or becomes unable or unwilling to serve as my Executrix, I appoint my

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JEAN WHITE LOWE

daughter, MARTHA RUTH LOWE, of Paramus, New Jersey, to serve as my successor Executrix. If she is unable or unwilling to serve, I appoint my daughter, LESLIE ANTHONY LOWE, of London, England, to serve as my successor Executrix. If she is unable or unwilling to serve, I appoint my nephew, HUGH LAWSON WHITE, of Mobile, Alabama, to serve as my successor Executor. All rights, powers, duties and discretions granted to or imposed upon my Executrix shall be exercisable by and imposed upon any successor Executrix, Executor, or Administratrix. Where used throughout this Will, the terms "Executrix", "Executor", and "Administratrix" may be used interchangeably and shall apply to whoever may be serving as personal representative of my estate, whether one or more than one. For convenience, the Executrix may be referred to herein as "Executor."

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

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

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JEAN WHITE LOWE

this Will without respect to the income tax basis of the property. In making a selection, my Executor is excused from any duty of impartiality with respect to the income tax basis of the property.

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

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

F. I specifically authorize my Executor to borrow such funds as may be necessary to pay my debts, administration expenses, and taxes of my estate; and to pledge such of my property, real or personal, as may be necessary to secure such loan. My Executor shall not be required to pay or otherwise satisfy such loan prior to the closing of my estate and the discharge of my Executor, but

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JEAN WHITE LOWE

in satisfaction of any bequest herein, my Executor may distribute such property at its value net of such loan.

G. My Executor shall not be required to reduce any or all of my personal or real property to cash during the administration of my estate. After the payment of debts, taxes and costs, in the sole discretion of my Executor, my Executor is authorized to make distributions to devisees and legatees either in cash or in kind or a combination of each.

H. My Executor shall have all power and authority given to Trustees by the terms and provisions of the Uniform Trustees' Powers Law of Mississippi, as amended.

I. Notwithstanding any other provision contained in this Will to the contrary, I hereby authorize and empower my Executor to sell any real property or personal property owned by me at the time of my death. My Executor is hereby authorized and empowered to determine whether to sell any such property, and if so, the terms and conditions of such sale. In the event of any such sale it shall not be necessary for my Executor to give notice to any beneficiaries under this Will, it being my intention and direction that my Executor be authorized and empowered to sell any such property without the necessity of notice to, or joinder by, any beneficiary under this Will.

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JEAN WHITE LOWE

J. My Executor shall have power and authority to retain, and pay the compensation of, investment bankers, appraisers, accountants, legal counsel and others when my Executor shall determine that such services are desirable in connection with the administration of my estate.

IN WITNESS WHEREOF, I have hereunto set my hand and seal to this my Last Will and Testament, consisting of 6 pages on the 8th day of March, 1996.

Jean White Lowe
JEAN WHITE LOWE

WITNESSES:

Liberdy B Bruce
Will C. Nam Lion

ATTESTATION

We, the undersigned, as subscribing witnesses, do hereby acknowledge and affirm that the foregoing written instrument was exhibited to us by JEAN WHITE LOWE as her Last Will and Testament, that she signed the same in our presence and in the presence of each of us, and that we, at her request, and in her presence and in the presence of each other, hereto affixed our signatures as

subscribing witnesses thereto, this the 8th day of
March, 1996.

Wesley B. Bruce
John C. Van Horn

PROOF OF WILL

STATE OF MISSISSIPPI

COUNTY OF HINDS

We, Wendy B Bruce and Gilbert C. Van Loon, on oath state that we are the subscribing witnesses to the attached written instrument dated the 8th day of March, 1996, which has been represented to us to be the Last Will and Testament of JEAN WHITE LOWE who indicated to us that she is a resident of and has a fixed place of residence in the City of Jackson, County of Hinds, State of Mississippi. On the execution date of the instrument, the Testatrix, in our presence and in the presence of each of us, signed the instrument at the end thereof and declared the instrument to be her Will, and requested that we attest to the execution thereof whereupon, in the presence of the Testatrix and in the presence of each other, each of us signed our respective names as attesting witnesses. At the time of the execution of the instrument, the Testatrix was over eighteen (18) years of age, and in our opinion was of sound mind, in full possession of her mental faculties, and acting without undue influence, fraud or restraint.

DATED this 8th day of March, 1996.

Wendy B. Bruce
Signature of Witness
1161 Fairfield Circle
Street Address
Madison, MS 39110
City and State

Gilbert C. Van Loon
Signature of Witness
1920 Bellewood Road
Street Address
Jackson, MS 39211
City and State

Subscribed and sworn to before me on this the 8th day of March, 1996.



Frances Louise Dunaway
NOTARY PUBLIC

MADISON COUNTY MS This instrument was filed for record November 20, 2009.

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ARTHUR JOHNSTON, C. C.

BY: R. Jones D.C.



I request that all my just debts, duly probated, be paid out of any non-exempt money or property that I may have in my estate and that I be buried in a manner befitting my station in life, the expense of which shall be paid out of my estate.

WITNESS MY SIGNATURE, this the 1 day of August, 2008.

Mae Epsia Cotten
Mae Epsia Cotten

WITNESSES:

Hatha Earl Washington
Joe Lewis

STATE OF MISSISSIPPI
County of Madison

We, the undersigned, do hereby certify that we subscribed our signatures as attesting witnesses to the above and foregoing instrument on the date therein stated at the request of MAE EPSIA COTTEN, who declared the said instrument to be her Last Will and Testament, and who signed said instrument in our presence and that at her request we affixed our signatures hereto as attesting witnesses in her presence and in the presence of each other.

WITNESS OUR HANDS, this the 1 day of August, 2008.

WITNESS NAME

ADDRESS

Hatha Earl Washington
Joe Lewis

146 Heron St
Madison
119 Starvie Road
Madison

NOTARY PUBLIC STATE OF MISSISSIPPI AT LARGE
MY COMMISSION EXPIRES Nov 29, 2008
BONDED THRU NOTARY PUBLIC UNDERWRITERS



AFFIDAVIT OF SUBSCRIBING WITNESSES

STATE OF MISSISSIPPI
COUNTY OF Madison

This day personally appeared before me, the undersigned authority in and for said county and state, JOE LEWIS, one of the subscribing witnesses to a certain instrument of writing purported to be the Last Will and Testament of MAE EPSIA COTTEN of the County of Madison, State of Mississippi, who having been by me first duly sworn, makes oath that the said MAE EPSIA COTTEN signed, published and declared said instrument as her Last Will and Testament on August 1, 2007, in the presence of ARTHA EARL WASHINGTON and JOE LEWIS, the subscribing witnesses, that said Testatrix was then of sound and disposing mind and memory and above the age of eighteen (18) years, and the affiants make oath that ARTHA EARL WASHINGTON and JOE LEWIS, the said witnesses, subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and request and in the presence of said Testatrix, and in the presence of each other.

Joe Lewis
JOE LEWIS

Print Address of Witness:

P.O. BOX 146 119 PEARL
MADISON LAND

Sworn to and subscribed before me this, the 16th day of November, 2009

[Signature]
NOTARY PUBLIC

My Commission Expires:

6/13/2010
(Affix Official Seal)



MADISON COUNTY MS This instrument was filed for record November 20, 2009.

Book 45 Page 141
ARTHUR JOHNSTON, C C
BY: Rogers D C.



Last Will and Testament

2009-1578

OF

JAMES STEVEN CHUSTZ

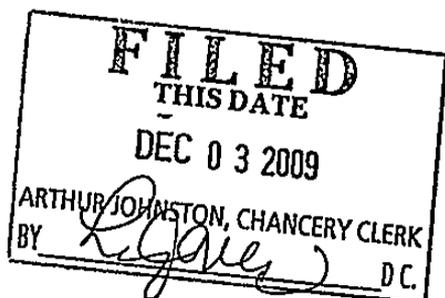
I, JAMES STEVEN CHUSTZ, an adult resident of the First Judicial District of Hinds County, Mississippi, being of sound and disposing mind and memory and over the age of eighteen (18) years, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all Wills and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

ARTICLE I.

I declare that I am the husband of LAMAR P. CHUSTZ, to whom all references herein to "my wife" shall relate. I am the father of JAMES STEVEN CHUSTZ, JR. and PHILIP LAMAR CHUSTZ, to whom all references herein to "my child" 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 legally adopted by my children after the execution of this Will, irrespective of any provisions of law establishing a contrary presumption.

ARTICLE II.

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



James Steven Chustz
JAMES STEVEN CHUSTZ

my estate. All property bequeathed or devised under this will either outright or in trust is bequeathed and devised subject to existing mortgages, liens or encumbrances thereon. My Executor is given full discretion as to which debts to pay and which to allow to pass with the property to which such debts apply. However, notwithstanding anything contained herein to the contrary, nothing herein shall be construed to create any express trust for the payment of any such taxes, expenses or debts.

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

ARTICLE III

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


 JAMES STEVEN CHUSTZ

any particular division of such above described property among my beneficiaries, I will leave a listing with my Executor to that effect, which latest dated listing I would request my beneficiaries and my Executor honor. Should one of my children predecease me, such property bequeathed to said deceased child shall pass to such child's issue, per stirpes, or if a deceased child shall leave no surviving issue, said deceased child's share shall pass to my surviving child, or their issue, per stirpes

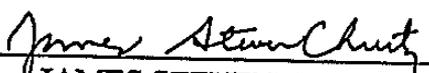
My Executor is hereby given full and complete authority to determine the property and the value of each share passing under this Article, and the Executor's decision as to the division of such property shall not be questioned by any beneficiary. Should any disagreement arise, however, as to the equitable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

ARTICLE IV

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

ARTICLE V.

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


JAMES STEVEN CHUSTZ

ARTICLE VI.

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.

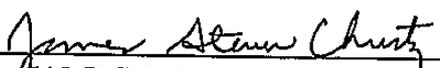
I direct that the sum provided for in this Article shall be satisfied only out of assets that qualify for the marital deduction under the provision of the Internal Revenue Code applicable to my estate or out of the proceeds of such assets, and that this sum shall not be reduced by any estate, inheritance, 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 she is entitled under this Article.

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

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


JAMES STEVEN CHUSTZ

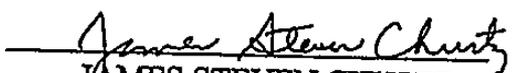
optional valuation provisions of the federal estate tax laws; as to which tax elections should be exercised; and as to what proceedings are necessary to complete the ascertainment of the federal estate tax, shall be conclusive and binding on all persons, and no compensating adjustments between income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

ARTICLE VII.

In the event my wife survives me and disclaims (or if she dies after my death and her Executor disclaims on her behalf) any portion of the property provided for her herein under the disclaimer provisions of Article XVII 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 "James Steven Chustz Family Trust" created under my Will, and I direct that such property so passing to my Trustee under this Article shall be administered and disposed of upon the following terms and provisions--that is to say:

I direct the Trustee to maintain the trust property for the benefit of my wife during the term of her lifetime and after her death for the benefit of my children and their issue, and I direct that the trust estate shall be administered and disposed of upon the following terms and provisions--that is to say:

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


JAMES STEVEN CHUSTZ

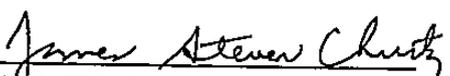
(including post graduate education). Any excess income not distributed shall be accumulated and added to the principal. Notwithstanding anything to the contrary contained herein, this discretionary trust shall be for the principal benefit of my wife for her lifetime, and during the term of her lifetime, 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.

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

B. 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).

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 the Family 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.

C. 1. Upon the death of my wife, the Trustee shall divide the trust property of the Family Trust into separate and equal parts--one (1) part for each of my children living at that time and one (1) part for the issue, as a group, of a deceased child of mine; and each part shall be a separate trust. Any part set aside for the issue, as a group, of a deceased child shall be further


JAMES STEVEN CHUSTZ

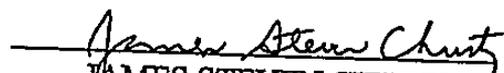
divided into separate and equal trusts for each such issue. Said trusts shall continue to be administered under the terms herein at the sole and absolute discretion of my Trustee for the health, maintenance and education (including post graduate education) of said beneficiaries, and the Trustee is authorized, in its sole discretion, to distribute net income to or for the benefit of such beneficiaries from said trusts, and if distributed then at least annually, or at more frequent intervals as it determines proper, or accumulate any such income and add same to corpus if such income or portion thereof is not deemed, in its discretion, to be advisable for said beneficiaries' health, maintenance and education (including post graduate education).

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

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

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 Family 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.

C. 2. 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 the Family Trust to each child outright and free of trust, with all such distributions subject to the provisions of Paragraph F of Article IX of this Will. 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.


JAMES STEVEN CHUSTZ

C. 3. Should one of my children die prior to the termination of their separate trust under the Family Trust, said trust estate of my deceased child's trust shall vest in their living issue, per stirpes, subject to Paragraph F of Article IX of this Will. In the event a child of one of my children becomes a 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, with the principal and accumulated income of each grandchild's trust to be distributed to each grandchild outright and free of trust when each grandchild reaches the age of twenty-five (25) years, subject to the terms and conditions of Paragraph F of Article IX 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 F and J of Article IX herein; or in default of issue to his or her siblings or if deceased to their issue, per stirpes, subject to Paragraphs F and J of Article IX hereof.

C. 4. In the event one of my children dies prior to the termination of their separate trust, leaving no 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 to my surviving child's separate trust, or if deceased, to the separate trusts set forth herein for their issue, per stirpes, or if such trusts have terminated, then outright to such surviving child, or such children's issue, per stirpes.

C. 5. In the event both of my children and their issue shall die prior to the termination of this trust and leave no surviving issue or descendants, then the remaining assets of each trust 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.

ARTICLE VIII.

In the event my wife does not survive me, I give, devise and bequeath and direct my Executor to pay over and distribute the rest, residue and remainder of my estate, real and personal, of whatsoever kind or character, not otherwise disposed of herein, and including any bequest or devise that may lapse or be renounced or disclaimed or that may be otherwise ineffective for any reason,


JAMES STEVEN CHUSTZ

to my Trustee in trust to be administered under the terms of the James Steven Chustz Family Trust under Article VII of this Will, for the principal benefit of my children and their issue.

ARTICLE IX.

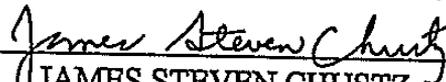
I direct that as to any and all trusts created herein, except where specified otherwise, the following shall apply:

A. 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 any trust, but the receipt of the Trustee therefor shall be a complete acquittance and discharge.

B. Neither the principal nor the income of any trust fund, nor any part of same, shall be liable for the debts of any trust 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 principal interests in the trust fund, or any part of same.

If any beneficiary of the James Steven Chustz Family 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 or principal shall terminate and thereafter the Trustee is authorized in its discretion to pay such income 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.

C. 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 it may deem advisable as an allowance; (b) to the guardian of the person or of the property of such beneficiary;


JAMES STEVEN CHUSTZ

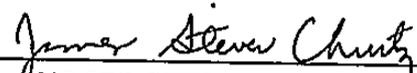
(c) to a relative of such beneficiary upon the agreement of such relative to expend such income or principal solely for the benefit of the beneficiary; (d) by expending such income or principal directly for the health, education and maintenance of such beneficiary. My Trustee shall have the power in its uncontrolled discretion to determine whether a beneficiary is incapacitated, and its determination shall be conclusive.

D. 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 same beneficiaries herein with substantially similar terms and provisions.

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

F. 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 or income from the trust estate) shall not have manifested the ability which would qualify such beneficiary to prudently use and conserve the principal or income 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 or income distribution until the Trustee shall deem such beneficiary to be qualified to prudently use and conserve the same; provided, however, such principal or income 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 the Family Trust be disabled, incompetent, a debtor in any bankruptcy proceeding, a defendant in any filed or threatened legal proceeding, or in any way



JAMES STEVEN CHUSTZ

incapacitated at the time of any scheduled distribution of income or principal, the Trustee is authorized in its discretion to withhold such distribution of income or principal 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.

G. All trusts created in this Will are private trusts, 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 trusts, but said Trustee shall render annual accounts to the income beneficiaries of the trusts. 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.

H. 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.

I. 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, the herein named Successor Trustee shall then take office and if all herein named Successor Trustees cease to serve, then, a Successor Trustee may be

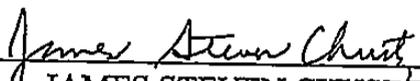

JAMES STEVEN CHUSTZ

appointed by an instrument delivered to such successor, with a copy to the existing Trustee, and signed by my wife, if living and able to do so, or if not by a majority of the beneficiaries (of legal age) of the trust at that time, (or if any are minors, by the guardian of their persons). Further, the same above stated persons, in the order stated above, shall have the right at all times to replace any Trustee with or without cause, and further provided that Successor Co-Trustees may be appointed, but in all instances of any Successor Trustee, not herein named, one (1) such Successor Trustee must always be a federally insured bank or trust company with trust powers maintaining an active, separate, functioning trust department with a trust investment department with full investment capabilities, or a company that manages trust assets as its predominate business function and is insured to the extent that the coverage would be comparable to the business standard in the area of said company's location; and further provided that no beneficiary, spouse, parent or child of any beneficiary of the trust be named or appointed as Successor Trustee or Co-Trustee, 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.

In the event that such beneficiaries shall fail to designate a Successor Trustee within the time specified, 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.

J. 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 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,


 JAMES STEVEN CHUSTZ

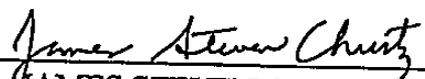
subject to Paragraph F of this Article, distribute to such beneficiary, all remaining principal and income at age twenty-one (21).

K. 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 my children's 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 living income beneficiaries or if none, then in the same manner as set forth in Article VII, Paragraph C.5 herein. In other words, notwithstanding any provision of this Will to the contrary, the interest of every beneficiary of any trust created by this Will shall vest within the period prescribed by the Rule Against Perpetuities.

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

M. 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.

N. Any trust created herein 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 each trust is established, I authorize the Trustee in the Trustee's discretion to request of my Executor, in


JAMES STEVEN CHUSTZ

which case my Executor shall comply with that request as long as same is practicable, to pay at least annually out of my estate advanced payments of income to the income beneficiaries of such trusts. These payments shall be an amount which in the judgment of the Trustee and Executor, jointly, equals the income which the beneficiaries would receive from the various trusts had each been established.

O. If following my death, the principal of the James Steven Chustz Family 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

P. My Trustee shall be prohibited from making any payments in reimbursement to any governmental entity (state, local 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 (state, local or federal) or pursuant to any governmental program (state, local or federal) of reimbursement or payment. With regard to the James Steven Chustz Family Trust, regardless of the guidance standards stated therein or anything contained therein to the contrary, it is my intention and I clearly state that such trust and any separate trusts contained therein 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.

Q. 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

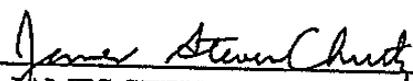

JAMES STEVEN CHUSTZ

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.

R. 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



JAMES STEVEN CHUSTZ

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.

S. 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 X.

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

ARTICLE XI.

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


JAMES STEVEN CHUSTZ

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 et seq. (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 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.


JAMES STEVEN CHUSTZ

E. To invest and reinvest (including accumulated income) in any property (real or personal) as they 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 subscribed 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, any security of which is held.

L. To borrow money (from themselves or itself, including any Trustee's own banking department, 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 agricultural, commercial, and oil, gas and mineral leases, and any lease so made shall


JAMES STEVEN CHUSTZ

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.

N. Whenever required or permitted to divide and distribute my estate or any trust herein, 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; provided that any assets so distributed in kind shall be valued at their federal estate tax values, but in selecting such assets they shall be fairly representative of appreciation or depreciation in value of all property thus available for distribution in satisfaction of such pecuniary bequests. 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 or trust having an aggregate income tax basis as close as possible to their 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 and trust if practicable.

O. To employ accountants, attorneys, investment advisors, money managers and such agents as they may deem advisable, and to grant same discretionary powers, as they may deem advisable; 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, the Trustee should consider my chosen advisors and the beneficiaries of all trusts may recommend such advisors, attorneys, agents or accountants to my Trustee and I request the Trustee to consider such


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recommendation and where prudent and advisable consider the investment recommendations of such advisors.

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.

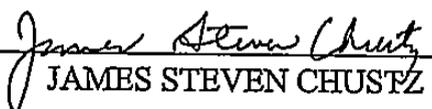
Q. If any individual among the legatees named or provided for under the foregoing provisions of this Will (or under the provisions of any codicil to it hereafter executed by me) shall be a minor at the time of my death, then, and in that event, and notwithstanding any statute or rule of law to the contrary, I authorize my Executor or Trustee 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 or Trustee with respect to the legacy so paid or delivered, all 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 Family Trust, 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 it accumulates any income of said trust.

I also authorize my said Trustee, since 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


JAMES STEVEN CHUSTZ

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 on my behalf any interest, in whole or in part bequeathed or devised to me or otherwise inherited by me or 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.

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 trusts created herein and to hold the same and to administer it under the provisions hereof.


JAMES STEVEN CHUSTZ

Y. The power, exercisable in their sole discretion, to make any election permitted under the applicable federal income and estate and gift tax laws and to make such accompanying adjustment between income and principal as they may deem proper. This power 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 (§§ 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.


JAMES STEVEN CHUSTZ

- 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 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


JAMES STEVEN CHUSTZ

of the principal of the trust; and (c) in the case of a taxable distribution, out of the amount or property being distributed.

Y. 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, or entity, 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 XII.

I anticipate that at the time of my death I will own an interest in a business (whether operated in the form of a corporation, a partnership or a sole proprietorship), 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 XI (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 or a sole proprietorship:

A. To retain and continue to operate the business for such period as the Executor may deem advisable.

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

James Steven Chustz
JAMES STEVEN CHUSTZ

persons as it may select, including, but not limited to, any associate, partner, officer or employee of the business.

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, advisors, 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 and to grant same discretionary powers.

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 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 into a partnership or sole proprietorship or S-Corporation; and to take any action to qualify for farm subsidy or ASCS crop payments as allowed.

G. To treat the business as an entity separate from the estate. In its accounting 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 and equipment, furniture, agricultural products, livestock 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. The Executor is specifically authorized and empowered to make such sale


JAMES STEVEN CHUSTZ

to any partner, officer or employee of the business (or to any individual executor) or to any beneficiary hereunder.

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

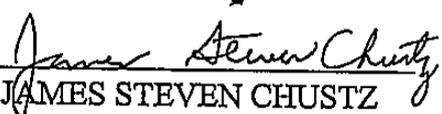
L. To diminish, enlarge or change the scope or nature of any business.

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 and provisions shall apply to my Trustee in operating any business enterprise(s) that may become a part of any trust created herein.

ARTICLE XIII.

I appoint my wife, LAMAR P. CHUSTZ, as Executor of my estate; or if she predeceases me, fails to qualify or otherwise ceases to serve, I appoint my sons, JAMES STEVEN CHUSTZ, JR. and PHILIP LAMAR CHUSTZ, or the survivor, as Successor Co-Executors. I direct that said person(s) shall serve without the necessity of making bond, inventory, accounting or appraisement to any court, to the extent that same may be properly waived under the law. However, this waiver shall not prevent my Executor from electing to obtain bond or file such inventory, accounting or appraisement if it so deems advisable and if so same shall be entitled to reimbursement from the estate for the cost thereof.


JAMES STEVEN CHUSTZ

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 "James Steven Chustz Family Trust" TRUSTMARK NATIONAL BANK, Jackson, Mississippi, or if TRUSTMARK NATIONAL BANK fails to qualify or otherwise ceases to act, I appoint, my sons, JAMES STEVEN CHUSTZ, JR. and PHILIP LAMAR CHUSTZ, or the survivor, as Successor Co-Trustees. Notwithstanding anything contained herein to the contrary, no Co-Trustee who is also a trust beneficiary shall have any authority to pay to or for the benefit of themselves or their issue any trust income or assets, such power resting solely in the other Co-Trustee. I also direct that said Trustee or any and all successors to it serve without the necessity of making bond, inventory, appraisalment or accounting to any court to the extent that same may be properly waived under law. However, this waiver shall not prevent my Trustee from electing to obtain bond or file such inventory, accounting or appraisalment if it so deems advisable and if so it shall be entitled to reimbursement from the estate for the cost thereof.

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.

ARTICLE XIV.

In the event that both my said wife and I should die in a common disaster or accident, or under such circumstances that it cannot be determined which of us is the survivor, I hereby declare that she shall be deemed to have survived me, and this Will and all of its provisions shall be construed upon that assumption. If any legatee or devisee or beneficiary other than my wife shall die simultaneously with me or under such circumstances as to render it impossible or difficult to determine who predeceased the other, I declare that I shall be deemed to have survived such legatee or devisee, and this Will and all of its provisions shall be construed upon that assumption.

ARTICLE XV.

I hereby authorize and empower all beneficiaries of my estate, or if any of such beneficiaries be deceased or otherwise incapacitated, their respective executor or executrix, administrator or


JAMES STEVEN CHUSTZ

administratrix, or personal representative or agent, hereunder to disclaim all or any portion of my estate herein provided for them. To be effective, such disclaimer shall be in writing and shall be delivered to my Executor within the period designated by the Internal Revenue Code effective at the date of my death. Any portion of my estate so disclaimed by my said wife shall pass as a part of my estate and be distributed in accordance with the provisions of Article VII; and any portion of my estate so disclaimed by my children, their issue, or any other beneficiary of my estate shall be distributed in accordance with the terms of this Will, as if said person or persons disclaiming had predeceased me.

I, JAMES STEVEN CHUSTZ, have signed this Will, which consists of twenty-eight (28) pages, on this the 17th day of September, 1999, in the presence of Ralph A. Yelverton and Judi S. Crawford, who attested it at my request.

James Steven Chustz
JAMES STEVEN CHUSTZ, Testator

The above and foregoing Will of James Steven Chustz was declared by him in our presence to be 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 Will of James Steven Chustz on this the 17th day of September, 1999

Ralph A. Yelverton of 116 Ridgcrest Dr.
Ridgeland, MS 39157

Judi S. Crawford of 2668 Key Street
Jackson, MS 39212

James Steven Chustz
JAMES STEVEN CHUSTZ

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

IN THE MATTER OF THE ESTATE OF JAMES STEVEN CHUSTZ, SR.

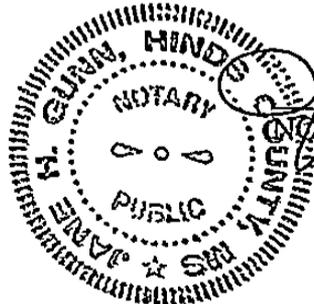
CAUSE NO. 2009-1578

PROOF OF WILL

Be it known and remembered that on this 17th day of September, A.D., 1999, before me, the undersigned authority, personally came and appeared Ralph A. Yelverton, one of the subscribing witnesses to that certain instrument of writing purporting and alleged to be the Last Will and Testament of James Steven Chustz, Sr., bearing date of the 17th day of September, 1999; 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 James Steven Chustz, 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 James Steven Chustz, Sr., was then of sound and disposing mind, memory and understanding, and able and competent in law and in fact to make a Will, and at that time was a bona fide resident of the First Judicial District of Hinds County, Mississippi, where he had maintained his fixed place of residence prior to said date; and that said James Steven Chustz, 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.

Ralph A. Yelverton, Witness

SWORN TO AND SUBSCRIBED before me by Ralph A. Yelverton (Witness) this 17th day of September, A.D., 1999.



James Gunn, Notary Public

My Commission Expires. 3-31-2002

FILED THIS DATE DEC 03 2009 ARTHUR JOHNSTON, CHANCERY CLERK BY [Signature] D.C.

MADISON COUNTY MS This instrument was filed for record DEC. 3, 2009. Book 45 Page 172 ARTHUR JOHNSTON, C. C. BY: [Signature] D.C.



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

IN THE MATTER OF THE ESTATE
OF JAMES STEVEN CHUSTZ, SR.

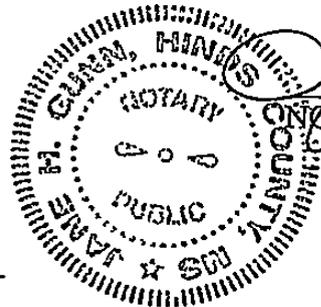
CAUSE NO 2009-1578

PROOF OF WILL

Be it known and remembered that on this 17th day of September,
A.D., 1999, before me, the undersigned authority, personally came and appeared
JUDI S. CRAWFORD, one of the subscribing witnesses to that certain
instrument of writing purporting and alleged to be the Last Will and Testament of James Steven
Chustz, Sr., bearing date of the 17th day of September, 1999; 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 James Steven Chustz, 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 James Steven Chustz,
Sr., was then of sound and disposing mind, memory and understanding, and able and competent in
law and in fact to make a Will, and at that time was a bona fide resident of the First Judicial District
of Hinds County, Mississippi, where he had maintained his fixed place of residence prior to said
date; and that said James Steven Chustz, 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

Judi S. Crawford, Witness

SWORN TO AND SUBSCRIBED before me by JUDI S. CRAWFORD,
this 17th day of September, A.D., 1999. (Witness)



James Gunn
NOTARY PUBLIC

My Commission Expires:

3-31-2002

FILED
THIS DATE
DEC 03 2009
ARTHUR JOHNSTON, CHANCERY CLERK
BY [Signature] D.C.

MADISON COUNTY MS This instrument was
filed for record DEC. 3, 2009.

Book 45 Page 173
ARTHUR JOHNSTON, C. C.

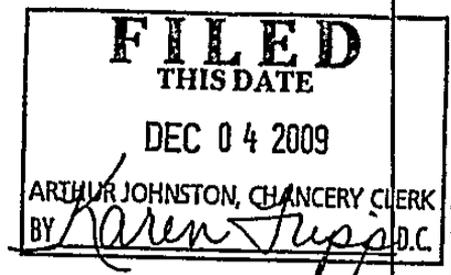
BY: [Signature] D.C.



Last Will and Testament

OF

RUBY MIDDLETON BARLOW SCOTT



I, Ruby Middleton Barlow Scott, an adult resident of Madison County, Mississippi, being above the age of eighteen (18) years and being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament and revoke all prior Wills and Codicils heretofore made by me.

ITEM I.

I am unmarried at the date of the execution of this my Last Will and Testament. I have two (2) children now living, namely:

Kenneth Barlow

Treva Ann Barlow Ellsworth

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

ITEM II.

I appoint my son, Kenneth Barlow, as Executor of my estate under this Will. In the event Kenneth Barlow is or becomes unable or unwilling to serve, I appoint my daughter-in-law, Delores Barlow, to serve as Successor Executrix. In the event Delores Barlow is or becomes unable or unwilling to serve, I appoint my granddaughters, Peggy Wyatt and Dee Dee Barlow Moore, to serve as Successor Co-Executrixes.

ITEM III.

My Executor shall pay all funeral expenses, costs of administration and properly probated and allowed claims against my estate from the funds contained in the Certificate of Deposit which I jointly own with my son, Kenneth Barlow. If there are insufficient funds in said Certificate of Deposit to pay such expenses, I direct that the payment be made from other assets of my estate.

ITEM IV.

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

Unless otherwise provided, 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

ITEM V.

I hereby make the following specific bequests:

A. I give, devise and bequeath the sum of Twenty Thousand and no/100 Dollars (\$20,000.00) to my daughter, Treva Ann Barlow Ellsworth, if she survives me. In the event Treva Ann Barlow Ellsworth does not survive me, this bequest shall lapse, and the assets devised in this Paragraph A shall become a part of my residuary estate to be disposed of as provided hereinafter.

B. I give, devise and bequeath the sum of Five Thousand and no/100 Dollars (\$5,000.00) to my granddaughter, Dee Dee Barlow Moore, if she survives me. In the event Dee Dee Barlow Moore does not survive me, this bequest shall lapse, and the assets devised in this Paragraph B shall become a part of my residuary estate to be disposed of as provided hereinafter.

C. I give, devise and bequeath the sum of Five Thousand and no/100 Dollars (\$5,000.00) to my granddaughter, Peggy Wyatt, if she survives me. In the event Peggy Wyatt does not survive me, this bequest shall lapse, and the assets devised in this Paragraph C shall become a part of my residuary estate to be disposed of as provided hereinafter.

D. I give, devise and bequeath the sum of Five Thousand and no/100 Dollars (\$5,000.00) to my granddaughter, Jennifer Wyatt Sankey, if she survives me. In the event Jennifer Wyatt Sankey does not survive me, this bequest shall lapse, and the assets devised in this Paragraph D shall become a part of my residuary estate to be disposed of as provided hereinafter.

E. I give, devise and bequeath the sum of Five Thousand and no/100 Dollars (\$5,000.00) to my grandson, Wayne Wyatt, if he survives me. In the event Wayne Wyatt does not survive me, this bequest shall lapse, and the assets devised in this Paragraph E shall become a part of my residuary estate to be disposed of as provided hereinafter.

F. I give, devise and bequeath the sum of Five Thousand and no/100 Dollars (\$5,000.00) to my grandson, Kelly Wyatt, if he survives me. In the event Kelly Wyatt does not survive me, this bequest shall lapse, and the assets devised in this Paragraph F shall become a part of my residuary estate to be disposed of as provided hereinafter.

G. I give, devise and bequeath my diamond tennis bracelet and all my jade jewelry to my granddaughter, Peggy Wyatt, if she survives me. In the event Peggy Wyatt does not survive me, this bequest shall lapse, and the assets devised in this Paragraph G shall become a part of my residuary estate to be disposed of as provided hereinafter.

H. I give, devise and bequeath my ruby and diamond ring and my gold rope bracelet to Dee Dee Barlow Moore, if she survives me. In the event Dee Dee Barlow Moore does not survive me, this bequest shall lapse, and the assets devised in this Paragraph H shall become a part of my residuary estate to be disposed of as provided hereinafter.

I. I give, devise and bequeath my interest in the oil, gas and mineral rights on 56 acres of property located in Franklin County, Mississippi, and my one-half (1/2) interest in the oil, gas and mineral rights on property located in Pike County, Mississippi, which I received at the death of my husband, William M. Scott, to my son, Kenneth Barlow, if he survives me. In the event Kenneth Barlow does not survive me, this bequest shall lapse, and the assets devised in this paragraph I shall become a part of my residuary estate to be disposed of as provided hereinafter.

ITEM VI

I give, devise and bequeath the rest, residue and remainder of my estate, real and personal, tangible or intangible, of whatsoever kind or character, and wheresoever located, and to which I either may be entitled at my death or over which I shall have a power of appointment to my son, Kenneth Barlow, if he survives me. In the event Kenneth Barlow does not survive me, the remainder of my estate shall be distributed to Delores Barlow. In the event Delores Barlow does not survive both Kenneth Barlow and me, the remainder of my estate shall be distributed in equal shares to Peggy Wyatt and Dee Dee Barlow Moore.

ITEM VII.

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 or liability, 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, devise, and bequeath, respectively, to those persons, corporations, trusts, 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, by operation of law, or by other means. If any of the individual beneficiaries affected by this Item VII shall not survive me, or if any corporation, trust or other entity so affected by this Item VII shall not be in existence at the time of my death, the bequest to such individuals, corporations, trusts or other entities shall lapse and same shall become a part of my residuary estate hereinafter disposed of.

ITEM VIII.

Any devisee or legatee under this Will shall have the right to disclaim all or any part of their interest in any property which I have devised or bequeathed to them. Any disclaimer shall be made within the time period and in a manner required for the disclaimer to qualify under IRC Section 2518, or as hereafter amended, as well as applicable state law and shall be made in writing, stating specifically the property or interest disclaimed, and may be filed with the Chancery Court in which my Will is probated and shall also be delivered to my Executor. If any devisee or legatee under this Will disclaims any portion of a bequest or devise to them, the property disclaimed shall be distributed in equal shares to the remaining beneficiaries of this my Last Will and Testament.

ITEM IX.

If at the time any distribution of assets is required and a minor is entitled to a share thereof, including any distribution of vested property under Item VI above, the Executor is directed to hold the share of the minor in trust for the minor's benefit until such minor attains the age twenty-one (21) years. Until distribution is made, the Executor shall expend such part of the income and/or principal of the share belonging to the minor as the Executor in the Executor's discretion deems necessary to provide for the education, support, maintenance and health of the minor, including any hospital or other institutional care and for the maintenance of said minor's accustomed standard of living at the time of my death. In the event a minor whose share of my estate is in trust dies prior to obtaining

the age of twenty-one (21) years, the assets remaining in trust shall be distributed in equal shares to the remaining beneficiaries of this my Last Will and Testament.

ITEM X.

I grant to my Executor the rights, powers, duties and discretions granted under the Uniform Trustees' Powers Law of Mississippi, being § 91-9-101 and following of the Mississippi Code of 1972. All rights, powers, duties and discretions granted to or imposed upon my Executor shall be exercisable by and imposed upon any Successor Executor or Administrator. 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.

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

Except where specific property is devised or bequeathed, my Executor shall have 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 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 XI.

If any devisee, legatee or beneficiary in this Will or any person who would be entitled to share in my estate through intestate succession shall in any manner whatsoever, either directly or indirectly, oppose, contest or attack this Will or the distribution of my estate hereunder, or seek to impair, invalidate or set aside any of the provisions of this Will or shall aid in doing any of the above acts, then in that event I hereby give and bequeath to any such person the sum of One Dollar (\$1.00) only, in lieu of any other share or interest in my estate, either under this Will or through intestate succession.

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

Ruby Middleton Barlow Scott
RUBY MIDDLETON BARLOW SCOTT

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

James W. Lunn
WITNESS

111 Southbrook Dr.
Jackson, MS 39211
ADDRESS

Christy Neal
WITNESS

108 River Place
Jackson, MS 39211
ADDRESS

ESTATE OF RUBY MIDDLETON BARLOW SCOTT,
DECEASED

NO. _____

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF HINDS

This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named Christy Neal, who being by me first duly sworn according to law, says on oath:

1. That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of Ruby Middleton Barlow Scott, who was personally known to the affiant, and whose signature is affixed to said Last Will and Testament, which Last Will and Testament is dated March 1, 2005.

2. That on March 1, 2005, the said Ruby Middleton Barlow Scott signed, published and declared said instrument of writing as her Last Will and Testament, in the presence of this affiant and in the presence of Jane W. Gunn, the other subscribing witness to said instrument.

3. That the said Ruby Middleton Barlow Scott was then and there of sound and disposing mind and memory, and well above the age of eighteen (18) years.

4. That this affiant, together with Jane W. Gunn, 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 Ruby Middleton Barlow Scott, and in the presence of each other.

Christy Neal

SWORN TO AND SUBSCRIBED BEFORE ME, this the 1st day of March, 2005.

[Signature]
NOTARY PUBLIC

My commission expires:
5-17-2005

ESTATE OF RUBY MIDDLETON BARLOW SCOTT,
DECEASED

NO. _____

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF HINDS

This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named Jane W. Gunn, who being by me first duly sworn according to law, says on oath:

1. That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of Ruby Middleton Barlow Scott, who was personally known to the affiant, and whose signature is affixed to said Last Will and Testament, which Last Will and Testament is dated March 1, 2005.

2. That on March 1, 2005, the said Ruby Middleton Barlow Scott signed, published and declared said instrument of writing as her Last Will and Testament, in the presence of this affiant and in the presence of Christy Neal, the other subscribing witness to said instrument.

3. That the said Ruby Middleton Barlow Scott was then and there of sound and disposing mind and memory, and well above the age of eighteen (18) years.

4. That this affiant, together with Christy Neal, 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 Ruby Middleton Barlow Scott, and in the presence of each other.

Jane W. Gunn

SWORN TO AND SUBSCRIBED BEFORE ME, this the 1st day of March, 2005.

Michael A. Phillips
NOTARY PUBLIC

My commission expires:
5-19-2005

MADISON COUNTY MS This instrument was
filed for record DEC. 4, 2009

Book 45 Page 174
ARTHUR JOHNSTON, C. C.

BY: Karen Fupp D.C.



Last Will and Testament

2009-1579-G

FILED
 THIS DATE
 DEC 04 2009
 ARTHUR JOHNSTON, CHANCERY CLERK
 BY *Kim Power* D.C.

OF

FRANCES E. McMULLEN KING

STATE OF MISSISSIPPI

COUNTY OF MADISON

I, FRANCES E. McMULLEN KING, a resident citizen of Madison County, Mississippi, being over the age of twenty-one (21) years, and being of sound mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all Wills and Codicils heretofore made by me.

ITEM I

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

ITEM II

To my beloved daughters, I do hereby give, devise and bequeath as follows:

A. To my beloved daughter, Frances Elizabeth King Morgan, I give devise and bequeath:

1. My double diamond ring;
2. A marble top end table;
3. Oak china cabinet;
4. Cut glass bowl/dish;
5. Cut glass Waterford vase
6. Piano and Antique Blue Vases (these belong to her having been bought for and given to her specifically).

Frances E. McMullen King
 FRANCES E. McMULLEN KING

JNH
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B. To my beloved daughter, Carolyn Quitman King Bogart, I give, devise and bequeath;

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1. My solitare diamond engagement ring;
2. Marble top chest of drawers;
3. A marble top end table;
4. Antique clock;
5. Cut glass pitcher;
6. Cut glass bowl/dish.

My French Limoge China, which consists of approximately 108 pieces, is to be divided equally between each daughter. Whichever daughter chooses the chocolate set from the Limoge China, the other daughter shall receive the Silver Service set which includes Pitcher, Sugar and Creamer.

ITEM III

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

ITEM IV

In the event that our deaths should occur simultaneously, or approximately so, or in the same common accident or calamity, or under circumstances causing doubt as to which of us survived the other, or should my husband, Richard Quitman King, predecease me, or die within thirty (30) days of my death, then and in that event only, I give, devise and bequeath all the rest, residue and remainder of my property, real, personal and mixed, of whatsoever kind and nature and wheresoever situated to my beloved daughters, namely: FRANCES (BETH) KING MORGAN, Franklin, Tennessee, and CAROLYN KING BOGART, 7034 Edgewater Drive, Jackson, Mississippi, share and share alike.

Frances E. McMullen King
FRANCES E. McMULLEN KING

JHW
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ITEM V

In the event my husband, and either of my daughters, shall predecease me, then I give, devise and bequeath all of the rest, residue and remainder of my estate, real, personal and mixed, of whatsoever nature and wheresoever situated, including any lapsed legacy or devise which may for any reason fail to take effect as follows:

A. If my husband, and either of my daughters shall predecease me, the residuary estate devised to said deceased daughter, shall be distributed to the Trustee hereinafter appointed to be held in separate trusts of equal value for the benefit of the children of my deceased daughter until said children reach the age of twenty-five (25) years. It is my desire that the assets of each trust shall be used, if possible, solely for the education of any of my grandchildren receiving any part of my estate, but I do not wish to restrict the powers of the trustee to use such assets in a way that, in her discretion, would be in the best interests of my grandchildren.

B. My surviving daughter shall become the Trustee of any trusts formed for the benefit of my grandchildren.

ITEM VI

A. All of the trusts created under any article of this Will are private trusts, and the fiduciary shall not be required to obtain the order or approval of any Court for the exercise of any power or discretion herein given, nor to enter into any bond as Trustee, nor to return to any Court any periodic formal accounting of her administration of any of said trusts, but said fiduciary, upon the request of the beneficiaries, shall render annual accounts to the various beneficiaries of said trusts.

B. Neither the principal nor the income of the trust funds nor any part of same, shall be liable for the debts of any beneficiary

Frances E. McMullen King
FRANCES E. McMULLEN KING

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hereunder, nor shall the same be subject to seizure by any creditor of any beneficiary hereunder nor be transferred, assigned, or encumbered in any way.

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ITEM VII

A. I authorize my Trustee, in her absolute discretion, at any time and from time to time, to pay or distribute or apply the whole or any part of the principal of the trusts created by this Will to my grandchildren for their maintenance, support in their accustomed manner of living, ¹²⁴ health, and medical, dental, nursing and hospital expenses, whether or not any such payment, distribution, or application shall result in the termination of the trust. In making any such payment, distribution or application, my Trustee shall not be required to inquire as to other assets or income that may be available.

B. Whenever my Trustee is authorized or directed to pay income to any beneficiary, it shall include the power and authority to apply any or all such income to or for the benefit of such beneficiary.

C. Any rules of trust law which require impartiality as between income beneficiaries and remaindermen may be disregarded, and my Trustees may exercise any power or authority under this Will in favor of my grandchildren and without regard to the interests of subsequent income beneficiaries or the remaindermen.

ITEM VIII

I hereby nominate, appoint and constitute my beloved husband, RICHARD QUITMAN KING, as Executor of this my Last Will and Testament and in the event he shall predecease me, or be unable or unwilling to serve as Executor then and in that event only, I appoint my beloved daughters, FRANCES (BETH) KING MORGAN and CAROLYN KING BOGART, as Co-Executrixs of this my Last Will and Testament, and hereby grant unto them the same powers and authority as set forth for my Executor. My Executor shall be allowed to serve without bond or the necessity of making formal appraisement or accounting and shall have full and plenary power and authority to do and perform any act deemed by him to be for the best interest of my estate, without any limitations whatsoever, and

Frances E. McMullen King
FRANCES E. McMULLEN KING.

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said authority shall include, but shall not be limited to, the right to take possession, hold, manage, invest and reinvest the same, and to collect the income, dividends, rents, interests and profits therefrom, and to employ and to pay any attorneys, agents and accountants that he may deem to be necessary and for the best interest of my estate, and to pay unto himself a just and reasonable compensation as Executor.

The foregoing Will consists of Five pages at the bottom of each of which I have signed my name.

IN WITNESS WHEREOF, I have hereunto set my hand to this my Last Will and Testament, on this the 14th day of Sept., 1979.

Frances E. McMullen King
FRANCES E. McMULLEN KING

STATE OF MISSISSIPPI

COUNTY OF MADISON

WE, each of the subscribing witnesses to the Last Will and Testament of Frances E. McMullen King, do hereby certify that said instrument was signed, by the said Frances E. McMullen King, in our presence and in the presence of each of us, and that the said Frances E. McMullen King, declared the same to be her Last Will and Testament in the presence of each of us, and that we each signed as subscribing witnesses to said Will at the request of Frances E. McMullen King, in her presence and in the presence of each other.

James W. King
ADDRESS: Canton, Ms.

Ann J. Scott
ADDRESS: 113 Post Road
Madison, Ms.

MADISON COUNTY MS This instrument was filed for record DEC. 7, 2009.

Book 45 Page 182
ARTHUR, JOHNSTON, C. C.

BY: *R. Sewell* D.C.



IN THE CHANCERY COURT OF MADISON COUNTY
STATE OF MISSISSIPPI

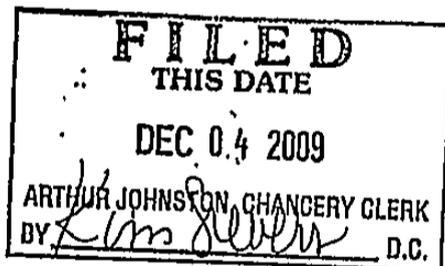
IN THE MATTER OF THE ESTATE
OF FRANCES E. MCMULLEN KING,
DECEASED

CIVIL ACTION FILE NO. 2009-1579-G

PROOF OF WILL

COMES NOW, Ann L. Scott (Hutzel), one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of Frances E. McMullen King, and enters her appearance herein as provided by 91-7-9 of the Mississippi Code of 1972, Annotated, as amended, and makes oath before the undersigned authority that France E. McMullen King, the above named decedent, signed, published and declared said instrument as her Last Will and Testament on the 14th day of September, 1979, the day and the date of said instrument, in the presence of this deponent, and James H. Herring, the other subscribing witness, and that said Testatrix was then of sound and disposing mind and memory, and more than twenty-one (21) years of age, and having her usual place of abode in Madison County, Mississippi, and that she, and James H. Herring, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of said Testatrix and in the presence of the Testatrix and in the presence of each other on the day of the date of said instrument.

Ann L. Scott Hutzel
ANN L. SCOTT (HUTZEL)



STATE OF MISSISSIPPI

COUNTY OF blinds

Personally appeared before me, the undersigned authority in and for said county and state, the within named ANN L. SCOTT (HUTZEL), who, being first duly sworn by me, states on her oath that the matters and facts contained and set forth in the above and foregoing Proof of Will are true and correct as therein stated.

Ann L. Scott Hutzel
ANN L. SCOTT (HUTZEL)

SWORN TO AND SUBSCRIBED BEFORE ME, this the 10th day of September, 2009.

Angela Elaine McGrae
NOTARY



MY COMMISSION EXPIRES:

10/24/2012

(SEAL)

JAMES H. HERRING
MSB#2380
HERRING, LONG & CREWS, P.C.
P. O. BOX 344
CANTON, MISSISSIPPI 39046
(601)859-2573
(601)859-3955 (FAX)
E-MAIL: j.herring@hlclawfirm.com

MADISON COUNTY MS This Instrument was
filed for record DEC. 7, 2009.
Book 45 Page 187
ARTHUR JOHNSTON, C. C.
BY: R. J. [Signature] D.C.

2009-1580

FILED
THIS DATE

DEC 04 2009

ARTHUR JOHNSTON, CHANCERY CLERK
BY *Arthur Johnston* D.C.

Last Will and Testament

OF
MASON LEE DEWEES, JR.

Introductory Clause. I, MASON LEE DEWEES, JR., a United States citizen and a resident of and domiciled in the County of Madison and State of Mississippi, 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 declare that I am single, being the widower of PATRICIA DUGAN DEWEES. I have three (3) children, all of whom are adults, namely: DIANNE MANN DEWEES, THOMAS DUGAN DEWEES and PATRICIA DEWEES REIMERS. All references herein to my children include my three (3) named children and no others.

ITEM I.

Direction to Pay Debts. I direct that all my legally enforceable debts, secured and unsecured, be paid as soon as practicable after my death; provided, however, that my Executor shall specifically be authorized to pay any debt of my estate which does not exceed \$300 without the necessity of probating said debt. I further direct that all of my funeral expenses (including the cost of a suitable monument at my grave), expenses of my last illness, any unpaid charitable pledges (regardless of whether said pledges may be enforceable obligations of my estate), and the costs of administration of my estate be paid as soon as practicable after my death; provided, however, my Executor shall not be required to pay any obligation in advance of its maturity. My Executor, in my Executor's sole discretion, may pay from my domiciliary estate all or any portion of the costs of ancillary administration and similar proceedings in other jurisdictions. If at the time of my death any of the real property herein devised is subject to any mortgage, I direct that the devisee taking such mortgaged property shall take it subject to such mortgage and that the devisee shall not be entitled to have the obligation secured thereby paid out of my general estate. It is my intention, however, that nothing in this Item of my Will should be construed as creating an express trust or fund for the payment of debts and expenses which would in any way extend the normal statute of limitations for the payment of my debts or enlarge upon my statutory duty to pay debts.

ITEM II.

General Bequest of Personal and Household Effects By Memorandum. I give and bequeath all my personal and household effects of every kind including but not limited to furniture, appliances, furnishings, pictures, silverware, china, glass, books, jewelry, wearing apparel, boats, automobiles and other vehicles, sporting equipment, club memberships and all policies of fire, burglary, property damage, and other insurance on or in connection with the use of this property, as follows:

A. I may leave written memoranda disposing of certain items of my tangible personal property. Any such item of tangible personal property shall pass according to the terms of such memoranda in existence at the time of my death. If no such written memoranda is found or identified by my Executor within ninety (90) days after my Executor's qualification, it shall be conclusively presumed that there is no such memoranda and any subsequently discovered memoranda shall be ineffective. Any property given and devised to a beneficiary who is not living at the time of my death and for whom no effective alternate provision has been made shall pass according to the provisions of the following paragraph, and not pursuant to any anti-lapse statute.

B. In default of such memoranda, or to the extent such memoranda do not completely or effectively dispose of such property, I give and bequeath the rest of my personal and household effects of every kind to my children surviving me in approximately equal shares; provided, however, the issue of a deceased child surviving me shall take per stirpes the share their parent would have taken had he or she survived me. If my issue do not agree to the division of the property among themselves, such property shall be divided by my issue casting lots to determine the order in which they shall select, with each of them to select in the aggregate items of comparable value in this rotating fashion. If any beneficiary hereunder is a minor, my Executor may distribute such minor's share to such minor or for such minor's use to any person with whom such minor is residing or who has the care or control of such minor without further responsibility and the receipt of the person to whom it is distributed shall be a complete discharge of my Executor. The cost of packing and shipping such property shall be charged against my estate as an expense of administration.

ITEM III.

Specific Devise of Real Property. I devise and bequeath to my son, THOMAS DUGAN DEWEES, if he survives me, any interest I may own in the tractor shed and the 3.180 surrounding acres. I request that my son maintain this property and that he also assist in the maintenance of any other real estate owned by me at my death. If my said son shall not survive me, I devise and bequeath my interest in such property my son's issue surviving me, per stirpes.

ITEM IV.

Disposition of Residuary Estate. I give, devise and bequeath the rest, residue and remainder of my estate (including lapsed legacies and devises, but excluding property over which I may have a power of appointment, it being my intent not to exercise such power) wherever situate and whether acquired before or after the execution of this Will, to my children surviving me, in equal shares; provided, however, the issue of a deceased child surviving me shall take per stirpes the share their parent would have taken had he or she survived me; and provided further, that the devise under Item III to my son THOMAS DUGAN DEWEES, or his issue, shall be treated as an advancement of his share of my residuary estate, so that for purposes of calculating each separate share, such property shall be brought into hotchpot at its value on the date of division, and the separate share for my son, THOMAS DUGAN DEWEES, or his issue, shall be reduced by the such value.

ITEM V.

Naming the Executor, Executor Succession, Executor's Fees and Other Matters. The provisions for naming the Executor, Executor succession, Executor's fees and other matters are set forth below:

A. Naming Individual Executor. I hereby nominate, constitute, and appoint as Executor of this my Last Will and Testament THOMAS DUGAN DEWEES, and direct that he shall serve without bond. To the extent permissible by law, I waive any requirement that my Executor and any successor Executor be required to make a formal appraisal, provide an inventory, or file an accounting for my estate with any Court. No persons paying money or delivering property to my Executor shall be required to see to its application.

B. Naming Individual Successor or Substitute Executor. If my individual Executor should fail to qualify as Executor hereunder, or for any reason should cease to act in such capacity, the successor or substitute Executor who shall serve without bond shall be DIANNE MANN DEWEES.

C. Final Succession If Individual Successor Executor Cannot Act. If my individual successor Executor should fail to qualify as Executor hereunder, or for any reason should cease to act in such capacity, then the successor or substitute Executor who shall serve without bond shall be PATRICIA DEWEES REIMERS.

D. Powers for Executor. By way of illustration and not of limitation and in addition to any inherent, implied or statutory powers granted to Executors generally, my Executor is specifically authorized and empowered with respect to any property, real or personal, at any time held under any provision of this my Will: to allot, allocate between principal and income, assign, borrow, buy, care for, collect, compromise claims, contract with respect to, continue any business of mine, convey, convert, deal with, dispose of, enter into, exchange, hold, improve, incorporate any business of mine, invest, lease, manage, mortgage, grant and exercise options with respect to, take possession of, pledge, receive, release, repair, sell, sue for, to make distributions or divisions in cash or in kind or partly in each without regard to the income tax basis of such asset (provided that any asset distributed in kind shall be valued for such purpose at its value on the date or dates of division or distribution), to renounce and/or disclaim, in whole or in part, any devise or legacy or any interest in any trust provided for my benefit under the Will of any person or under any trust instrument at any time within the time period required for the disclaimer to qualify under Section 2518 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future law, and in general, to exercise all the powers in the management of my Estate which any individual could exercise in the management of similar property owned in his or her own right, upon such terms and conditions as to my Executor may seem best, and to execute and deliver any and all instruments and to do all acts which my Executor may deem proper or necessary to carry out the purposes of this my Will, without being limited in any way by the specific grants of power made, and without the necessity of a court order. Without in any way limiting the generality of the foregoing, I hereby grant to my Executor all the powers set forth in Mississippi Code Annotated, Section 91-9-101 through 91-9-109 (1972), and these powers are hereby incorporated by reference and made a part of this instrument

ITEM VI.

Provision for Executor to Act as Trustee for Beneficiary Under Age Twenty-Five. If any share or property of my estate becomes distributable hereunder to a beneficiary who has not attained the age of Twenty-five (25), such share shall immediately vest in the beneficiary, but notwithstanding the provisions herein, my Executor shall retain possession of the share in trust for the beneficiary until the beneficiary attains the age of Twenty-five (25), using so much of the net income and principal of the share as my Executor deems necessary to provide for the proper health, education, support and maintenance of the beneficiary, taking into consideration any other income or resources of the beneficiary (including the obligation of his or her parents to support such beneficiary) known to my Executor. Any income not so paid or applied shall be accumulated and added to principal. The beneficiary's share shall be paid over and distributed to the beneficiary upon attaining age Twenty-five (25), or if he or she shall sooner die, to his or her executors or administrators. My Executor shall have with respect to each share so retained all the powers and discretions allowable under the Mississippi Uniform Trustees Powers Act.

ITEM VII

Facility of Payment Provision. During the minority or incapacity of any beneficiary to or for whom income or principal of my estate is authorized or directed to be paid, my Executor may pay, transfer or assign same in any one or more of the following ways: (1) directly to the beneficiary; (2) to the legally appointed guardian of the beneficiary; (3) to a custodian under the Uniform Gifts to Minors Act or the Uniform Transfers to Minors Act of either the state in which the donee or the custodian resides; (4) by additions to existing trusts; (5) to some relative or friend for the health, education, support and maintenance of the beneficiary; (6) by my Executor using such amounts directly for the beneficiary's health, education, support and maintenance.

Testimonium Clause. IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 17th day of August, 1999.

Mason Lee Dewees, Jr.
MASON LEE DEWEES, JR.

Attestation Clause. The foregoing Will, consisting of this and the preceding three (3) pages bearing on the margin the initials of the Testator, was this 17th day of August, 1999, signed, sealed, published and declared by the Testator as and for his Last Will and Testament in our presence, and we, at his request and in his presence, and in the presence of each other, have hereunto subscribed our names as witnesses on the above date.

Lloyd W. Dwyer residing at: 243 W. NEDMA RD

Constance Webb residing at: CANTON MS
499 Springdale Rd 25
Clinton, MS 39056

SELF-PROVING AFFIDAVIT

STATE OF MISSISSIPPI
COUNTY OF HINDS

We, MASON LEE DEWEES, JR., and Lloyd W. Simpson Jr and Constance Webb, the Testator and the witnesses, respectively, whose names are signed to the attached or foregoing instrument, being first duly sworn, do hereby declare to the undersigned authority that the Testator signed and executed the instrument as his Last Will and that he had signed willingly (or willingly directed another to sign for him), and that he executed it as his free and voluntary act for the purposes therein expressed, and that each of the witnesses, in the presence and hearing of the Testator, and in the presence of each other, signed the Will as witness and to the best of our knowledge the Testator was at that time eighteen years of age or older, of sound mind, and under no constraint or undue influence.

Mason Lee Dewees Jr
MASON LEE DEWEES, JR.

Lloyd W. Simpson Jr
Witness

residing at: 243 W. Neoma Rd.
Canton MS

Constance Webb
Witness

residing at: 499 Spungidge Rd A25
Clinton, MS 39056

Subscribed, sworn to, and acknowledged before me by MASON LEE DEWEES, JR., the Testator and subscribed and sworn to before me by Lloyd W. Simpson Jr and Constance Webb, witnesses, this 19th day of August, 1999

R. Jones Young (Seal)
Notary Public for Mississippi

My Commission Expires:

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



Last Will and Testament
of
MAURICE HENDERSON

2009-1481

STATE OF LOUISIANA
PARISH OF ST. TAMMANY

March 21, 2001

I, Maurice Henderson, wishing to make proper disposition of my property in the event of my death, do make and declare this to be my last will and testament, expressly revoking and rescinding any and all other wills and/or codicils which I may have previously made. I am a resident of and domiciled in the Parish of St Tammany, State of Louisiana.

I have been married three times, first to Elizabeth Green, from whom I was divorced by judgment of the State of Washington, second to Novella Hicks, from whom I was divorced in 1968 by judgment of the 22nd Judicial District Court on December 13, 1968 in proceeding number 29,298, and third to Elma Millsap Henderson, from whom I was divorced in 1979 by judgment of the 22nd Judicial District Court on January 8, 1979 in proceeding number 54,398.

I leave and bequeath the sum of one thousand dollars (\$1000) to following (1) Oliver Taylor, (2) Ronnie Henderson, (3) Connie Henderson, (4) Lyndell Brown, (5) Koya Williams, (6) Sheryl Ward, (7) Reginald Taylor, (8) Monette Cooper Johnson, (9) Eric Cole, (10) Corey Cole.

I further leave and bequeath Lot 1 Square 4, Abita Nursey Subdivision to Tina Brazile. I desire that she not sell or mortgage this property, without first affording my other heirs an opportunity to acquire the property.

I further leave and bequeath 2 8 acres in SW1/4 of SW 1/4 Sec. 8-4-10 to Arletta Henderson

I further leave and bequeath to Arletta Henderson all of my property, movable or immovable, not previously bequeathed herein

I hereby declare that I have no forced heirs

I direct that there be charged against and paid out of my estate all just debts, funeral and administrative expenses, including but not limited to the costs of the administration of my estate, owing or payable with respect to my estate. I direct that I be given a funeral and burial in accordance with the instructions I have previously given my Executrix.

I name, appoint and designate, Arletta Henderson, as Executrix for my estate, with full seizen and without bond.

I name, appoint and designate, Adam Hutton, Esq, as attorney for my Executrix and my estate.

In the presence of the undersigned notary and two competent witnesses, I have signed this will at the end and declare same to be my last will and testament, on March 21, 2001.

Nicole Welch
Witness

Maurice Henderson
MAURICE HENDERSON, Testator

Louise Desroche
Witness

The testator, Maurice Henderson, has signed this will, and has declared or signified in our presence that this is her last will and testament, consisting of one page, and in the presence of the testator, Maurice Henderson, and each other we have subscribed our names on March 21, 2001, in Covington, Parish of St Tammany, Louisiana

Nicole Welch
Witness

Maurice Henderson
MAURICE HENDERSON, Testatrix

Louise Desroche
Witness

Adam Hutton
ADAM HUTTON, Notary Public

MADISON COUNTY MS / This instrument was filed for record DEC. 10, 2009.

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ARTHUR JOHNSTON, C. C.

BY K. SEWEN D.C.

