

BOOK 26 PAGE 499

FILED
THIS DATE

DEC 03 1993

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

STEVE DUNCAN
CHANCERY CLERK

BY Lawyer

IN THE MATTER OF THE ESTATE OF
MARGARET CRAIG JOHNSTON, DECEASED

CAUSE NO. 32-389

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF HINDS


Personally came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named WILLIAM G. MCDERMOTT, one of the subscribing witnesses to a certain instrument of writing, a copy of which is attached hereto, purporting to be the Last Will and Testament of MARGARET CRAIG JOHNSTON, deceased, late of Madison County, Mississippi, who, having been by me first duly sworn according to law, states on oath that the said Margaret Craig Johnston signed, made, published and declared said instrument as her Last Will and Testament on the 1st day of November, 1982, the day and date of said instrument, in the presence of this affiant and Carol L. Knop, the other subscribing witnesses to said instrument; that said Testatrix signed said instrument and expressed the desire to this affiant to sign and subscribe said instrument as the Last Will and Testament of Margaret Craig Johnston, after having read same in my presence; that the Testatrix, Margaret Craig Johnston, was at that time over the age of eighteen (18) years and of sound and disposing mind and memory, and that this affiant subscribed and attested said instrument as a witness to the signature and

BOOK 26 PAGE 500

publication thereof at the special instance and request of the Testatrix, and in the presence of said Testatrix, and in the presence of the other subscribing witness.

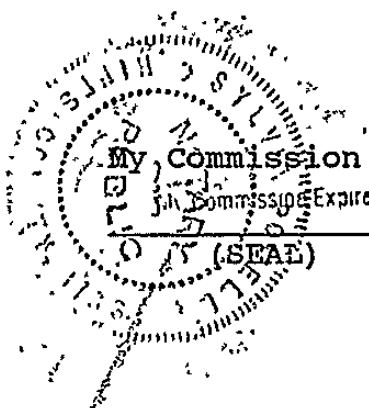

WILLIAM G. MCDERMOTT

SWORN TO AND SUBSCRIBED BEFORE ME, this the 23rd day of November, 1993.


NOTARY PUBLIC

My Commission Expires:
My Commission Expires January 30, 1996

(SEAL)



MDFP\JOHNSTON ASW

LAST WILL AND TESTAMENT
OF
MARGARET CRAIG JOHNSTON

I, MARGARET CRAIG JOHNSTON, of Jackson, Mississippi, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all Wills and Codicils heretofore made by me.

I

To my HUSBAND, JOSEPH EDMUND JOHNSTON, I give, devise and bequeath a sum which, together with the total of any other amounts allowed as a marital deduction in the Federal estate tax proceeding relating to my estate, shall equal the maximum allowable marital deduction; provided that this sum shall be reduced by an amount, if any, needed to increase my taxable estate to the largest amount that will, after allowing for the unified credit against the Federal estate tax, and any other allowable credits, not result in a Federal estate tax being imposed on my estate. However, I direct that no property be included in this devise and bequest which does not qualify for the marital deduction.

II

All the rest, residue and remainder of my property, real, personal, and mixed, of whatsoever kind and nature, wheresoever situated and howsoever held, I give, devise and bequeath to my children, JOSEPH EDMUND JOHNSTON, JR. and BARKSDALE JOHNSTON CROSLAND, IN TRUST NEVERTHELESS, with my husband, JOSEPH EDMUND JOHNSTON, to serve as Trustee. The Trustee shall hold the children's property in trust, and shall not be required to give bond to perform in said capacity. The Trustee shall have the right to use all of the income from said trust for his own pleasure and upkeep. In addition, the principal of this trust may be used for the support, maintenance and welfare of my said husband, if it shall become necessary, taking into consideration any other property he has at his disposal. At the death of my said husband, JOSEPH EDMUND JOHNSTON, the remaining corpus and any undistributed income of

the trust shall be distributed, free of the trust, to my children, JOSEPH EDMUND JOHNSTON, JR. and BARKSDALE JOHNSTON CROSLAND, share and share alike. If my said daughter, BARKSDALE JOHNSTON CROSLAND, shall not be living at the time provided for herein for distribution of the trust, her share shall go instead to her descendants, per stirpes, if any and if none unto such of my other descendants, per stirpes as shall then be living. If my said son, JOSEPH EDMUND JOHNSTON, JR., shall not be living at the time provided for herein for distribution of the trust, his share shall be divided into four parts with each of his three children receiving one part each. Their respective shares shall be delivered unto them outright provided they are twenty-one (21) years of age or older. Should any of these said grandchildren of mine not be living at the time for distribution then their share shall be distributed to their descendants, per stirpes, or if none, to the other children of JOSEPH EDMUND JOHNSTON, JR. in equal shares. Any share that would, at the time of distribution normally be distributed to a minor, shall be held in trust by my trustee until such beneficiary becomes twenty-one (21) years of age at which time his trust will terminate and the property will be delivered outright. The fourth part shall be held in trust by my Trustee for the benefit of my son's wife, BETTY ANNE JOHNSTON, should she be living at that time. The Trustee shall pay to her all of the income annually in convenient installments and so much of the principal as may be necessary for support, maintenance and welfare. At the death of the said BETTY ANNE JOHNSTON the remaining principal and income of this trust shall be paid over to the descendant's of my son, per stirpes, and in a manner similar to that provided earlier in this paragraph.

If my husband, JOSEPH EDMUND JOHNSTON, shall be, or become, unable or unwilling to serve as Trustee of this trust, then I hereby nominate and appoint DEPOSIT GUARANTY NATIONAL BANK, of Jackson, Mississippi, to serve as the Trustee hereunder. Any Trustee of any trust hereunder shall have all the powers afforded to trustees in and by the terms and provisions of the Uniform Trustees' Powers Law of Mississippi, as it now exists or may hereafter be amended, reference to which statute is hereby made for all purposes.

III

If my husband, JOSEPH EDMUND JOHNSTON, shall not survive me, I give, devise and bequeath my entire estate to my children, JOSEPH EDMUND JOHNSTON, JR. and BARKSDALE JOHNSTON CROSLAND, share and share alike. If my said daughter, BARKSDALE JOHNSTON CROSLAND, shall not be living at the time provided for herein for distribution of the trust, her share shall go instead to her descendants, per stirpes, if any and, if none, unto such of my other descendants, per stirpes as shall then be living. If my said son, JOSEPH EDMUND JOHNSTON, JR., shall not be living at the time provided for herein for distribution of the trust, his share shall be divided into four parts with each of his three children receiving one part each. Their respective shares shall be delivered unto them outright provided they are twenty-one (21) years of age or older. Should any of these said grandchildren of mine not be living at the time for distribution then their share shall be distributed to their descendants, per stirpes, or if none, to the other children of JOSEPH EDMUND JOHNSTON, JR. in equal shares. Any share that would, at the time of distribution normally be distributed to a minor, shall be held in trust by my trustee until such beneficiary becomes twenty-one (21) years of age at which time his trust will terminate and the property will be delivered outright. The fourth part shall be held in trust by my Trustee for the benefit of my son's wife, BETTY ANNE JOHNSTON, should she be living at that time. The Trustee shall pay to her all of the income annually in convenient installments and so much of the principal as may be necessary for support, maintenance and welfare. At the death of the said BETTY ANNE JOHNSTON the remaining principal and income of this trust shall be paid over to the descendant's of my son, per stirpes, and in a manner similar to that provided earlier in this paragraph.

IV

I nominate, constitute and appoint my husband, JOSEPH EDMUND JOHNSTON, as Executor of this my Last Will and Testament. If my said husband does not survive me, or shall be, or become, unable or unwilling to serve in such capacity, then I nominate, constitute and appoint DEPOSIT GUARANTY NATIONAL BANK, of Jackson, Mississippi, as Executor of this my Will. Every Executor hereunder shall have all the powers and discretions with respect to

BOOK 26 PAGE 504

my estate as are herein given my Trustee with respect to the trust established under Article II hereof. I hereby request that no bond be required of any Executor serving hereunder, and, insofar as may be permitted by law, I waive inventory and any appraisal of my estate.

IN WITNESS WHEREOF, I have set my hand and seal to this my Last Will and Testament, in the presence of the undersigned witnesses, on this the 1st day of November 1982.

Margaret Craig Johnston
MARGARET CRAIG JOHNSTON

ATTESTATION

We, the undersigned, as subscribing witnesses, do hereby acknowledge and affirm that the foregoing written instrument was exhibited to us by MARGARET CRAIG JOHNSTON 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 1 day of November, 1982.

William B. M. [Signature]

Carel S. Knapp

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 3 day of December, 1993, at 2:45 o'clock P.M., and was duly recorded on the 3rd day of December 1993, Book No. 26, Page 499.

STEVE DUNCAN, CHANCERY CLERK

BY: M. Luckett D.C.



#32-389

FIRST CODICIL TO
LAST WILL AND TESTAMENT OF
MARGARET CRAIG JOHNSTON

FILED
THIS DATE

DEC 03 1993

STEVE DUNCAN
CHANCERY CLERK
BY *Steve Duncan*

I, MARGARET CRAIG JOHNSTON, of Jackson, Mississippi, do hereby make, publish and declare this to be the First Codicil to my Last Will and Testament dated November 1, 1982.

I.

I bequeath to my husband, JOSEPH EDMUND JOHNSTON, if he shall survive me, all my personal effects, and all tangible personal property including automobiles owned by me and held for personal use at the time of my death, but excluding cash on hand or on deposit, securities, choses in action or other intangibles.

If my husband, JOSEPH EDMUND JOHNSTON, shall predecease me, I bequeath so much of the above described property to my children or their descendants, per stirpes, to be divided among them with such equality and appropriateness as my Executor, in its sole discretion, shall determine.

II.

All the residue of the property which I may own at the time of my death, real or personal, tangible and intangible, of whatsoever nature and wheresoever situated, all property which I may acquire or become entitled to after the execution of this Will, including all lapsed legacies and devises, or other gifts made by this Will which fail for any reason (but excluding any property over or concerning which I may have any power of appointment), I bequeath and devise to the DEPOSIT GUARANTY NATIONAL BANK, as an addition to the property held by it as Trustee under the terms of a certain Trust Agreement heretofore entered into between me and the bank dated May 28, 1987, including any amendments thereto, to be a part of the trust and to be managed in accordance with the terms and provisions of the Trust Agreement. The transfer and delivery of my residuary estate to such Trustee and its receipt therefor shall constitute a full

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acquittance of my Executor and shall terminate all probate proceedings in relation to my residuary estate.

If the Trust Agreement dated May 28, 1987, referred to above, is not in existence at the time of my death, then this said Article II shall be null and void.

IN WITNESS WHEREOF, I have set my hand and seal to this my First Codicil to my Last Will and Testament on this the 2nd day of June, 1987.

Margaret Craig Johnston

ATTESTATION

We, the undersigned, as subscribing witnesses, do hereby acknowledge and affirm that the foregoing written instrument was exhibited to us by MRS. MARGARET CRAIG JOHNSTON as her First Codicil to her Last Will and Testament dated May 28, 1987, 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 2nd day of June, 1987.

Mrs. Robert Emmette Lee
ADDRESS: 1935 Castle Hill Dr.
Jackson, Ms. 39204

Kenneth E. McAus
ADDRESS: 312 Colonial Cir.
Jackson, Ms. 39211



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 3 day of December, 1993, at — o'clock — M., and was duly recorded on the 3rd day of December, 1993, Book No. 26, Page 505.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Jupp D.C.

BOOK 26 PAGE 507

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI
FILED
THIS DATE

IN THE MATTER OF THE ESTATE OF
MARGARET CRAIG JOHNSTON, DECEASED

DEC 03 1993

STEVE DUNCAN
CHANCERY CLERK

CAUSE NO. 32-389

BY Arden Trigg

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF HINDS

Personally came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named MRS. ROBERT EVERETTE LEE, one of the subscribing witnesses to a certain instrument of writing, a copy of which is attached hereto, purporting to be the First Codicil to Last Will and Testament of MARGARET CRAIG JOHNSTON, deceased, late of Madison County, Mississippi, who, having been by me first duly sworn according to law, states on oath that the said Margaret Craig Johnston signed, made, published and declared said instrument as her First Codicil to Last Will and Testament on the 2nd day of June, 1987, the day and date of said instrument, in the presence of this affiant and Kenneth E. McNeese, the other subscribing witnesses to said instrument; that said Testatrix signed said instrument and expressed the desire to this affiant to sign and subscribe said instrument as the First Codicil to Last Will and Testament of Margaret Craig Johnston, after having read same in my presence; that the Testatrix, Margaret Craig Johnston, was at that time over the age of eighteen (18) years and of sound and disposing mind and memory, and that this affiant subscribed and

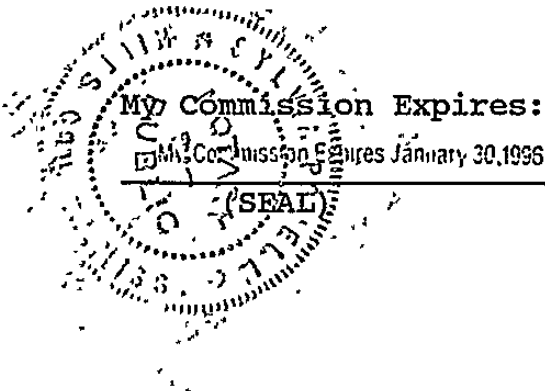
BOOK 26 PAGE 508

attested said instrument as a witness to the signature and publication thereof at the special instance and request of the Testatrix, and in the presence of said Testatrix, and in the presence of the other subscribing witness.

Mrs. Robert Everette Lee
MRS. ROBERT EVERETTE LEE

SWORN TO AND SUBSCRIBED BEFORE ME, this the 23rd day of November, 1993.

John S. Powell
NOTARY PUBLIC



BOOK 26 PAGE 509

FILED
THIS DATE

DEC 03 1993

FIRST CODICIL TO
LAST WILL AND TESTAMENT OF
MARGARET CRAIG JOHNSTON

STEVE DUNCAN
CHANCERY CLERK
BY *Karen Rupp*

I, MARGARET CRAIG JOHNSTON, of Jackson, Mississippi, do hereby make, publish and declare this to be the First Codicil to my Last Will and Testament dated November 1, 1982.

I.

I bequeath to my husband, JOSEPH EDMUND JOHNSTON, if he shall survive me, all my personal effects, and all tangible personal property including automobiles owned by me and held for personal use at the time of my death, but excluding cash on hand or on deposit, securities, choses in action or other intangibles.

If my husband, JOSEPH EDMUND JOHNSTON, shall predecease me, I bequeath so much of the above described property to my children or their descendants, per stirpes, to be divided among them with such equality and appropriateness as my Executor, in its sole discretion, shall determine

II.

All the residue of the property which I may own at the time of my death, real or personal, tangible and intangible, of whatsoever nature and wheresoever situated, all property which I may acquire or become entitled to after the execution of this Will, including all lapsed legacies and devises, or other gifts made by this Will which fail for any reason (but excluding any property over or concerning which I may have any power of appointment), I bequeath and devise to the DEPOSIT GUARANTY NATIONAL BANK, as an addition to the property held by it as Trustee under the terms of a certain Trust Agreement heretofore entered into between me and the bank dated May 28, 1987, including any amendments thereto, to be a part of the trust and to be managed in accordance with the terms and provisions of the Trust Agreement. The transfer and delivery of my residuary estate to such Trustee and its receipt therefor shall constitute a full

m c j

BOOK 26 PAGE 510

acquittance of my Executor and shall terminate all probate proceedings in relation to my residuary estate.

If the Trust Agreement dated May 28, 1987, referred to above, is not in existence at the time of my death, then this said Article II shall be null and void .

IN WITNESS WHEREOF, I have set my hand and seal to this my First Codicil to my Last Will and Testament on this the 2nd day of June, 1987. ;

Margaret Craig Johnston

ATTESTATION

We, the undersigned, as subscribing witnesses, do hereby acknowledge and affirm that the foregoing written instrument was exhibited to us by MRS MARGARET CRAIG JOHNSTON as her First Codicil to her Last Will and Testament dated May 28, 1987, 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 2nd day of June, 1987.

Mrs Robert Emmitt Lee
ADDRESS: 1935 Cattle Hill Dr.

Jackson, Mo. 39204

Kenneth E. McPee
ADDRESS: 312 Colonial Cir.

Jackson, Mo. 39211



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 3 day of December, 19 93, at _____ o'clock — M., and was duly recorded on the 3rd day of December, 1993, Book No. 26, Page 507.

STEVE DUNCAN, CHANCERY CLERK

BY: *Karen Trapp* D.C.

Last Will and Testament

OF

MYRTLE W. PATTERSON

FILED
THIS DATE
DEC 10 1993
STEVE DUNCAN CHANCERY CLERK
BY <i>Aren Hipp</i>

STATE OF MISSISSIPPI
COUNTY OF SUNFLOWER

KNOW ALL MEN BY THESE PRESENTS THAT:

I, the undersigned MYRTLE W. PATTERSON, a resident citizen of Sunflower County, Mississippi, being now more than eighteen (18) years of age and of sound and disposing mind, memory, and understanding, do hereby make, publish and declare this instrument to be my Last Will and Testament and do hereby revoke any and all wills and other testamentary writing heretofore made by me.

ARTICLE I.

PAYMENT OF DEBTS

I direct that all my just debts and expenses of my last illness and funeral expenses that are probated and allowed against my estate be paid as soon after my death as may be practicable.

ARTICLE II.

APPOINTMENT OF FIDUCIARIES

I, MYRTLE W. PATTERSON, do hereby make, nominate, appoint, and constitute my daughter, JANIE P. GARY, as Executrix of this my Last Will and Testament, and that she is to serve as such without bond and without the necessity of inventory, appraisal, or accounting to any court or tribunal whatsoever;

In the event JANIE P. GARY should predecease me, be unable

WITNESSES:

Myrtle W. Patterson
MYRTLE W. PATTERSON

Laura Sue Lane

Colman S. Mitchell

to act, or otherwise fail to act as Executrix, I appoint my son, ERNEST DALTON PATTERSON, JR. as the Executor of my estate, and I hereby direct that said Executor is to serve as such without bond and without the necessity of appraisal, inventory, or accounting to any court or tribunal whatsoever.

ARTICLE III.

GENERAL BEQUEST

I hereby give, devise and bequeath unto my children, JANIE P. GARY and ERNEST DALTON PATTERSON, JR., all of my property, real, personal, or mixed, wherever situated, in which I may have any interest at the time of my death not otherwise effectively disposed, to share and share alike, in equal shares.

ARTICLE IV.

ALTERNATE BEQUEST

If my daughter, JANIE P. GARY, should predecease me, or should we die a simultaneous death, I hereby give, devise, and bequeath her said share of my estate to her daughter, JO GLYNN GARY NOBLE.

If my son, ERNEST DALTON PATTERSON, JR., should predecease me, or should we die a simultaneous death, I hereby give, devise, and bequeath his said share of my estate to his children, DARRELL PATTERSON, DONNA PATTERSON JOHNSON, MARISSA PATTERSON PARKER, and MELINDA PATTERSON.

WITNESS MY SIGNATURE, this the 7 day of February, 1985.

WITNESSES:

Myrtle W. Patterson
MYRTLE W. PATTERSON

Laura Sue Lane
Colman S. Mitchell

STATE OF MISSISSIPPI

COUNTY OF Panola

We, each of the subscribing witnesses to the Last Will and Testament of MYRTLE W. PATTERSON, do hereby certify that said instrument was signed by the said MYRTLE W. PATTERSON in our presence and in the presence of each of us, and that the said MYRTLE W. PATTERSON 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 MYRTLE W. PATTERSON, in her presence and in the presence of each other.

WITNESS OUR SIGNATURES on this the 7th day of February, 1985.

Laura Sue Lowe
NAME

Robert S. Mitchell
NAME

103 Bates St

103 Bates Street

Batesville MS 38606
ADDRESS

Batesville MS 38606
ADDRESS

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 10th day of December, 1993, at _____ o'clock _____ M., and was duly recorded on the December 13, 1993, Book No. 26, Page 511.

STEVE DUNCAN, CHANCERY CLERK

BY Connie Guthrie D.C.



FILED
THIS DATE
DEC 10 1993
STEVE DUNCAN
CHANCERY CLERK
MISSISSIPPI

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE

OF

CIVIL ACTION FILE NO.

32407

MYRTLE W. PATTERSON, DECEASED

PROOF OF WILL

STATE OF MISSISSIPPI

COUNTY OF PANOLA

Personally appeared before me, a notary public in and for said county and state, the undersigned, COLMON S. MITCHELL, who being by me first duly sworn, states on oath:

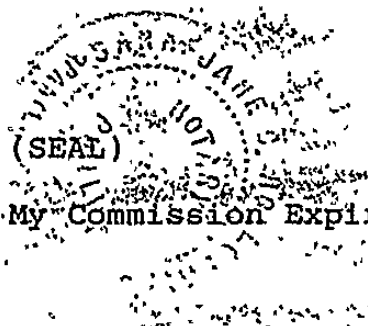
That affiant, COLMON S. MITCHELL, was one of the subscribing witnesses to a certain instrument of writing purporting to be the the Last Will and Testament of MYRTLE W. PATTERSON, and affiant states that the said MYRTLE W. PATTERSON signed, published and declared said instrument as her Last Will and Testament on the 7th day of February, 1985, the date of said instrument, in the presence of this deponent and in the presence of Laura Sue Love, the other subscribing witness thereto, and that said Testatrix was then of sound and disposing mind and memory and more than eighteen (18) years of age, and this deponent and Laura Sue Love subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance of said Testatrix and

in the presence of said Testatrix and in the presence of each other on the day and year of the date of said instrument.

Colmon S. Mitchell
COLMON S. MITCHELL

SWORN TO AND SUBSCRIBED before me, this the 6th day of December, 1993.

Sara Jane C. Holloway
NOTARY PUBLIC



My Commission Expires Feb. 24, 1995

My Commission Expires: _____

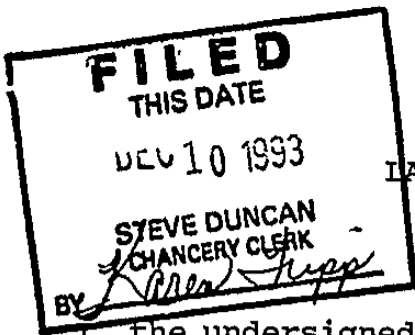
STATE OF MISSISSIPPI, COUNTY OF MADISON:



I certify that the within instrument was filed for record in my office this 10th day of December, 19 93, at _____ o'clock — M., and was duly recorded on the December 13, 1993, Book No. 26, Page 513.

STEVE DUNCAN, CHANCERY CLERK

BY: Connie Guthrie D.C.



BOOK 26 PAGE 515

LAST WILL AND TESTAMENT
OF
JOHNNY LEE JOHNSON

#32-382

I, the undersigned, Johnny Lee Johnson, being above the age of twenty-one years and of sound and disposing mind and memory, do herewith do make, publish and declare this instrument to be my Last Will and Testament, hereby expressly revoking any and all wills, codicils and other testamentary dispositions heretofore made by me.

I.

I hereby name, nominate and appoint Lula Mae Jones McElroy to serve as Executrix of this my Last Will and Testament, to serve at any time without the necessity for inventory, appraisal, accounting or bond, all of which are hereby expressly waived. In the event said Executrix is unable to serve hereunder, then I hereby name, nominate and appoint Cleveland Williams, Jr. to serve as Executor without bond, inventory or accounting.

II.

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

III.

I hereby give, devise and bequeath all of my property, wheresoever located and howsoever described, including all real and personal property of every kind and character to, Lula Mae Jones McElroy. In the event Lula Mae Jones McElroy does not survive me, then I hereby give, devise and bequeath "all of my property, both real and personal, unto Cleveland Williams, Jr.

IN WITNESS WHEREOF, I hereunto affix my signature in the presence of the subscribing and attesting witnesses whose names appear hereon, this the 7th day of March 1991.

Johnny Lee Johnson

This instrument was, on the day and year shown above, signed,

published and declared by Johnny Lee Johnson to be his Last Will and Testament in our presence, and we have subscribed our names as witnesses in his presence and in the presence of each other.

Jeresa Sanders

Jan D. Gots

P.O. Box 276 Madison, MS 39130
Residence

P.O. Box 276 Madison, MS 39130
Residence



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 10th day of December, 1993, at o'clock M., and was duly recorded on the December 13, 1993, Book No. 26, Page 515.

STEVE DUNCAN, CHANCERY CLERK

BY: Connie Guthrie D.C.

FILED
THIS DATE
DEC 10 1993
STEVE DUNCAN
CHANCERY CLERK
BY *Karen Hugg*

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
JOHN LEE JOHNSON
A/K/A JOHNNY LEE JOHNSON, DECEASED

CIVIL ACTION NO. 32-382

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF MADISON

PERSONALLY appeared before me, the under signed authority in and for the jurisdiction aforesaid TERESA SANDIFER, who by me being first duly sworn, deposes and states on oath that she is one of the subscribing witnesses to that certain instrument of writing purporting to be the Last Will and Testament of JOHN LEE JOHNSON A/K/A JOHNNY LEE JOHNSON; that the said JOHN LEE JOHNSON signed, published and declared said instrument to be his Last Will and Testament on the 7th day of March, 1991, in the presence of this affiant and JAMES O. COX IV, the other subscribing witness to said instrument; and that said testator was then of sound and disposing mind and memory and over the age of eighteen (18) years; that this affiant and JAMES O. COX IV subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and request and in the presence of said testator and in the presence of each other.

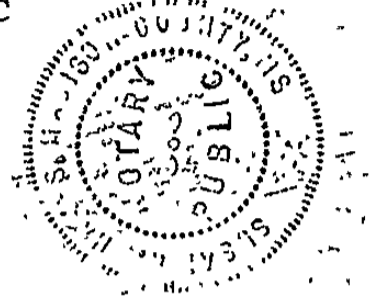
Teresa Sandifer
TERESA SANDIFER

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 29th day of October, 1993.

[Signature]
NOTARY PUBLIC

My Commission Expires:

My Commission Expires Sept. 30, 1995



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 10th day of December, 1993, at o'clock M., and was duly recorded on the December 13, 1993, Book No 26, Page 516.



STEVE DUNCAN, CHANCERY CLERK

BY: Connie Guethne D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

FILED
THIS DATE
DEC 10 1993
STEVE DUNCAN
CHANCERY CLERK
BY *[Signature]*

IN THE MATTER OF THE ESTATE OF
JOHN LEE JOHNSON
A/K/A JOHNNY LEE JOHNSON, DECEASED

CIVIL ACTION NO. 32-383

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF MADISON

PERSONALLY appeared before me, the under signed authority in and for the jurisdiction aforesaid, JAMES O. COX IV, who by me being first duly sworn, deposes and states on oath that he is one of the subscribing witnesses to that certain instrument of writing purporting to be the Last Will and Testament of JOHN LEE JOHNSON A/K/A JOHNNY LEE JOHNSON; that the said JOHN LEE JOHNSON signed, published and declared said instrument to be his Last Will and Testament on the 7th day of March, 1991, in the presence of this affiant and TERESA SANDIFER, the other subscribing witness to said instrument; and that said testator was then of sound and disposing mind and memory and over the age of eighteen (18) years; that this affiant and TERESA SANDIFER subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and request and in the presence of said testator and in the presence of each other.

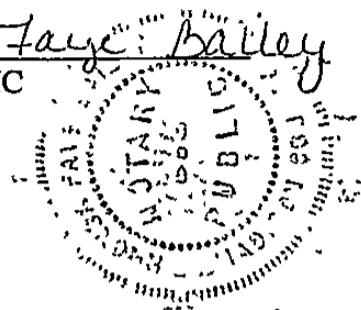
[Signature]

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 28th day of October, 1993.

Rhonda Faye Bailey
NOTARY PUBLIC

My Commission Expires:

My Commission Expires March 5, 1994



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 10th day of December, 1993, at _____ o'clock — M., and was duly recorded on the December 13, 1993, Book No. 26, Page 518.

STEVE DUNCAN, CHANCERY CLERK

BY: Connie Gutterie D.C.

THIS

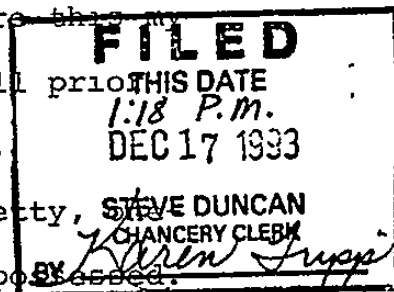
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INTENTIONALLY

Steve Dunc, Chancing Clerk

I, Mrs. Cecil P. Bartlett, make and declare this my last will and testament, hereby revoking any and all prior wills and codicils that I may heretofore have made.



1. I give and bequeath to my daughter, Betty, sixth (1/6) of all of the property of which I die possessed. I also give and bequeath to my daughter, Betty, the usufruct for her life of one-sixth (1/6) of all property, real and personal, of which I die possessed and I dispense her from furnishing bond or other security as usufrucuary.

2. In the event my daughter, Betty, does not survive me, I give and bequeath

(a) to my sons, Earl and Clay, or in the entirety to the survivor, if only one of my said sons survives me, all of the tangible personal property which I may own at my death, including without limitation, the furniture and furnishings in my home, and all jewelry and automobiles; provided, however, that if either of my said sons does not survive me and leaves a child or children who survive me, such child or children shall take the share of my said property which my deceased son would have taken hereunder if living;

(b) to the children of my daughter, Betty, who survive me, that share of my estate to which my said daughter would have been entitled as a forced heir of mine if she had survived me; provided that if any child of my said daughter does not survive me and leaves a child or children who survive me, such child or children shall take per stirpes the share of my estate which such deceased child of my said daughter would have taken hereunder if living.

3. I give and bequeath all of the rest and residue of the property, real and personal, of which I die possessed to my sons, Earl and Clay, or the survivor if only one of my said sons survives me; provided, however, that if either of my said sons does not survive me and leaves a child or children, such child or children shall take the share of my said estate which my deceased son would have taken hereunder if living.

Mrs Cecil P. Bartlett
 Mrs. Cecil P. Bartlett

4. The usufruct and all property hereunder bequeathed to my daughter, Betty, shall be held in trust for her during her lifetime.

5. I appoint my sons, Earl and Clay, trustees of the trust hereby created. If either of my said sons does not survive or fails or refuses to qualify as trustee, the one who qualifies shall appoint a substitute trustee so that there shall be two trustees of the trust hereby created. If at any time after two trustees have qualified, one of the trustees ceases for any reason to be a trustee, the remaining trustee shall appoint a successor trustee so that there shall be two trustees. I dispense each trustee, substitute trustee, or successor trustee from the necessity of furnishing bond.

6. The trustees may, in their unlimited discretion, retain in the trust hereby established any property received from my estate. In the administration of the trust, the trustees shall have all the powers which are conferred upon trustees generally by the Trust Estates Law, and without limitation upon any other powers, but, on the contrary, in extension thereof, the trustees are specifically given the power in their unlimited discretion to invest trust funds in any form of investment whatsoever, to borrow money on the credit of the trust estate, and to sell, exchange, lease (including leasing for periods which may extend beyond the termination of the trust), mortgage, pledge, or otherwise alienate or encumber any of the original trust property and any property into which it may be converted.

7. The trustees shall distribute the net income of the trust quarterly or at such more frequent intervals as they may elect.

8. The trustees are authorized and directed, in their unlimited discretion, to pay to or for the beneficiary at any time prior to the expiration of the trust hereby established, and from time to time, so much of the principal of the trust

Mrs Cecil P. Bartlett
Mrs. Cecil P. Bartlett

as in the sole discretion of the trustees may be desirable in the interest of the comfort or health or general well-being of such beneficiary.

9. Neither the principal nor the income of any trust shall be subject to voluntary or involuntary alienation by the beneficiary.

10. I authorize and empower my co-executors or executor to allocate any asset or assets of my estate that my co-executors or executor in their or his uncontrolled discretion, may select in satisfaction of the bequest by me in paragraph 1 or 2(b) hereof.

All federal and state estate taxes which may be due on my estate and all Louisiana inheritance taxes which may be due by any legatee shall be paid by my estate.

I appoint my sons, Earl and Clay, or the survivor co-executors or executor of my estate. I give the co-executors or the executor, as the case may be, full seizin without bond. Any rights and powers exercised by one of my executors shall be deemed to have been exercised by both of my executors, and any act performed by one of my executors shall be binding upon the other executor.

Witness my hand at New Orleans, Louisiana, this 10th day of December, 1982.

Mrs Cecil P. Bartlett

The testatrix has signed this will at the end and on each separate page and has declared or signified that it is her last will and testament, and in the presence of the testatrix and each other, we have hereunto subscribed our names this 10th day of December, 1982.

K. C. Sebes (Witness)

Mary J. Miller (Witness)

Scott S. Patten (Notary Public)



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 17th day of December, 1983, at 1:18 o'clock P. M., and was duly recorded on the 4th day of January, 1994, Book No 26, Page 521

STEVE DUNCAN, CHANCERY CLERK . BY Karen Jupp DC

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
CECIL P. BARTLETT, DECEASED

NO. 32,424

FILED
THIS DATE
JAN 04 1994
STEVE DUNCAN
CHANCERY CLERK
BY *Karen Suppi*

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF LOUISIANA
PARISH OF Orleans

This day personally appeared before me, the undersigned authority in and for said county and state, Mary J. Miller, one of the subscribing witnesses to a certain instrument of writing purported to be the Last Will and Testament of Cecil P. Bartlett, of the County of Madison, State of Mississippi, who having been by me first duly sworn, makes oath that the said Cecil P. Bartlett signed, published and declared said instrument as her Last Will and Testament on December 10, 1982, in the presence of this affiant and in the presence of K. C. Sykes, the other subscribing witness, that said Testatrix was then of sound and disposing mind and memory and above the age of eighteen years, and this affiant makes oath that she and the said K. C. Sykes 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.

Mary J. Miller

Mary J. Miller

Sworn to and subscribed before me this, the 30th day of DECEMBER, 1993.

[Signature]

NOTARY PUBLIC

My Commission Expires:
[Signature]

(Affix official seal)

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 4th day of January, 1994, at 2:00 o'clock P.M., and was duly recorded on the 4th day of January, 1994, Book No. 26, Page 524.

STEVE DUNCAN, CHANCERY CLERK

BY: *Karen Suppi* D.C.



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
CECIL P. BARTLETT, DECEASED

NO. 32,424

AFFIDAVIT OF SUBSCRIBING WITNESS

FILED
THIS DATE

JAN 04 1994

STEVE DUNCAN
CHANCERY CLERK

BY Karen Jupp

STATE OF LOUISIANA

PARISH OF Orleans

This day personally appeared before me, the undersigned authority in and for said county and state, K. C. Sykes (now known as K. C. Lammond), one of the subscribing witnesses to a certain instrument of writing purported to be the Last Will and Testament of Cecil P. Bartlett, of the County of Madison, State of Mississippi, who having been by me first duly sworn, makes oath that the said Cecil P. Bartlett signed, published and declared said instrument as her Last Will and Testament on December 10, 1982, in the presence of this affiant and in the presence of Mary J. Miller, the other subscribing witness, that said Testatrix was then of sound and disposing mind and memory and above the age of eighteen years, and this affiant makes oath that she and the said Mary J. Miller 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.

K. C. Lammond

K. C. Lammond

Sworn to and subscribed before me this, the 30 day of
DECEMBER 1993.

[Signature]
NOTARY PUBLIC

My Commission Expires:

[Signature]
(Affix official seal)



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 4th day of January, 1994, at 2:00 o'clock P. M., and was duly recorded on the 4th day of January, 1994, Book No. 26, Page 525.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Jupp D.C.

Last Will and Testament

of

NATHAN Q. WALES

FILED
 THURSDAY
 JAN 07 1994
 STEVE DUNCAN
 CHANCERY CLERK
 BY *Connie Beltrac*

32-443

I, NATHAN Q. Wales, a resident of Route 1, Box 91X, Madison County, Canton, Mississippi, 39046, being of sound and disposing mind and memory, and of legal age to make a Will, do hereby revoke any and all Wills and Codicils thereto which have heretofore been made by me, and make, publish and declare this as my Last Will and Testament.

I.

I direct my Executrix, hereinafter named, to pay all just debts that I owe at the time of my death and which may be legally probated against my estate and that she provide me with a respectable burial.

II.

I devise and bequeath unto Georgia Mae Grant, three acres, more or less, on which my residence is located on Tithelo Road and which I acquired from Clifton Goodloe et ux in April, 1969, including the residence and contents herein for her lifetime. At her death I devise and bequeath this said property to my daughter, Shelenda Grant Wales and my son, Terry V. Wales, share and share alike.

III.

I devise and bequeath unto Georgia Mae Grant, that certain one acre, more or less, of land which I acquired from Alvanna Wilson et al, by deed dated September 24, 1984, recorded in Book 200, Page 750, of the records of Madison County, Mississippi.

IV.

I devise and bequeath unto my daughter, Shelenda Grant Wales, and my son, Terry V. Wales, that certain 22 acres, more or less, of land which I acquired from Cedric Wales et ux, by deed dated August 25, 1951, recorded in Book 51, Page 221, of the records of Madison County, Mississippi, share and share alike.

V.

I devise and bequeath all of the interest I own in the Dan Wales Estate unto my grandson, Roger Wales, who lives on Lee Street, Canton, Mississippi.

VI.

All of the rest, residue and remainder of my estate, wheresoever located and situated, I will, devise and bequeath unto Georgia Mae Grant and my son, Terry V. Wales, share and share alike.

Signed for Identification

Nathan Q. Wales

Nathan Q. Wales
 May 16, 1990

Page 2
Last Will and Testament of
Nathan Q. Wales
Dated - May 16, 1990

VII.

I hereby nominate, constitute and appoint Georgia Mae Grant as the Executrix of this my Last Will and Testament without requiring her to give bond, security whatsoever, or to report or account to any Court in the administration and distribution of my estate.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this the
16th day of May, 1990.

Nathan Q. Wales
NATHAN Q. WALES

We, the undersigned, do each hereby certify that the foregoing instrument was signed, sealed, published and declared by Nathan Q. Wales, a resident of Route 1, Box 91X, Canton, Mississippi, 39046, the Testator therein, as and for his Last Will and Testament in the presence of us and each of us, and we, at the same time, at his request, in his presence and in the presence of each other, and believing him to be of sound and disposing mind and memory, have hereunto subscribed our names as attesting witnesses, this
16th day of May, 1990.

Linda Cain
Witness

Helen H. Baird
Witness



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 17th day of January, 1994, at o'clock M., and was duly recorded on the January 7, 1994, Book No. 26, Page 526.

STEVE DUNCAN, CHANCERY CLERK BY: Connie Guthrie D.C.

MADISON COUNTY, MS

FILED

JAN 12 1994

AT 12:17 O'CLOCK P.M.
STEVE DUNCAN, CHANCERY CLERK
By: Karen Supp, D.C.

#32-440

LAST WILL AND TESTAMENT

OF

FLARA B. IRWIN

I, FLARA B. IRWIN, of Canton, Madison County, Mississippi, being of sound and disposing mind, memory and understanding, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all previous wills or codicils thereto.

ITEM I.

I direct my Executor to pay all of my just debts and obligations which may be probated, registered and allowed against my estate, including expenses of my funeral including the opening and closing of the Mausoleum; that the administration of my estate be completed and closed as soon after my death as may be reasonably possible.

ITEM II.

Subject to the specific bequests and devises in Items V, VI and VII as shown below, all of the rest, residue and remainder of my property, real, personal and mixed, of whatsoever kind and nature and wheresoever situated, including lapsed legacies and bequests, of which I shall die seized and possessed or to which I shall have any power of appointment, I do hereby give, devise and bequeath to my husband, FRANCIS B. IRWIN, and the same shall be his absolutely.

ITEM III.

In the event that my husband, FRANCIS B. IRWIN, predeceases me, I hereby made the following specific bequests:

A. I hereby will, devise and bequeath unto the niece who was living with me at the time of my death and was taking care of business and personal matters for me when I was unable to do so, my home located at 705 East Kathy Circle, Canton, Mississippi 39046,

Flara B. Irwin
FLARA B. IRWIN

JB
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PAGE 2 OF FOUR (4) PAGES

including the lot and all contents of the house. I further desire that if any relative requests a special item from the home, which is not essential to the home, that it be given to that relative. However, my desires in this regard are advisory only and should not be considered a binding bequest to any person.

B. I hereby will, devise and bequeath to unto my seven nieces, MRS. MARY FERGUSON, 825 North Kathy Circle, Canton, Mississippi 39046; MRS. MARIE BANES, Highway 43 South, Canton, Mississippi 39046; MRS. FRANCES FITZHUGH, 124 Teras Drive NE, Fort Walton Beach, Florida 32548; MRS. PATRICIA SUDDUTH, Route 2, Box 6, Isola, MS 38754; MRS. DOT DANIELS, P. O. Box 723, Tunica, MS 38676; MRS. DORIS WAYNE, 401 Douglas Drive, Houma, LA 70360; and MRS. LA NEAL SKINNER, 4331 North Bellaire Street, Kansas City, MO 64117, in equal shares, per stirpes, three-fourths (3/4) of my estate after the specific bequests mentioned in this will have been made.

C. I hereby will devise and bequeath unto my remaining relatives, LT. COL. ALICE VIRGINIA PETERS, RET., 3912 West Shore Drive, Edgewater, Maryland 21039; MRS. MARY ROUSH, 131 Center Street, Coal Grove, OH 35638; MRS. LOUISE McGUIRE, 715 Washington Street, Irontaw, Ohio 45638; MRS. JEANETTE KILLIN, 110 Memorial Street, Coal Grove, Ohio 45638; MR. RALPH PETERS, 110 Memorial Street, Coal Grove, Ohio 35638; MR. HOWARD FURR, JR., 8211 East 135th Street, Kansas City, MO 64030; MR. LARRY FURR, 1004 Barron Road, Raymond, MO 64083; MR. MARTIN HENDERSON, 1458 Highway 51, Madison, MS 39110; MR. ALAN HENDERSON, 1473 Highway 51, Madison, MS 39110; MISS JENNIFER HUDSON, 618 East Academy Street, Canton, MS; and MR. GARY SETZER, 7555 Sheringham Avenue, Baton Route, LA 70808, in equal shares, per stirpes, the remaining one-fourth (1/4) of my estate after the specific bequests mentioned in this will have been made.

23

 FLARA B. IRWIN

ITEM IV.

It is my intent that if my assets which I devise and bequeath in Items III(B) and III(C) of this Last Will and Testament cannot be divided in accordance with the provisions of my will, among the named beneficiaries by agreement, or if that portion of my estate is incapable of division as directed in my Last Will and Testament, then I direct that those assets of my estate be sold and the proceeds divided in accordance with my instructions.

ITEM V.

I hereby will, devise and bequeath unto JACK MCCALL, my faithful helper, of Canton, Mississippi, the sum of One Thousand Dollars (\$1,000.00).

ITEM VI.

I hereby will, devise and bequeath unto LUEMMA JACKSON, my faithful maid, of 1162 Brookville Road, Canton, Mississippi, the sum of Two Thousand Dollars (\$2,000.00).

ITEM VII.

I hereby will, devise and bequeath unto BETTY STEWART of Canton, Mississippi, the sum of Five Thousand Dollars (\$5,000.00).

ITEM VIII.

I hereby appoint, nominate and constitute my husband, FRANCIS B. IRWIN, as Executor of this my Last Will and Testament; in the event that he shall be deceased at the time of my death, or unable or unwilling to serve as Executor, then and in that event only, I appoint my nieces, MRS. MARY HOBSON FERGUSON and MRS. PATRICIA SUDDUTH, as Co-Executrices of this my Last Will and Testament, and hereby grant to them the same powers as set forth for my Executor. My Executor shall have full and plenary power and authority to do and perform any act deemed by him to be for the best interest of my

Flara B. Irwin
FLARA B. IRWIN

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

The foregoing Will consists of Four (4) pages, at the bottom 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 1st day of September, 1992.

FLARA B. IRWIN
FLARA B. IRWIN

STATE OF MISSISSIPPI
COUNTY OF MADISON

We, each of the subscribing witnesses to the Last Will and Testament of FLARA B. IRWIN, do hereby certify that said instrument was signed by the said FLARA B. IRWIN, in our presence and in the presence of each of us, and that the said FLARA B. IRWIN, 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 FLARA B. IRWIN, in her presence and in the presence of each other.

ADDRESS: Jean Burns
2022 Hwy 17
Canton, Ms. 39046

ADDRESS: Peggy Sutton
Rt. 2, Box 291
Philadelphia, Miss. 39350

FLARA B. IRWIN
FLARA B. IRWIN



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 12th day of January, 1994, at 12:17 o'clock P.M., and was duly recorded on the 12th day of January, 1994, Book No. 26, Page 528.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Jupp D.C.

BOOK 26 PAGE 532

IN THE CHANCERY COURT OF MADISON COUNTY

STATE OF MISSISSIPPI

MADISON COUNTY, MS

FILED

JAN 12 1994

AT 12:17 O'CLOCK P. M.
STEVE DUNCAN, CHANCERY CLERK

By: Karen Jupp, P.C.

IN THE MATTER OF THE ESTATE OF
FLARA B. IRWIN, DECEASED

CIVIL ACTION FILE NO. 32-440

PROOF OF WILL

Comes now JOAN BURNS, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of Flara B. Irwin, and enters her appearance herein as provided by Section 91-7-9, Miss. Code Anno. (1972), as amended, and makes oath before the undersigned authority that Flara B. Irwin, the above named decedent, signed, published and declared said instrument to be her Last Will and Testament on the 1st day of September, 1992, the day of the date of said instrument, in the presence of this deponent and Peggy Fulton, the other subscribing witness, and that said testator was then of sound and disposing mind and memory, more than twenty-one years of age, and having her usual place of abode in Madison County, Mississippi, and that she and Peggy Fulton subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of said testator and

BOOK 26 PAGE 533

in the presence of said testator and in the presence of each other, on the day of the date of said instrument.

Joan Burns
JOAN BURNS

STATE OF MISSISSIPPI
COUNTY OF MADISON

SWORN TO AND SUBSCRIBED before me on this the 12th day of January, 1994.

Mary S. Sanders
NOTARY PUBLIC

(SEAL)
MY COMMISSION EXPIRES:
10-2-94



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 12th day of January, 1994 at 12:17 o'clock P.M., and was duly recorded on the 12th day of January, 1993, Book No. 26, Page 532.



STEVE DUNCAN, CHANCERY CLERK

BY: Karen Fuppi D.C.

FILED

JAN 14 1994

AT 2:10 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK

By: Karen Jupp DC

#94-027

LAST WILL AND TESTAMENT

OF

JANE A. ALFORD

I, JANE A. ALFORD, of Ridgeland, Madison County, Mississippi, being of sound and disposing mind and memory, hereby make, publish and declare this to be my Last Will and Testament, revoking all other Wills which heretofore have been made by me; that is to say:

ITEM I. I direct that as soon after my death as it may be convenient, the Executrices of my estate, named hereinafter, shall pay all just debts owing by me at the time of my death, including the expenses of my interment, and also including the cost of a suitable stone or marker for my grave, the same to be selected by said Executrices.

ITEM II. I give, devise and bequeath, to my daughters, Mary Alford Bennett and Lottie Alford Taylor, the following property of my estate owned by me at the time of my death, said daughters to share equally therein:

- (1) All stocks or shares in corporations;
- (2) All deposits of money in any bank or banks, building and loan association or associations, or other financial institutions; and
- (3) All the rest and residue of my property and estate, real, personal and mixed, of every kind and nature and wherever the same may be located.

J.A.A.

ITEM III. The provisions of this Will set forth in Item II. above are subject to the following conditions:

(1) If my daughter, Lottie Alford Taylor, shall predecease me, the portion of my estate to which Lottie Alford Taylor would be entitled if surviving me, shall pass to the lineal and adoptive descendants of Lottie Alford Taylor, share and share alike, per stirpes.

(2) In the event Mary Alford Bennett should predecease me, then in that event, the portion of my estate devised to her herein, I give and bequeath to the lineal and adoptive descendants of Mary Alford Bennett, share and share alike, per stirpes; if none, then to Lottie Alford Taylor and in the event Lottie Alford Taylor should be deceased, then said portion shall go to the lineal and adoptive descendants of Lottie Alford Taylor, share and share alike.

ITEM IV. The devises and bequests made in this Will in relation to properties of my estate described in said Item II. above are subject to be diminished to the extent of costs required by said Executrices in the administration of my estate, or for taxes or other charges, if any, required to be paid by said Executrices in the administration of my estate. For the purposes of said costs, taxes or other charges, said Executrices are authorized to use money in said deposits and, if required, to sell any of the other property described in said Item II. to the extent that the proceeds of such sale or sales may be necessary for said purposes.

ITEM V. I hereby nominate and appoint Lottie Alford Taylor and Mary Alford Bennett, as Executrices of this my Last Will and

J.A.A.

Testament, with all the powers and discretion with respect to my estate during administration as may be provided by the laws of this state; and said appointed Executrices shall serve without bond.

IN WITNESS WHEREOF, I, Jane A. Alford, have hereunto set my hand and seal to this my Last Will and Testament, consisting of three (3) typewritten pages, to each of which pages I have subscribed my name, at Ridgeland, Madison County, Mississippi, this 31st day of July, A.D., 1990.

Jane A. Alford (SEAL)
JANE A. ALFORD

The foregoing instrument was signed, sealed, declared and published by the above Jane A. Alford as her Last Will and Testament in the presence of us, the undersigned, who, at her special instance and request, do attest as witnesses to her execution of said Last Will and Testament, after she had signed her name thereto, and in her presence and in the presence of each other.

Dated this 31st day of July, A.D., 1990.

Katherine R. Catchot

Charles L. Balch, III

THIS INSTRUMENT PREPARED BY:

Charles L. Balch, III, Esq.
Post Office Box 13278
Jackson, MS 39236-3278
(601) 932-8498

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 14 day of January, 1994, at 2:10 o'clock P M., and was duly recorded on the 14 day of January, 1994, Book No. 26, Page 536534



STEVE DUNCAN, CHANCERY CLERK

BY: Karen Hipp D.C.

*Corrected
1-31-95
KDB*

BOOK 26 PAGE 537

IN THE CHANCERY COURT OF MADISON COUNTY, MS
STATE OF MISSISSIPPI

FILED

JAN 14 1994

AT 2:10 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK

By: *Karen Fupp, Jr*

IN THE MATTER OF THE ESTATE OF
JANE A. ALFORD, DECEASED

CIVIL ACTION FILE NO. 94027

PROOF OF WILL

Comes now KATHERINE R. CATCHOT, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of Jane A. Alford and enters her appearance herein as provided by Section 91-7-9, Miss. Code Ann. (1972), as amended, and makes oath before the undersigned authority that Jane A. Alford, the above named decedent, signed, published and declared said instrument to be her Last Will and Testament on the 31st day of July, 1990, the day of the date of said instrument, in the presence of this deponent and Charles L. Balch, III, the other subscribing witness, and that said testator was then of sound and disposing mind and memory, more than twenty-one years of age, and having her usual place of abode in Madison County, Mississippi, and that she and Charles L. Balch, III, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of

BOOK 26 PAGE 538

said testator and in the presence of said testator and in the presence of each other, on the day of the date of said instrument.

Katherine R. Catchot
KATHERINE R. CATCHOT

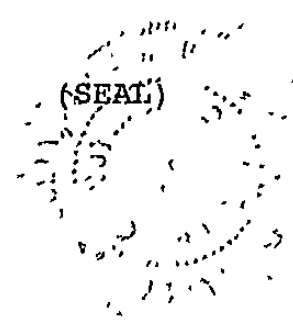
STATE OF MISSISSIPPI
COUNTY OF MADISON

SWORN TO AND SUBSCRIBED before me on this the 14th day of January, 1994.

Steve B. Duncan
NOTARY PUBLIC

MY COMMISSION EXPIRES:

My Commission Expires March 8, 1994



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 14th day of January, 1994, at _____ o'clock _____ M., and was duly recorded on the 14th of January, Book No. 26, Page 53^r.



STEVE DUNCAN, CHANCERY CLERK

BY: Karen Trapp D.C.

BOOK 26 PAGE 539

IN THE CHANCERY COURT OF MADISON COUNTY
STATE OF MISSISSIPPI

MADISON COUNTY, MS

FILED

JAN 14 1994

AT 2:10 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK

IN THE MATTER OF THE ESTATE OF
JANE A. ALFORD, DECEASED

By: *Karen Supp*

CIVIL ACTION FILE NO. 940027

PROOF OF WILL

Comes now CHARLES L. BALCH, III, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of Jane A. Alford and enters his appearance herein as provided by Section 91-7-9, Miss. Code Ann. (1972), as amended, and makes oath before the undersigned authority that Jane A. Alford, the above named decedent, signed, published and declared said instrument to be her Last Will and Testament on the 31st day of July, 1990, the day of the date of said instrument, in the presence of this deponent and Katherine R. Catchot, the other subscribing witness, and that said testator was then of sound and disposing mind and memory, more than twenty-one years of age, and having her usual place of abode in Madison County, Mississippi, and that he and Katherine R. Catchot subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of said testator

BOOK 26 PAGE 540

and in the presence of said testator and in the presence of each other, on the day of the date of said instrument.

Charles L. Balch, III
CHARLES L. BALCH, III

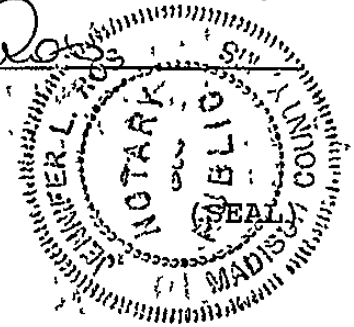
STATE OF MISSISSIPPI

COUNTY OF MADISON

SWORN TO AND SUBSCRIBED before me on this the 12th day of January, 1994.

[Signature]
NOTARY PUBLIC

MY COMMISSION EXPIRES:
My Commission Expires Nov. 22, 1996



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 14 day of January, 1994, at 2:10 o'clock P. M., and was duly recorded on the 14 day of January, 1994, Book No. 26, Page 539.



STEVE DUNCAN, CHANCERY CLERK

BY: *Karen Trupp* D.C.

MADISON COUNTY, MS

FILED

JAN 14 1994

AT 2:13 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK

By: Karen Trapp, DC

#94022

LAST WILL AND TESTAMENT

OF

SAM HAILEY

I, SAM HAILEY, an adult resident citizen of Canton, 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, hereby revoking any and all other wills and codicils heretofore made by me.

ITEM I.

I appoint my wife, CLIFTON R. HAILEY, of Canton, Mississippi, as Executor of my Estate under this Will. I direct my Executor 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.

My wife's name is CLIFTON R. HAILEY, and she is sometimes referred to herein as "my wife." I have two (2) children now living and they are: TIP RAY HAILEY and CAROLINE HAILEY AGNEW. They are herein referred to as "my children."

ITEM III.

I devise and bequeath to my wife, CLIFTON, if she survives me, any interest I may own in our residence which is occupied by us as a family home, subject to any indebtedness that may be against our home at my death. If my wife shall not survive me, I devise and bequeath my interest in our home to my children, in equal shares.

Sam Hailey
SAM HAILEY

ITEM IV.

I give and bequeath to my wife, CLIFTON, if she survives me, my automobiles; clothing, books, jewelry, sport equipment and other personal effects. If my wife does not survive me, I bequeath these items of personal property to my children, in equal shares.

ITEM V.

All furniture, furnishings, ornamental decorations, silverware, china, pictures, linens, glassware and the like located in our home is the property of my wife. I have no right to dispose of these items and hereby confirm her title to them. However, if my wife predeceases me and I become the owner of any such property, I give and bequeath my interest therein to my children, in equal shares.

ITEM VI.

A. I give and bequeath to JAMES SUTTON, WILLIE LUCKETT and LESTER SMITH, JR., who have been my trusted employees, the sum of One Thousand Dollars (\$1,000.00) each. If any of them do not survive me, the bequest to that deceased beneficiary shall lapse.

B. I give and bequeath to my trusted employee, LOUISE CHAMPION, the sum of Two Thousand Dollars (\$2,000.00). If she does not survive me, this bequest shall lapse.

C. I give and bequeath to MARK FULTON the sum of Five Thousand Dollars (\$5,000.00). If he does not survive me, this bequest shall lapse.

D. I give and bequeath One Dollar (\$1.00) to ^{Kline} ELYDE OZBORN, JR. of Canton, Mississippi. If he does not survive me, this bequest shall lapse.

ITEM VII.

A. After the payment of any debts, obligations and expenses of my estate, I devise and bequeath to my wife, CLIFTON, for her lifetime, assets having a value equal to \$600,000, less any taxable transfers I may have made since 1976.

B. As used herein, the term "taxable transfers" shall mean transfers made by me that are subject to the transfer tax provided for in Section 2001 of the Internal Revenue Code of 1986, as amended. The term "value" shall mean the value as of the date of distribution of any assets distributed to satisfy this bequest.

C. The amount determined above shall be increased by an amount of property which will allow my estate to receive the maximum benefit from the Credit for State Death Taxes provided by Section 2011 of the Internal Revenue Code of 1986, as amended. However, this increase shall not cause the total of this bequest to exceed the maximum amount on which there would be no federal estate tax due on my estate.

D. The amount determined above shall be reduced by the amount of any specific bequests which I have made to any beneficiary other than my wife.

E. It is my intention to convey by this bequest the maximum portion of my estate which, at the time of my death, is exempt from the federal transfer tax.

F. From the assets of this bequest, my Executor shall pay any estate or inheritance taxes payable by my estate. My wife shall be entitled to possession of all property in which she holds a life estate by virtue of this item of my Will. She shall not be required to furnish any bond or other security for any part of this property. She shall not be liable for the loss or destruction of any property passing to her under this Item of my Will. She shall not be liable for the payment of any encumbrances or assessments on


SAM HAILEY

the property in which she holds a life interest, all of which shall be paid from principal of the life estate property or by the remaindermen.

G. My wife shall have the power to sell and convey good title to any of the property which passes to her under this Item of my Will. She shall be entitled to invest and reinvest the proceeds from such sale in such property as she in her absolute discretion deems advisable. My wife shall not be liable for any loss that might result from her reinvestment of the proceeds of sale. However, the proceeds of any such sale shall be kept by my wife in a single fund separate and apart from any property owned outright by her so as to segregate the principal from her own estate. My wife may not use the proceeds of sale for her own use or benefit. Neither may she use or dispose of the property in any manner that may destroy or detract from the interest of the remaindermen. No one shall question any action taken by my wife with respect to the property conveyed to her hereunder and no further authority or power to dispose of such property, other than this Item of my Will, shall be required by persons with whom my wife deals in selling such property or in purchasing other property with the proceeds of such sale.

H. The net income realized from the assets herein conveyed to my wife shall be paid to her at such intervals as she desires. She shall continue to receive the net income as long as she shall live.

I. Upon the death of my wife, the entire remaining property conveyed to my wife by this Item of my Will, in whatever form it may then exist, and any accumulated income, shall be paid over and distributed outright in equal shares, to my children. If one of my children shall not be living at the time this distribution is required, the interest of my deceased child shall be distributed to



SAM HAILEY

his or her children, in equal shares. If my deceased child has no surviving children, the interest shall be distributed to my other child.

J. If my wife fails to survive me, then the assets of this bequest shall be distributed in accordance with the provisions of I. above.

ITEM VIII.

A. I give, devise and bequeath to my wife, CLIFTON, if she survives me, all the rest and residue of my estate. None of the assets hereby conveyed to my wife shall be used for the payment of any estate or inheritance taxes that become payable upon or by reason of my death.

B. My wife shall have the right to disclaim all or any part of her interest in any property which I have devised or bequeathed to her, whether outright or in trust, provided she shall do so 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. Any such disclaimer shall be made in writing, clearly stating the portion or assets disclaimed, and shall be timely filed in the Court in which my estate is being probated. If my wife disclaims in whole or in part, the property in which she disclaims her interest shall be distributed to my children, in equal shares.

C. If my wife shall not survive me, then I devise and bequeath the residue of my estate to my children, in equal shares. If one of my children shall not be living at the time any distribution to my children is required under any provision of this Will, the interest of my deceased child shall be distributed to his or her children, in equal shares. If such deceased child has no

surviving children, the interest shall be distributed to my other child.

D. In the event all the persons and classes designated as beneficiaries of my estate die prior to distribution of all the assets of my estate, upon the death of the survivor of them, the assets shall be distributed outright and free of trust to my heirs at law, in accordance with the intestacy laws then in effect in the State of Mississippi.

ITEM IX.

A. In the event my wife, CLIFTON, is or becomes unable or unwilling to serve as my Executor, I appoint my son, TIP RAY HAILEY, to serve as my successor Executor. If both my wife and my son are unable to serve, my daughter, CAROLINE HAILEY AGNEW, shall serve as successor Executor. 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. Where used throughout this Will, the terms "Executor" and "Administrator" may be used interchangeably and shall apply to whoever may be serving as personal representative of my estate, whether one or more than one.

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



 SAM HAILEY

impartiality with respect to the income tax basis of the property. My Executor may satisfy any pecuniary bequest provided in this Will in cash or in kind or partly in cash and partly in kind; however, any asset distributed in kind shall be valued at its date of distribution value. However, my Executor shall not exercise this discretion in any manner that will result in a loss of or decrease in the marital deduction otherwise allowable in determining the federal estate tax due by my estate.

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

G. 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

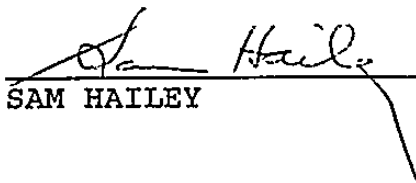


SAM HAILEY

personal, as may be necessary to secure such loan. However, my Executor shall not pledge any property specifically devised or bequeathed herein. My Executor shall not be required to pay or otherwise satisfy such loan prior to the closing of my estate and the discharge of my Executor, but in satisfaction of any bequest herein, my Executor may distribute such property at its value net of such loan.

H. 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, but in my Executor's discretion may sell only so much of my property as is necessary to obtain cash to pay taxes, debts and costs of 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.

I. My Executor shall take all actions necessary to comply with any agreements made by me during my lifetime, including the consummation of any agreements relating to the stock of corporations in which I am a stockholder at the time of my death, and including the continuation of any partnership of which I may be a partner at the time of my death whenever the terms of any such agreement obligate my estate or my personal representatives to sell or continue my interest therein.



SAM HAILEY

IN WITNESS WHEREOF, I have hereunto set my hand and seal to this my Last Will and Testament, consisting of 9 pages on the 1st day of April, 1994.

Sam Hailey
SAM HAILEY

WITNESSES:

Walter D. Mize

3 Sam Staton

ATTESTATION

We, the undersigned, as subscribing witnesses, do hereby acknowledge and affirm that the foregoing written instrument was exhibited to us by SAM HAILEY as his Last Will and Testament, that he signed the same in our presence and in the presence of each of us, and that we, at his request, and in his presence and in the presence of each other, hereto affixed our signatures as subscribing witnesses thereto, this the 1st day of April, 1994.

Walter D. Mize
3 Sam Staton

STATE OF MISSISSIPPI, COUNTY OF MADISON:



I certify that the within instrument was filed for record in my office this 14th day of January, 1994, at 2:13 o'clock P.M., and was duly recorded on the 14th day of January, 1994, Book No. 26, Page 541.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Jupp D.C.

FILED

JAN 14 1994

AT 2:13 O'CLOCK P. M.
STEVE DUNCAN, CHANCERY CLERK
By: Karen Hipp, PC

PROOF OF WILL

STATE OF MISSISSIPPI

COUNTY OF Madison

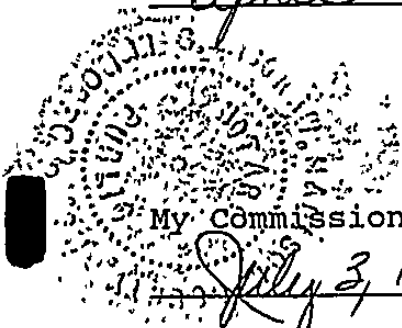
We, Walter G. Mize and Z. LANE SLATOR, on oath state that we are the subscribing witnesses to the attached written instrument dated the 1st day of April, 1990, which has been represented to us to be the Last Will and Testament of SAM HAILEY, who indicated to us that he is a resident of and has a fixed place of residence in the City of Canton, County of Madison, State of Mississippi. On the execution date of the instrument, the Testator, in our presence and in the presence of each of us, signed the instrument at the end thereof and declared the instrument to be his Will, and requested that we attest to the execution thereof whereupon, in the presence of the Testator 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 Testator was over eighteen (18) years of age, and in our opinion was of sound mind, in full possession of his mental faculties, and acting without undue influence, fraud or restraint.

DATED this 1st day of April, 1990.

Walter Mize
Z Lane Slator

Subscribed and sworn to before me on this the 1st day of April, 1990.

Kelsohan A. McBray
NOTARY PUBLIC



My Commission Expires:
July 3, 1991

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 14th day of January, 1994, at 2:13 o'clock P. M., and was duly recorded on the 14th day of January, 1994, Book No. 26, Page 550.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Hipp D.C.



94-016

Last Will and Testament

MADISON COUNTY, MS

OF

FILED

JAN 20 1994

BENNIE LEE BAREFIELD, SR.

AT 4:45 O'CLOCK 2 M
STEVE DUNCAN, CHANCERY CLERK
By: Karen Jupp, DC.

I, BENNIE LEE BAREFIELD, SR., being over the age of twenty-one (21) years and of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament hereby expressly revoking any and all Wills and Codicils made by me, as follows, to-wit:

I.

I nominate and appoint BENNIE LEE BAREFIELD, JR. as Executor of this my Last Will and Testament to serve without bond, inventory or formal appraisal of my Estate.

II.

In the event BENNIE LEE BAREFIELD, JR. is unable or unwilling to serve as Executor of my Estate, I nominate and appoint ELOISE B. BAREFIELD to serve as Executrix of this my Last Will and Testament and I direct she shall not be required to give any bond or other security for the faithful performance of her duties and I hereby waive formal appraisal and accounting of my Estate.

III.

I hereby give, devise and bequeath unto my wife, ELOISE B. BAREFIELD, all of my property, real, personal and mixed wheresoever situated and howsoever described.

IV.

In the event ELOISE B. BAREFIELD predeceases me, I hereby give, devise and bequeath unto my son, BENNIE LEE BAREFIELD, JR., all of my property, real, personal and mixed wheresoever situated and howsoever described.

IN WITNESS WHEREOF, I, BENNIE LEE BAREFIELD, SR., have hereunto set my signature and publish this to be my Last Will and Testament on this the 17th day

of August, 1979, in the presence of two witnesses who have each signed as witnesses at my request, in my presence and in the presence of each other.

B. L. Barefield, Sr.
BENNIE LEE BAREFIELD, SR.

WITNESSES:

S. F. Stater

Marcella Cannon

ATTESTATION CLAUSE

We, each of the subscribing witnesses to the Last Will and Testament of BENNIE LEE BAREFIELD, SR., do hereby certify that said instrument was signed in the presence of each of us, and that said BENNIE LEE BAREFIELD, SR. declared the same to be his Last Will and Testament in the presence of each of us, and that we signed as subscribing witnesses to the said Will at the request of BENNIE LEE BAREFIELD, SR., in his presence and in the presence of each other.

WITNESS OUR SIGNATURES on this the 17th day of August, 1979.

S. F. Stater

Marcella Cannon

WITNESSES

STATE OF MISSISSIPPI, COUNTY OF MADISON:



I certify that the within instrument was filed for record in my office this 20 day of January, 1994, at 4:46 o'clock P. M., and was duly recorded on the 20th day of January, 1994, Book No. 26, Page 551.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Supp D.C.

BOOK 26 PAGE 553

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

MADISON COUNTY, MS

FILED

JAN 20 1994

IN THE MATTER OF THE ESTATE OF
BENNIE LEE BAREFIELD, SR., DECEASED

AT 4:46 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK
By: Karen Shipp, Jr

CIVIL ACTION FILE NO. 94016

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF MADISON

THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction above mentioned, S. F. STATER, III, one of the subscribing witnesses to a certain instrument in writing purporting to be the Last Will and Testament of Bennie Lee Barefield, Sr., deceased, late of the County of Madison, Mississippi, who having been duly sworn makes oath that the said Bennie Lee Barefield, Sr., signed, published and declared said instrument as his Last Will and Testament on the 17th day of August, 1979, the day and date of said instrument, in the presence of this affiant and MARCELLA CANNON, the other subscribing witness to said instrument; that the testator was then of sound and disposing mind and memory and twenty-one (21) years and upward of age and that I, S. F. STATER, III, the Affiant and MARCELLA CANNON, subscribed and attested said instrument as witnesses to the signature of the testator and the publication thereof at the special instance

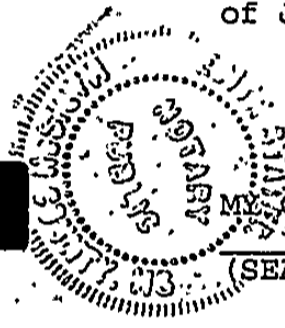
BOOK 26 PAGE 554

and request and in the presence of said testator and in the presence of each other.

S. F. Stater III
S. F. STATER, III

SWORN TO AND SUBSCRIBED BEFORE ME, on this this 4th day of January, 1994.

Elith Stater
NOTARY PUBLIC



MY COMMISSION EXPIRES: 1-6-95
(SEAL)

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 20 day of January, 1994, at 4:46 o'clock P. M., and was duly recorded on the 20th day of January, 1994, Book No. 26, Page 553



STEVE DUNCAN, CHANCERY CLERK

BY: Karen Trappi D.C

#94-032

Last Will and Testament MISSISSIPPI COUNTY, MS
FILED

OF

ELNORA HARRIS PORTER

JAN 20 1994

AT 4:50 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK
By: Karen Supp, P.C.

I, ELNORA HARRIS PORTER, being over the age of twenty-one (21) years and of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all wills and codicils heretofore made by me as follows, to wit:

I.

I hereby appoint HUEY LEE PORTER as Executor of this my Last Will and Testament, to serve without bond, inventory, or formal appraisal of my estate. I direct HUEY LEE PORTER to pay all expenses of my last illness, just debts and burial expenses, from my estate.

II.

I hereby give, devise and bequeath unto HUEY LEE PORTER, all real property wheresoever situated.

III.

I hereby give, devise and bequeath all of the rest, residue and remainder unto JOE DONALD DENT.

IN WITNESS WHEREOF, I, ELNORA HARRIS PORTER hereunto set my signature and published this to be my Last Will and Testament on this the 1 day of August, 1986, in the presence of two witnesses who have each signed as witnesses at my request, in my presence and in the presence of each other.

Elnora Harris Porter
ELNORA HARRIS PORTER

WITNESSES:

Cina Paula Ferai
Scott Babb

ATTESTATION CLAUSE

WE, each of the subscribing witnesses to the Last Will and Testament of ELNORA HARRIS PORTER, do hereby certify that said instrument was signed in the presence of each of us, and that said ELNORA HARRIS PORTER, declared the same to be her Last Will and Testament in the presence of each of us, and that we signed as subscribing witnesses to the said Will at the request of ELNORA HARRIS PORTER, in her presence and in the presence of each other.

WITNESS OUR SIGNATURES on this the 1st day of

August, 1986.

Ana Paula Foraci
Scarlett Babb
WITNESSES

C2062003

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 20 day Corrected
of January, 1994, at 4:50 o'clock P. M., and was duly recorded 1-31-95
on the 20th day of January, 1994, Book No 26, Page 557 555
STEVE DUNCAN, CHANCERY CLERK BY: Karen Jippi D.C.



BOOK 26 PAGE 557

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

MADISON COUNTY, MS

FILED

JAN 20 1994

IN THE MATTER OF THE ESTATE OF
ELNORA HARRIS PORTER, DECEASED

AT 4:50 O'CLOCK P M

STEVE DUNCAN, CHANCERY CLERK

By: Karen Jupp D.C.
CIVIL ACTION FILE NO. 94-32

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF MADISON

THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction above mentioned, AVA PAULA FERACI, one of the subscribing witnesses to a certain instrument in writing purporting to be the Last Will and Testament of Elnora Harris Porter, deceased, late of the County of Madison, Mississippi, who having been duly sworn makes oath that the said Elnora Harris Porter signed, published and declared said instrument as her Last Will and Testament on the 1st day of August, 1986, the day and date of said instrument, in the presence of this affiant and Scarlett Babb, the other subscribing witness to said instrument; that the testator was then of sound and disposing mind and memory and twenty-one (21) years and upward of age and that I, AVA PAULA FERACI, the Affiant and Scarlett Babb, subscribed and attested said instrument as witnesses to the signature of the testator and the publication thereof at the special instance and request and in the presence of said testator and in the presence of each other.

A Feraci

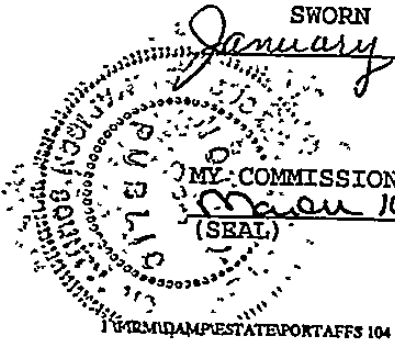
Ava Paula Feraci

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 11th day of January, 1994.

David Russell
NOTARY PUBLIC

MY COMMISSION EXPIRES:

March 10, 1996
(SEAL)



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 20th day of January, 1994, at 4:50 o'clock P.M., and was duly recorded on the 20th day of January, 1994, Book No. 26, Page 557.

STEVE DUNCAN, CHANCERY CLERK

BY: *Karen Jupp* D.C.



#94037

BOOK 26 PAGE 558 MADISON COUNTY, MO

LAST WILL AND TESTAMENT FILED 87073

OF

JAN 21 1994

LESLIE H. STERLING

AT 4:15 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK

By: Karen Jupp, D.C.

I, LESLIE H. STERLING, now domiciled in the County of St. Louis, State of Missouri, make, publish and declare this to be my Last Will and Testament, and I hereby revoke all Wills and Codicils previously made by me.

ITEM ONE. Payment of Debts. I authorize the payment of my legally enforceable debts, including the expenses of my last illness and funeral, as soon after my death as may be practicable.

ITEM TWO. Tangible Personal Property. I give and bequeath all my jewelry, books, pictures, clothing, all articles of household and personal use and adornment, household furnishings, furniture and effects, and automobiles and their accessories to my beloved wife, BARBARA STERLING, if she be then living.

ITEM THREE. Taxes. Under a trust agreement executed by me, as Grantor, with Leslie H. Sterling, Barbara Sterling and Maxine Baer, as Trustee, dated October 10, 1986, I have given the Trustee the power, in its discretion, to pay all taxes imposed by reason of my death, together with any penalties thereon. To the extent that the Trustee does not pay all such taxes, I direct my Personal Representative hereunder to pay any such taxes not so paid without contribution or reimbursement therefor from any person or other source whatsoever. Notwithstanding the foregoing, my Personal Representative shall have no obligation to, but may, pay (a) any inheritance tax, the amount of which cannot be determined on the basis of the facts existing at the time of my death, (b) any taxes imposed by reason of the inclusion in my gross estate for Federal Estate Tax purposes of any interest in a trust or life estate created by a spouse of mine, (c) any taxes in connection with a generation skipping transfer with respect to which I am a deemed transferor, or (d) any recapture tax on a special valuation.

PAGE ONE OF MY LAST WILL AND TESTAMENT

Leslie Sterling

My Personal Representative, whose decision shall be conclusive and binding on all parties in interest, may:

1. Determine whether to include or exclude any particular property, with respect to which there is any doubt, from my gross estate for Federal Estate Tax purposes.

2. Elect to take any expense as a deduction for income tax purposes or for estate tax purposes.

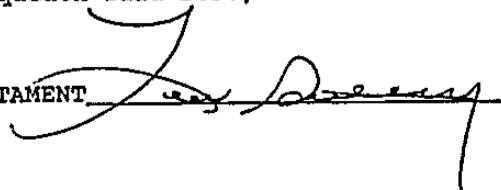
3. Elect any permissible date as the date for valuing property in my estate for Federal Estate Tax purposes.

4. Join with my spouse (which shall include her Personal Representative) in filing a joint income tax return for any period for which such a return may be permitted and agree with my spouse as to whether and to what extent she or my estate shall bear the burden of liability for taxes, interest or penalties due thereon or shall be entitled to the benefit of any refund, interest or credit based on such return.

5. Consent that any gift made by my spouse be deemed made one-half (1/2) by me and pay any tax due with respect thereto.

My Personal Representative need not make any such decision or take any such action solely for the benefit of my estate or any beneficiary thereof or all beneficiaries equally or proportionately, and there shall be no adjustments between principal and income or between the interests of the respective beneficiaries by reason of any such decision or act. My Personal Representative shall have no liability or responsibility to any person whomsoever as a result of any decision made or action taken in good faith hereunder.

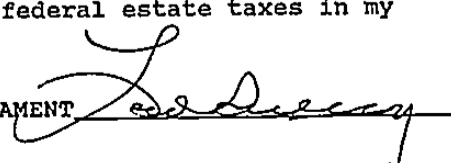
ITEM FOUR. Bequest of Residue. All the rest, residue and remainder of my estate, both real, personal and mixed, I give, devise and bequeath to the then acting Trustee under that certain trust agreement above described, to be held and disposed of as part of the principal of said trust. Should said trust be not then in existence, I give, devise and bequeath said rest, residue and



remainder to my said wife, if she be then living, otherwise to my then living descendants, per stirpes.

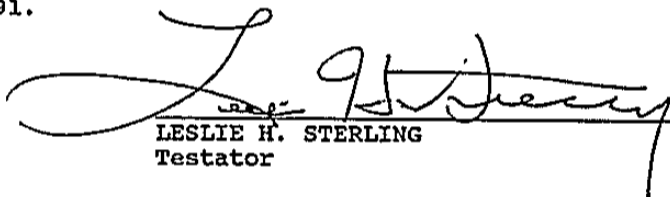
ITEM FIVE. Personal Representative. I hereby nominate, constitute and appoint BARBARA STERLING, Personal Representative of this, my Last Will and Testament. In the event that BARBARA STERLING is unable to act due to death, disability or any other reason, I then nominate, constitute and appoint MAXINE BAER as Personal Representative of this, my Last Will and Testament. I expressly authorize and empower my Personal Representative without application to or order of any probate or other court, to take charge of any or all property, real or personal, or interests therein, owned by me at the time of my death or owned by my estate thereafter, and to sell, transfer and convey any such property for such purposes and at such times and for such amounts and upon such terms as my Personal Representative may deem appropriate; and to that end my Personal Representative may employ any realtor or other sales agency, including its own real estate department or that of an affiliated company, and pay the customary compensation or commission for such services. I specifically authorize my Personal Representative to administer my estate without adjudication, order or direction of any court, whether by virtue of Section 473.780 or the Revised Statutes of Missouri or of any other statute or rule of law in Missouri or in any other applicable jurisdiction now in effect or hereinafter enacted. I further provide that the decision to proceed with independent, unsupervised administration or to proceed with court-supervised administration shall rest solely with my Personal Representative.

If my wife shall survive me, the decision of my Personal Representative as to whether and to what extent to make an election to qualify for the marital deduction all or any portion of any trust under that certain trust agreement above described shall be conclusive and binding on all parties in interest. I anticipate that factors other than minimizing federal estate taxes in my



estate, including but not limited to the estimated life expectancy of my wife and the probable size of her estate at the time of her death, may merit consideration and my Personal Representative is expressly authorized to base its decision on any factor or factors it then considers pertinent. I expressly absolve my Personal Representative from any liability whatsoever for whatever decision it reaches, whether that decision is to qualify none, part or all of any such trust for the marital deduction.

IN WITNESS WHEREOF, I have hereunto set my hand this 5/31st day of December, 1991.


LESLIE H. STERLING
Testator

The foregoing instrument, signed by the Testator in the presence of all of us, was on the date thereof, by him published and declared to be his Last Will and Testament, and thereupon we, at his request, in his presence and in the presence of each other, did hereunto subscribe our names as witnesses.

Janet S Saale
Name

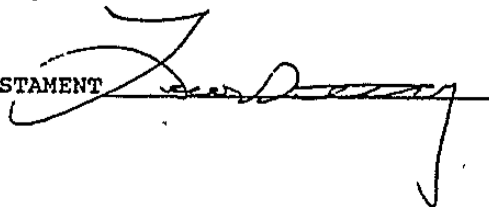
2130 Christy, Arnold, Mo 63010
Address

Kate Schlueter
Name

344 Hible Ct St Louis Mo 63011
Address

STATE OF MISSOURI)
) SS
COUNTY OF ST. LOUIS)

I, the undersigned, a Notary Public authorized to administer oaths in the State of Missouri, certify that LESLIE H. STERLING, the Testator, and Janet S Saale and Kate Schlueter, the witnesses, respectively, whose names are signed to the attached or foregoing instrument, having appeared together before me and having been first duly sworn, each then declared to me that the Testator signed and executed the instrument



as his last Will, and that he had willingly signed 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, signed the Will as witness and that, to the best of his or her knowledge, the Testator as that time eighteen (18) or more years of age, of sound mind and under no constraint or undue influence.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my official seal this 31st day of December, 1992.

[Handwritten Signature]
Notary Public

My Commission Expires:



NOTARY PUBLIC
STATE OF MISSISSIPPI
COMMISSION EXPIRES 6/1/97
MADISON COUNTY

PAGE FIVE AND FINAL PAGE OF
MY LAST WILL AND TESTAMENT

[Handwritten Signature]

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 21st day of January, 1994, at 4:15 o'clock P M, and was duly recorded on the 21st day of January, 1994, Book No. 26, Page 558.



STEVE DUNCAN, CHANCERY CLERK

BY: *[Handwritten Signature]* D.C.

BOOK 26 PAGE 563

FIRST CODICIL
TO
THE LAST WILL AND TESTAMENT
OF
LESLIE STERLING

FILED C 37073
THIS DAY
JAN 21 1994
STEVE DUNCAN
CHANCERY CLERK
BY *Karen Supp*

I, LESLIE STERLING, make, publish and declare this instrument to be a First Codicil to the Last Will and Testament executed by me on the 31st day of December, 1991, in the presence of Janet S. Saale and Katie Schlueter as subscribing witnesses:

ITEM ONE: I hereby amend my aforesaid Last Will and Testament as follows:

Item 5 entitled "Personal Representative" is amended by removing Maxine Bayer as a successor personal representative and substituting FRANK SUSMAN in her place.

ITEM TWO: I hereby republish, ratify and reaffirm my said Last Will and Testament as modified and amended by this First Codicil and I hereby republish and declare the said Last Will and Testament as amended by this First Codicil as and for my Last Will and Testament.

IN WITNESS WHEREOF, I have hereunto subscribed my name in the County of St. Louis, Missouri, this 10^E day of December, 1993.

Leslie Sterling

LESLIE STERLING, Testator

Leslie Sterling

We hereby certify that LESLIE STERLING, the Testator named in the foregoing instrument, subscribed his name thereto on this 10th day of December, 1993, and in our presence and declared the same to be a First Codicil to his Last Will and Testament dated the 31st day of December, 1991, and LESLIE STERLING, further reaffirmed and republished his Last Will and Testament as amended by this First Codicil as and for his Last Will and Testament, and that we subscribe our names hereto, as witnesses in the presence and at the request of said Testator, and in the presence of each other and at the time of the execution of this Codicil and the Testator was of sound and disposing mind to the best of our knowledge and belief.

[Signature]

7711 Carondelet Ave
St. Louis, MO 63105

Charlene M Wiersum

7711 Carondelet
St. Louis MO 63105

STATE OF MISSOURI)
) SS.
CITY OF ST. LOUIS)

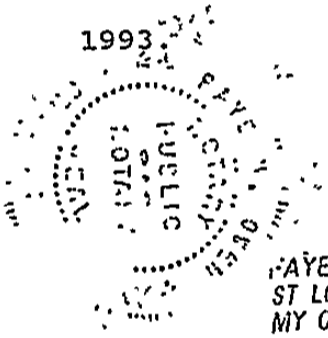
I, the undersigned, a Notary Public authorized to administer oaths, certify that LESLIE STERLING, the Testator, and Frank Susman, Charlene Wiersum and _____, the witnesses, respectively, whose names

PAGE 2 OF MY FIRST CODICIL Leslie Sterling

are signed to the foregoing instrument, having appeared together before me and having been first duly sworn, each then declared to me that the Testator signed and executed the instrument as the First Codicil to his Last Will and Testament, and that he had willingly signed, 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, signed the Codicil as witness, and that to the best of his or her knowledge the Testator was at that time eighteen or more years of age, of sound mind, and under no constraint or undue influence.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my official seal this 10th day of December,

1993



P. M. Owen
Notary Public

P. M. OWEN, NOTARY PUBLIC
STATE OF MISSOURI
MY COMMISSION EXPIRES 2/7/95

PAGE 3 OF MY FIRST CODICIL

Leslie Stertina



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 21st day of January, 1994, at 4:15 o'clock A. M., and was duly recorded on the 21st day of January, 1994, Book No. 26, Page 263.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Jupp D.C.

BOOK 26 PAGE 566

STATE OF MISSOURI } ss. LESLIE H. STERLING DECEASED NO. C37073
COUNTY OF ST. LOUIS }

I, HEATHER HELLMICH, Clerk of the Probate Division, Circuit Court, within and for the County of St. Louis,
in the State of Missouri, certify that the foregoing IS A true COPY OF PURPORTED LAST WILL
AND TESTAMENT;

as fully as the same remains _____ on file and appears _____ of record in my office



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the
seal of said Division, at office, in the city of Clayton of said County,
and State, this 5th
day of January, 1994

Heather Hellmich
Clerk of Probate Division

STATE OF MISSOURI } ss.
COUNTY OF ST. LOUIS }

I, LOUIS M KOHN, Judge of the Probate Division, Circuit Court, within and for the County of St Louis, aforesaid,
certify that the same is a Court of Record, and that the foregoing attested by Heather Hellmich, Clerk of said Division, is
in due form and by the proper officer

Given under my hand at the City of Clayton of said County and State, this
5th day of January, 1994

Louis M Kohn
Judge of Probate Division

BOOK 26 PAGE 567

STATE OF MISSOURI }
COUNTY OF ST. LOUIS } ss. LESLIE H. STERLING DECEASED NO. C37073

I, HEATHER HELLMICH, Clerk of the Probate Division, Circuit Court, within and for the County of St. Louis, aforesaid, certify that the same is a Court of Record and that the Honorable Louis M. Kohn, whose genuine signature appears to the annexed certificate, is now and was at the time he signed the same, the Judge of said Division, duly commissioned and qualified, and that to all his official acts full faith and credit are and ought to be given.



IN WITNESS WHEREOF, I hereto set my hand and affix the seal of said Court, at office, in the City of Clayton in said County and State, this _____ 4th day of _____ January 19 94

Heather Hellmich
Clerk of Probate Division

BOOK 26 PAGE 568

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

MADISON COUNTY, MS

FILED

JAN 21 1994

IN THE MATTER OF THE ESTATE OF
LESLIE H. STERLING, DECEASED

AT 4:15 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK

By: Karen Supp, DC

CIVIL ACTION FILE NO. 94037

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSOURI

COUNTY OF St. Louis

THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction above mentioned, FRANK SUSMAN, one of the subscribing witnesses to a certain instrument in writing purporting to be a Codicil to the Last Will and Testament of Leslie H. Sterling, deceased, late of St. Louis, Missouri, who having been duly sworn makes oath that the said Leslie H. Sterling, signed, published and declared said instrument a Codicil to his Last Will and Testament on the 10th day of December, 1993, the day and date of said instrument, in the presence of this affiant and CHARLENE M. WIERSUM, the other subscribing witness to said instrument; that the testator was then of sound and disposing mind and memory and twenty-one (21) years and upward of age and that I, FRANK SUSMAN, the Affiant and CHARLENE M. WIERSUM, subscribed and attested said instrument as witnesses to the signature of the testator and the publication thereof at the

BOOK 26 PAGE 569

special instance and request and in the presence of said testator and in the presence of each other.

[Handwritten Signature]

Frank Susan

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 13th day of January, 1994.

[Handwritten Signature: Charlene M. Wiersum]

NOTARY PUBLIC

MY COMMISSION EXPIRES:

(SEAL)

" NOTARY SEAL "
Charlene M. Wiersum, Notary Public
St. Louis County, State of Missouri
My Commission Expires 3/21/97



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 21st day of January, 1994, at 4:15 o'clock P.M., and was duly recorded on the 21st day of January, 1994, Book No. 26, Page 568.

STEVE DUNCAN, CHANCERY CLERK

BY: *[Handwritten Signature: Karen Supp]* D.C.

MADISON COUNTY, MS

UNITED STATES OF AMERICA

JAN 31 1994

STATE OF



AT 8 12 O'CLOCK A M
STEVE DUNCAN, CHANCERY CLERK

LOUISIANA *Steve Duncan*

Civil District Court for the Parish of Orleans

I, DALE N. ATKINS, Clerk of the Civil District Court for the Parish of Orleans, DO HEREBY CERTIFY, THAT the annexed copy of WILL, AFFIDAVIT & ORDER is a true and correct copy of the original document that is on file and of record among the archives of my office entitled "SUCCESSION OF SARA WOLCOTT SAUCIER, NO. 93-21559" of the docket of this HONORABLE COURT.

[Large handwritten signature/initials in a large oval]

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of the said Court, at the CITY OF NEW ORLEANS, on this 20th day of DECEMBER in the year of our Lord, one thousand nine hundred and ninety-three and in the two hundredth 13th year of the Independence of the United States of America

Dale N. Atkins Clerk

I, LOUIS A. DIROSA, presiding Judge of the Civil District Court for the Parish of Orleans, DO HEREBY CERTIFY THAT DALE N ATKINS, is the Clerk of Said Court, that the same is a Court of Record having probate jurisdiction, and that the signature of DALE N ATKINS, Clerk, to the foregoing certificate is in the proper handwriting of her, the said DALE N ATKINS, Clerk, to her official act as such, full faith and credit are due: and owing, and I DO FURTHER CERTIFY that her attestation is due form of law

Given under my hand, at the City of New Orleans, on the 20th day of December, in the year of our Lord, one thousand nine hundred ninety-three

Louis A. Dirosa Presiding Judge.

I, DALE N. ATKINS, Clerk of the Civil District Court for the Parish of Orleans, DO hereby certify that LOUIS A. DIROSA whose genuine signature appears to the foregoing certificate, is, now, and was at the time of signing the same, presiding Judge of the Civil District Court for the Parish of Orleans, duly appointed and commissioned and qualified as such, and that said attestation is in due form of law.

WITNESS, my hand and the seal of said Court, this 20th day of December 19 93

Dale N. Atkins Clerk

No Variation
Max H. Police & Judge
18 Nov. 1993

I, Sara W. Saucier, being of sound mind and knowing of the uncertainty of life and the certainty of death, do hereby make this my last will and testament; I revoke all other wills that I have made.

I have been married but once and then to Loren R. Saucier who has predeceased me.

The following two children are issue of my marriage - who are of the full age of majority.

- ↳ Sara Ernestine, wife of John H. Henkel
- ↳ Lorraine Saucier, wife of C. Allen Cole

I give and bequeath to my daughter Ernestine Henkel a special bequest of twenty five thousand dollars (\$25,000.00)

I give and bequeath to Angela Cole my piano.

The above said bequest are to be made after all of my just debts are paid

The balance of my estate I bequeath to my two daughters, Ernestine and Lorraine to be equally divided between them, share and share alike.

This is intirely written, dated and signed by me in my own hand writing in New Orleans La. on this eight (8) day of October, one thousand nine hundred and nineteen (1919).

Sara W. Saucier No Variation
Loren R. Saucier & Judge Allen

APPROPRIATE COPY
DEPUTY CLERK, CIVIL DISTRICT COURT
PARISH OF ORLEANS
STATE OF LA.

CIVIL DISTRICT COURT FOR THE PARISH OF ORLEANS

STATE OF LOUISIANA

NO. 93-21559

DIVISION "G"

DOCKET NO 1

SUCCESSION

OF

SARA WOLCOTT SAUCIER

FILED: _____

DEPUTY CLERK _____

A F F I D A V I T

STATE OF LOUISIANA:

PARISH OF ORLEANS:

BEFORE ME. the undersigned authority, personally came and appeared

CLEMENT A. COLE, JR.

and

MARY ELIZABETH JONES

who, after being duly sworn, did depose and say, to-wit:

THAT they are well acquainted with the handwriting of the late Mrs. Sara W. Saucier.

THAT they have examined the last will and testament of the decedent, Mrs. Sara W. Saucier, and that said will and testament is entirely written, dated and signed in the decedent's own handwriting.

Clement A Cole, Jr.

Mary Elizabeth Jones

SWORN AND SUBSCRIBED
BEFORE ME THIS 17th DAY
OF NOVEMBER, 1993.

Louis M Jones, M.P.
NOTARY PUBLIC

A TRUE COPY
Pierre J. ...
DEPUTY CLERK, CIVIL DISTRICT COURT
PARISH OF ORLEANS
STATE OF LA.

Civil District Court Parish of Orleans
STATE OF LOUISIANA

NO 93-21559

DIVISION G

DOCKET 1

SUCCESSION OF

SARA WOLCOTT SAUCIER

ORDER

The last will and testament, in olographic form, of the late _____
-----SARA WOLCOTT SAUCIER----- having been drawn in
accordance with the terms of Revised Civil Code Article 1588 and having been filed in this
proceeding, together with the affidavits of Clement A. Cole, Jr.
and Mary Elizabeth Jones, witnesses, attesting that said last will and testa-
ment was by them acknowledged, recognized and declared to be entirely written, dated and
signed in the Testatrix's own handwriting and that the aforesaid instrument was her
last will and testament, in accordance with the terms of Louisiana Code of Civil Procedure
Article 2883, as amended,

IT IS ORDERED that the proces verbal be dispensed with and that said testament be
recorded, filed and ordered executed in accordance with its terms.

New Orleans, Louisiana, this 18 day of NOVEMBER, 1993.

Max G. Davis, Jr.
JUDGE

A TRUE COPY
Pauline Ann Brown
DEPUTY CLERK, CIVIL DISTRICT COURT,
PARISH OF ORLEANS
STATE OF LA.



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 31st day
of January, 1994, at 8:12 o'clock A.M., and was duly recorded
on the 31st day of January, 1994, Book No. 26, Page 570.

STEVE DUNCAN, CHANCERY CLERK BY Karen Trapp D C

Last Will and Testament

MADISON COUNTY, MS

FILED

FEB 04 1994

AT 10:10 O'CLOCK A. M.
STEVE DUNCAN, CHANCERY CLERK

By: *Karen Supp, D.C.*

OF

HENRY MURPHY BILLINGSLEY

#94054

LAST WILL AND TESTAMENT

OF

HENRY MURPHY BILLINGSLEY

I, Henry Murphy Billingsley, an adult resident of Hinds County, Mississippi, and being of sound and disposing mind, memory and understanding, do hereby make, publish and declare this instrument to be my Last Will and Testament and I do hereby expressly revoke all wills or codicils heretofore by me made.

ITEM I

I do hereby direct my executrix, as hereinafter named, to pay my funeral expenses and the expenses of my last illness, if any, as soon after my death as shall be commensurate with the best interest of my estate; however, I am not, by this item of my Last Will and Testament, creating any type of trust or preference in favor of any possible creditors of my estate.

ITEM II

I do hereby will, devise and bequeath all farm land or real estate owned by me at the time of my death located in Tate County, Mississippi, unto my wife, Doris S. Billingsley, my daughter, Susan B. Hammet, and my daughter, Donna B. Haynes, in equal shares and in fee simple, per stirpes. It is my desire that each shall own a one-third (1/3) undivided interest in said property as a result of this will.

ITEM III

I do hereby will, devise and bequeath all the rest and residue of my estate, both real and personal, of every character and description, and wheresoever located or situated unto my wife, Doris S. Billingsley, in fee simple.

ITEM IV

In the event that my said wife, Doris S. Billingsley, should predecease me, then and in that event, I do hereby will, devise and bequeath my entire estate, both real and personal, of every character and description, and wheresoever located or situated unto my two daughters, Susan B. Hammet and Donna B. Haynes, in equal shares and in fee simple, per stirpes.

ITEM V

I do hereby nominate, constitute and appoint my said wife, Doris S. Billingsley, as executrix of this my Last Will and Testament and I do hereby expressly relieve her, as such executrix, of making bond, of returning an inventory and appraisement, and of accounting unto any court whatsoever. In the event that my said wife, Doris S. Billingsley, should predecease me or should be unable or unwilling to serve as such executrix, then I do hereby nominate, constitute and appoint my daughter, Susan B. Hammet, as the executrix of this my Last Will and Testament, and I do hereby expressly relieve her, as such executrix, of making bond, of returning an inventory and appraisement, and of accounting unto any court whatsoever.

WITNESS my signature on this the 7th day of May, 1984.

Henry Murphy Billingsley
HENRY/MURPHY/BILLINGSLEY

CERTIFICATE

We, the undersigned, do hereby certify that Henry Murphy Billingsley signed his name to the above instrument entitled "Last Will and Testament of Henry Murphy Billingsley" in our presence and which said instrument he stated to us was his Last Will and Testament, and that we signed said instrument of writing at his special instance and request as attesting witnesses thereto in the presence of each other and in the presence of the said Henry Murphy Billingsley.

We do further certify that the said Henry Murphy Billingsley was, at the time of signing said instrument, over the age of eighteen (18) years and of sound and disposing mind, memory and understanding.

WITNESS our signatures on this the 7th day of May, 1984.

Patricia S. Collier
WITNESS

Herbert K. ...
WITNESS

Senatobia, MS 38668
ADDRESS

Senatobia, Ms 38668
ADDRESS



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 4th day of February, 1994, at 10:10 o'clock A. M., and was duly recorded on the 7th day of February, 1994, Book No. 26, Page 574

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Jupp D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
HENRY MURPHY BILLINGSLEY

CIVIL ACTION NO. 94054

PROOF OF WILL

STATE OF MISSISSIPPI

COUNTY OF TATE

PERSONALLY appeared before me, the undersigned authority in and for county and state aforesaid, Herbert Kirkland Moore, Jr., a subscribing and attesting witness to a certain instrument of writing purporting to be the Last Will and Testament of Henry Murphy Billingsley, deceased, late of Madison County, Mississippi, who being duly sworn by me, did state on his oath as follows:

That he has examined the attached instrument of writing purporting to be the Last Will and Testament of Henry Murphy Billingsley, consisting of three (3) typewritten sheets of legal size paper, including the attestation, dated May 7, 1984 and signed by the said Henry Murphy Billingsley, deceased, and Mrs. Pamela S. Collier and Herbert Kirkland Moore, Jr. as attesting witnesses thereto, and that said instrument of writing is the same instrument of writing that the said Henry Murphy

Billingsley, deceased, signed, published and declared to be his Last Will and Testament on the date of May 7, 1984 in the presence of the said witnesses; that the said Henry Murphy Billingsley on said date was of sound and disposing mind, memory and understanding and eighteen (18) years of age and upwards; that he and all other witnesses subscribed and attested to said instrument of writing as witnesses to the signature and publication thereto and at the special instance and request of the said Henry Murphy Billingsley, deceased, and in the presence of the said Henry Murphy Billingsley, deceased, and in the presence of each other.

Herbert Kirkland Moore, Jr.
HERBERT KIRKLAND MOORE, JR.
Attesting Witness

SWORN to and subscribed before me on this the 31st day of January, 1994.

Elizabeth M. McO (Pindichart)
NOTARY PUBLIC

(S E A L)

My Commission Expires: 2-24-95.



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 4 day of February, 1994, at 10:10 o'clock A. M., and was duly recorded on the 7th day of February, 1994, Book No. 26, Page 578.

STEVE DUNCAN, CHANCERY CLERK

BY: *Karen Hipp* D.C.

MADISON COUNTY, MS

FILED

FEB 04 1994

AT 11:13 O'CLOCK A.M.
STEVE DUNCAN, CHANCERY CLERK

By: Karen Supp, DC

BOOK 26 PAGE 580

LAST WILL AND TESTAMENT

OF

FRANCIS B. IRWIN

#94052

I, FRANCIS B. IRWIN, of Canton, Madison County, Mississippi, being of sound and disposing mind, memory and understanding, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all previous wills or codicils thereto.

ITEM I.

I direct my Executor to pay all of my just debts and obligations which may be probated, registered and allowed against my estate, including expenses of my funeral including the opening and closing of the Mausoleum; that the administration of my estate be completed and closed as soon after my death as may be reasonably possible.


ITEM II.

Subject to the specific bequests and devises in Items V, VI and VII as shown below, all of the rest, residue and remainder of my property, real, personal and mixed, of whatsoever kind and nature and wheresoever situated, including lapsed legacies and bequests, of which I shall die seized and possessed or to which I shall have any power of appointment, I do hereby give, devise and bequeath to my wife, FLARA B. IRWIN, and the same shall be hers absolutely.

ITEM III.

In the event that my wife, FLARA B. IRWIN, predeceases me, I hereby made the following specific bequests:

A. I hereby will, devise and bequeath unto the niece who was living with me at the time of my death and was taking care of business and personal matters for me when I was unable to do so, my home located at 705 East Kathy Circle, Canton, Mississippi 39046,


FRANCIS B. IRWIN

25
JB

PAGE 2 OF FOUR (4) PAGES

including the lot and all contents of the house. I further desire that if any relative requests a special item from the home, which is not essential to the home, that it be given to that relative. However, my desires in this regard are advisory only and should not be considered a binding bequest to any person.

B. I hereby will, devise and bequeath to unto my seven nieces, MRS. MARY FERGUSON, 825 North Kathy Circle, Canton, Mississippi 39046; MRS. MARIE BANES, Highway 43 South, Canton, Mississippi 39046; MRS. FRANCES FITZHUGH, 124 Teras Drive NE, Fort Walton Beach, Florida 32548; MRS. PATRICIA SUDDUTH, Route 2, Box 6, Isola, MS 38754; MRS. DOT DANIELS, P. O. Box 723, Tunica, MS 38676; MRS. DORIS WAYNE, 401 Douglas Drive, Houma, LA 70360; and MRS. LA NEAL SKINNER, 4331 North Bellaire Street, Kansas City, MO 64117, in equal shares, per stirpes, three-fourths (3/4) of my estate after the specific bequests mentioned in this will have been made.

C. I hereby will devise and bequeath unto my remaining relatives, LT. COL. ALICE VIRGINIA PETERS, RET., 3912 West Shore Drive, Edgewater, Maryland 21039; MRS. MARY ROUSH, 131 Center Street, Coal Grove, OH 35638; MRS. LOUISE McGUIRE, 715 Washington Street, Irontaw, Ohio 45638; MRS. JEANETTE KILLIN, 110 Memorial Street, Coal Grove, Ohio 45638; MR. RALPH PETERS, 110 Memorial Street, Coal Grove, Ohio 35638; MR. HOWARD FURR, JR., 8211 East 135th Street, Kansas City, MO 64030; MR. LARRY FURR, 1004 Barron Road, Raymond, MO 64083; MR. MARTIN HENDERSON, 1458 Highway 51, Madison, MS 39110; MR. ALAN HENDERSON, 1473 Highway 51, Madison, MS 39110; MISS JENNIFER HUDSON, 618 East Academy Street, Canton, MS; and MR. GARY SETZER, 7555 Sheringham Avenue, Baton Route, LA 70808, in equal shares, per stirpes, the remaining one-fourth (1/4) of my estate after the specific bequests mentioned in this will have been made.

Francis B. Irwin
FRANCIS B. IRWIN

FD
JB

ITEM IV.

It is my intent that if my assets which I devise and bequeath in Items III(B) and III(C) of this Last Will and Testament cannot be divided in accordance with the provisions of my will, among the named beneficiaries by agreement, or if that portion of my estate is incapable of division as directed in my Last Will and Testament, then I direct that those assets of my estate be sold and the proceeds divided in accordance with my instructions.

ITEM V.

I hereby will, devise and bequeath unto JACK MCCALL, my faithful helper, of Canton, Mississippi, the sum of One Thousand Dollars (\$1,000.00).

ITEM VI.


I hereby will, devise and bequeath unto LUEMMA JACKSON, my faithful maid, of 1162 Brookville Road, Canton, Mississippi, the sum of Two Thousand Dollars (\$2,000.00).

ITEM VII.

I hereby will, devise and bequeath unto BETTY STEWART of Canton, Mississippi, the sum of Five Thousand Dollars (\$5,000.00).

ITEM VIII.

I hereby appoint, nominate and constitute my wife, FLARA B. IRWIN, as Executrix of this my Last Will and Testament; in the event that she shall be deceased at the time of my death, or unable or unwilling to serve as Executrix, then and in that event only, I appoint my nieces, MRS. MARY HOBSON FERGUSON and MRS. PATRICIA SUDDUTH, as Co-Executrices of this my Last Will and Testament, and hereby grant to them the same powers as set forth for my Executrix. My Executrix shall have full and plenary power and authority to do and perform any act deemed by her to be for the best interest of my


FRANCIS B. IRWIN

73
83

PAGE 4 OF FOUR (4) PAGES

estate, without any limitations whatsoever, and without surety bond, and said authority shall include, but shall not be limited to the right to take possession, hold, manage, invest and reinvest the same, and to collect the income, dividends, rents, interests and profits therefrom, and to employ and to pay any attorneys, agents or accountants that she may deem necessary and for the best interest of my estate and to pay unto himself a just and reasonable compensation as Executrix.

The foregoing Will consists of Four (4) pages, at the bottom 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 10th day of Sept 1st, 1992.

Francis B. Irwin
FRANCIS B. IRWIN

STATE OF MISSISSIPPI
COUNTY OF MADISON

We, each of the subscribing witnesses to the Last Will and Testament of FRANCIS B. IRWIN, do hereby certify that said instrument was signed by the said FRANCIS B. IRWIN, in our presence and in the presence of each of us, and that the said FRANCIS B. IRWIN, declared the same to be his 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 FRANCIS B. IRWIN, in his presence and in the presence of each other.

Tuegy Juston
ADDRESS: Rt. 2 Box 291
Philadelphia, Miss. 39350

Opal Burns
ADDRESS: 1022 Hwy. 17
Canton, Miss. 39046

27
88

Francis B. Irwin
FRANCIS B. IRWIN



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 4 day of February, 1994, at 11:13 o'clock A. M., and was duly recorded on the 7th day of February, 1994, Book No. 26, Page 580.

STEVE DUNCAN, CHANCERY CLERK BY Karen Fupp D.C.

IN THE CHANCERY COURT OF MADISON COUNTY

STATE OF MISSISSIPPI

MADISON COUNTY, MS

FILED

FEB 04 1994

AT 11:14 O'CLOCK A. M
STEVE DUNCAN, CHANCERY CLERK
By: *Karen Jupp, D.C.*

IN THE MATTER OF THE ESTATE OF
FRANCIS B. IRWIN, DECEASED

CIVIL ACTION FILE NO. 94052

PROOF OF WILL

Comes now JOAN BURNS, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of Francis B. Irwin, and enters her appearance herein as provided by Section 91-7-9, Miss.Code Anno. (1972), as amended, and makes oath before the undersigned authority that Francis B. Irwin, the above named decedent, signed, published and declared said instrument to be his Last Will and Testament on the 1st day of September, 1992, the day of the date of said instrument, in the presence of this deponent and Peggy Fulton, the other subscribing witness, and that said testator was then of sound and disposing mind and memory, more than twenty-one years of age, and having his usual place of abode in Madison County, Mississippi, and that she and Peggy Fulton subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of

said testator and in the presence of said testator and in the presence of each other, on the day of the date of said instrument.

Joan Burns
JOAN BURNS

STATE OF MISSISSIPPI
COUNTY OF MADISON

SWORN TO AND SUBSCRIBED before me on this the 21st day of February, 1994.

Mary J. Sanders
NOTARY PUBLIC

(SEAL)

MY COMMISSION EXPIRES:

10-2-94

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 4th day of February, 1994, at 11:14 o'clock A. M., and was duly recorded on the 1st day of February, 1994, Book No. 26, Page 584.



STEVE DUNCAN, CHANCERY CLERK

BY: Karen J. Trapp D.C.

#94-673

Last Will and Testament

MADISON COUNTY, MS
FILED

OF

FEB 11 1994

GRANVILLE B. EDGAR, SR.

AT 11:17 O'CLOCK A.M.
STEVE DUNCAN, CHANCERY CLERK

By: Karen Hipp, D.C.

STATE OF MISSISSIPPI

COUNTY OF MADISON

I, GRANVILLE B. EDGAR, SR., 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, hereby revoking any and all other wills and codicils heretofore made by me.

ITEM I

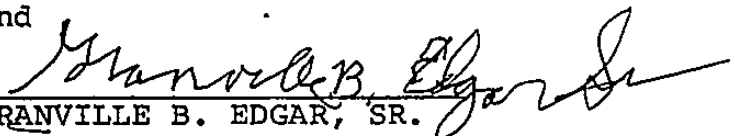
I direct my Executrix to pay all of my just debts and obligations which may be prorated, registered and allowed against my estate as soon as may be conveniently done.

ITEM II

All the rest, residue and remainder of my property, real, personal and mixed, of whatsoever kind and nature, and wheresoever situated, including lapsed legacies and bequests, of which I shall die seized and possessed or to which I shall be entitled at the time of my death or over to which I shall have any power of appointment, I do hereby give, devise and bequeath unto my wife, ANNIE LAURIE CHAPMAN EDGAR. If both me and my wife die as a result of a common disaster or if she predeceases me, then I do hereby give, devise and bequeath unto my three children, WILLIAM PATRICK EDGAR, LOIS DIANNE PASCHALL and GRANVILLE B. EDGAR, JR., per stirpes, and same shall be theirs absolutely.

ITEM III

I hereby appoint, nominate and constitute my wife, ANNIE LAURIE CHAPMAN EDGAR as Executrix of this my Last Will and

and

GRANVILLE B. EDGAR, SR.

JH
J.J.M.

PAGE TWO OF THREE PAGES

Testament. In the event that ANNIE LAURIE CHAPMAN EDGAR shall be unable or unwilling to serve as Executrix, then and in that event only, I appoint WILLIAM PATRICK EDGAR to serve as Executor of this my Last Will and Testament, and hereby grant to him the same powers as set forth for my Executrix. My Executor shall have full and plenary power and authority to do and perform any act deemed by them to be for the best interest of my estate, without any limitations whatsoever, and without surety bond, and said authority shall include, but shall not be limited to the right to take possession, hold, manage, invest and reinvest the same, and to collect the income, dividends, rents, interests and profits therefrom, and to employ and to pay any attorneys, agents or accountants that they may deem necessary and for the best interest of my estate and to pay unto themselves a just and reasonable compensation as Executor.

IV

The foregoing Will consists of three (3) 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 12 day of

Dec, 1959.

Granville B. Edgar Sr
GRANVILLE B. EDGAR, SR.

JH
J.V.M.

PAGE THREE OF THREE PAGES

STATE OF MISSISSIPPI

COUNTY OF MADISON

We, each of the subscribing witnesses to the Last Will and Testament of GRANVILLE B. EDGAR, SR., do hereby certify that said instrument was signed by the said GRANVILLE B. EDGAR, SR. in our presence and in the presence of each of us, and that the said GRANVILLE B. EDGAR, SR. declared the same to be his 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 GRANVILLE B. EDGAR, SR., in his presence and in the presence of each other.

Jessie H. Henning
ADDRESS: 129 E. Peace St
Canton, Miss. 39046

Joyce I. Marcell
ADDRESS: 1457 Sunset Dr.
Canton, Ms. 39046

Granville B. Edgar Sr
GRANVILLE B. EDGAR, SR.

STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 11th day of February, 1994, at 11:17 o'clock A. M., and was duly recorded on the 11th of February, 1994, Book No. 216, Page 586.



STEVE DUNCAN, CHANCERY CLERK

BY Karen Jupp D.C.

MADISON COUNTY, MS
IN THE CHANCERY COURT OF MADISON COUNTY
STATE OF MISSISSIPPI

FILED

FEB 11 1994

AT 11:17 O'CLOCK A. M.
STEVE DUNCAN, CHANCERY CLERK
By: Karen Hipp, DC

IN THE MATTER OF THE ESTATE OF
GRANVILLE B. EDGAR, SR., DECEASED

CIVIL ACTION FILE NO. 94073

PROOF OF WILL

Comes now JAMES H. HERRING, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of GRANVILLE B. EDGAR, SR. and enters his appearance herein as provided by Section 91-7-9, Miss. Code Ann. (1972), as amended, and makes oath before the undersigned authority that GRANVILLE B. EDGAR, SR., the above named decedent, signed, published and declared said instrument to be his Last Will and Testament on the 12th day of December, 1989, the day of the date of said instrument, in the presence of this deponent and JOYCE T. MANSELL, the other subscribing witness, and that said testator was then of sound and disposing mind and memory, more than twenty-one years of age, and having his usual place of abode in Madison County, Mississippi, and that he and JOYCE T. MANSELL subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of

said testator and in the presence of said testator and in the presence of each other, on the day of the date of said instrument.

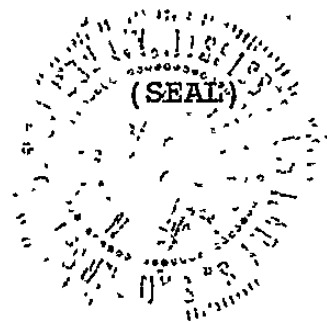
James H. Herring
JAMES H. HERRING

STATE OF MISSISSIPPI
COUNTY OF MADISON

SWORN TO AND SUBSCRIBED before me on this the 11th day of February, 1994.

Mary J. Sanders
NOTARY PUBLIC

MY COMMISSION EXPIRES:
10-2-94



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 11th day of February, 1994, at 11:17 o'clock A.M., and was duly recorded on the 11th of February, 1994, Book No. 26, Page 589.



STEVE DUNCAN, CHANCERY CLERK

BY: *Karen Jupp* D.C

MADISON COUNTY, MS

IN THE CHANCERY COURT OF MADISON COUNTY

FILED

STATE OF MISSISSIPPI

FEB 11 1994

AT 11:17 O'CLOCK A.M.
STEVE DUNCAN, CHANCERY CLERK

By: Karen Trapp, P.A.

IN THE MATTER OF THE ESTATE OF
GRANVILLE B. EDGAR, SR., DECEASED

CIVIL ACTION FILE NO. 94073

PROOF OF WILL

Comes now JOYCE T. MANSELL, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of GRANVILLE B. EDGAR, SR. and enters her appearance herein as provided by Section 91-7-9, Miss. Code Ann. (1972), as amended, and makes oath before the undersigned authority that GRANVILLE B. EDGAR, SR., the above named decedent, signed, published and declared said instrument to be his Last Will and Testament on the 12th day of December, 1989, the day of the date of said instrument, in the presence of this deponent and JAMES H. HERRING, the other subscribing witness, and that said testator was then of sound and disposing mind and memory, more than twenty-one years of age, and having his 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 testator and in the presence of said testator and in the presence of each other, on the day of the date of said instrument.

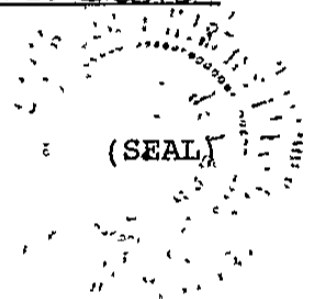
Joyce S. Mansell
JOYCE T. MANSELL

STATE OF MISSISSIPPI
COUNTY OF MADISON

SWORN TO AND SUBSCRIBED before me on this the 4th day of February, 1994.

Mary S. Sanders
NOTARY PUBLIC

MY COMMISSION EXPIRES:
10-2-94



STATE OF MISSISSIPPI, COUNTY OF MADISON:

I certify that the within instrument was filed for record in my office this 11th day of February, 1994, at 11:17 o'clock A M., and was duly recorded on the 11th of February, 1994, Book No 26, Page 591.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Trapp D.C.

Last Will and Testament

MADISON COUNTY, MS

OF

FILED

CRAIG FRANCIS DOFFING

FEB 11 1994

AT 2:08 O'CLOCK P M
STEVE DUNCAN, CHANCERY CLERK
By: Karen Hipp, D.C.

I, Craig Francis Doffing, an adult resident of Madison, 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.

My wife's name is Debora McNeal Clinton Doffing, and she is herein referred to as "my wife." I have two (2) children now living, namely:

Kristin Le-Anne Doffing - born August 12, 1982; and

Kimberly Sage Doffing - born July 27, 1987.

The words "child" or "children" as used herein shall include any children hereafter born to my wife and me, and "descendants" shall include any person hereafter born to any of our 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 wife, Debora McNeal Clinton Doffing, as Executor of my estate under this Will. In the event my wife is or becomes unable or unwilling to serve, I appoint Francis Eugene Doffing, Las Vegas, Nevada to serve as Successor Executor.

ITEM III.

My Executor shall pay all funeral expenses, costs of administration and other properly probated and allowed claims against my estate.

CL

ITEM IV.

Where used throughout this Will, the terms "Executor," "Executrix" and "Administrator" 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 in referring to the Trustee, any neuter terminology also includes the masculine and feminine or vice versa and any reference in the singular shall also include the plural or vice versa.

ITEM 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, 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 V shall not survive me, or if any corporation, trust or other entity so affected by this Item V 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 VI.

I give, devise and bequeath to Francis Eugene Doffing, Las Vegas, Nevada, as Trustee, under the terms set forth in this Will an amount of my estate equal to Sixty Thousand and no/100 Dollars (\$60,000.00). The Trustee shall divide the trust assets into separate equal and independent shares, one share each for the benefit of my children with each share containing

Thirty Thousand and no/100 Dollars (\$30,000.00). The Trustee shall hold, administer and distribute the assets of each share of the Trust as follows:

A. The Trustee shall distribute, at least annually, to my children, Kristin Le-Anne Doffing and Kimberly Sage Doffing, or their descendants if they are deceased (but not necessarily in equal shares), as much of the net income of the Trust as the Trustee, in its discretion, deems advisable for each beneficiary's education, support, maintenance and health, including any hospital or other institutional care, and for the maintenance of each beneficiary's accustomed standard of living. It is my intent that the trust assets be used primarily for the benefit of each child's college education. Any income not distributed from a share of the trust shall be added to principal of that same share and distributed in accordance with subsequent provisions.

B. In addition to the income distributions, the Trustee may distribute to or for the benefit of my children, Kristin Le-Anne Doffing and Kimberly Sage Doffing, or their descendants if they are deceased (but not necessarily in equal shares), as much principal from their share of the trust as the Trustee, in the Trustee's discretion, deems advisable for each beneficiary's education, support, maintenance and health, including any hospital or other institutional care, and for the maintenance of each beneficiary's accustomed standard of living. In making principal distributions, the Trustee shall consider the needs of the beneficiaries and the funds available to them from other sources. The Trustee shall consider each child's college education to be of primary importance.

C. As and when a beneficiary attains the age of twenty-one (21) years, the Trustee shall distribute to him or her one-third (1/3) of his or her separate share of the trust estate. As and when a beneficiary attains the age of twenty-five (25) years, the Trustee shall distribute to him or her one-half (1/2) of the remainder of his or her separate share of the trust estate. As and when a beneficiary attains the age of thirty (30) years, the Trustee shall distribute to him or her the rest, residue and remainder of his or her separate share of the trust estate. If at the time of my death a beneficiary has attained the age required herein for distribution of part or all of his or her share of the principal of this Trust, such part or all of that principal shall be distributed to him or her at that time.

D. In the event of the death of a beneficiary prior to receipt by him or her of his or her entire share of the trust estate, the balance in the trust for the benefit of said deceased child shall be retained in the Trust for the benefit of said deceased child's then-living descendants. The net income and principal shall be distributed equally to said descendants of a deceased child in accordance with the directions and standards previously set forth in Paragraphs A, B and C of this Item VI. In the event a beneficiary has attained the age required herein for distribution of part or all of his or her share of the principal of this Trust, such part or all of that principal shall be distributed to him or her at that time. If a beneficiary dies prior to receiving all of his or her share of the trust estate, said deceased beneficiary's share of the trust shall be held in trust and distributed equally to the remaining descendants of a deceased child in accordance with the directions and standards previously set forth in Paragraphs A, B and C of this Item VI.

E. Notwithstanding any other provisions herein to the contrary, if in the sole and complete judgement of the Trustee, a beneficiary, at any time such beneficiary would otherwise be entitled to receive a distribution of principal from the trust estate, shall not have manifested the ability which would qualify such beneficiary prudently to use and conserve the principal of the trust estate provided to be distributed to such beneficiary, then and in such event, the Trustee is fully authorized to hold and defer the delivery and conveyance of any part or all of such principal distribution until the Trustee shall deem such beneficiary to be qualified to prudently use and conserve the same; provided, however, such principal so retained shall continue to be administered as an integral part of such beneficiary's share of the 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 in its sole discretion such beneficiary is qualified to prudently use and conserve the same. Should any beneficiary of the trust be disabled, incompetent, a debtor in any bankruptcy proceeding, a defendant in any legal proceeding, or in any way incapacitated at the time of any scheduled distribution, the Trustee is authorized in its discretion to withhold such distribution and continue to maintain such trust assets for the benefit of said beneficiary until such condition is removed. The Trustee shall have sole and absolute discretion to determine whether a beneficiary is disabled, incompetent, or incapacitated and to determine when any such conditions as detailed above have been removed.

F. In the event all of the persons and classes designated as beneficiaries of this Trust die prior to the distribution of all trust assets, the trust assets shall be distributed as follows: in equal shares between my sisters and my brother-in-law, Mark Roush, and my sisters-in-law, Tina Roush and Teresa McNeal, or the survivor of them.

G. Upon distribution of the entire estate to the beneficiary or beneficiaries of any trust created under this Item VI of my Will, such trust shall terminate.

H. This Trust shall be designated and known as the "Craig Francis Doffing Family Trust".

ITEM VII.

If my wife, Debora McNeal Clinton Doffing, survives me, I give, devise and bequeath to her the rest, residue and remainder of my estate, real or personal, tangible or intangible, of whatsoever kind or character, wheresoever situated, and to which I either may be entitled at my death or over which I shall have a power of appointment.

ITEM VIII.

If I am not survived by my wife, Debora McNeal Clinton Doffing, 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 the Trustee of the "Craig Francis Doffing Family Trust," created under Item VI of this Will, to be held, administered and distributed as provided in said Trust.

ITEM IX.

In making distributions for beneficiaries from any trust created under this Will and especially where such beneficiaries are minors, or incapable of transacting business due to illness, the Trustee, in the Trustee's discretion, may make distributions either (a) directly to the beneficiary, (b) to the legal or natural guardian of the beneficiary, (c) to a relative or guardian of the person of the beneficiary who has custody and care of the beneficiary, or (d) by applying the distributions for the benefit of the beneficiary by paying expenses directly. In any event, the Trustee shall require such reports and take such steps as the Trustee deems requisite to

assure and enforce the application of such distributions for the exclusive benefit of the beneficiary.

None of the principal or income of any trust created under this Will shall be liable for debts of any beneficiary or be subject to seizure by creditors of any beneficiary. The beneficiaries have no power to sell, assign, transfer, encumber or in any manner to anticipate or dispose of any part of their interest in the trust funds or the income produced from the funds. This provision shall also apply to any spouse of a beneficiary.

ITEM X.

The Trustee of any trust created herein shall have the authority to distribute income or principal of the trust in cash or in kind. In making distributions of both principal and income, the Trustee may make a non pro rata distribution of property in kind. The judgment of the Trustee concerning values for the purposes of such division or distribution of the property or securities held in the trust shall be binding and conclusive on all interested parties. In making a division or distribution, the Trustee is specifically excused from a duty of impartiality with respect to the income tax basis of the property distributed and may select assets to be allocated or distributed without regard to the income tax basis of the property.

The Trustee shall not be required to make physical division of the trust property, except when necessary for the purposes of distribution, but may, in its discretion, keep the Trusts in one or more consolidated funds. As to each consolidated fund, the division into the various shares comprising such fund need be made only on the Trustee's books of account, in which case each trust shall be allotted its proportionate part of the principal and income of the fund and charged with its proportionate part of expenses thereof.

ITEM XI.

Notwithstanding any provision of this Will to the contrary, the interest of every beneficiary of any trust created by this Will shall vest within the period prescribed by the Rule against Perpetuities or any statute pertaining thereto. Upon such vesting, any trust property held by the Trustee shall be distributed to the beneficiary or beneficiaries of the trust as though such beneficiary had reached the age at which final distribution is required by this Will.

ITEM XII.

If at the time any distribution of trust assets from any trust created in this Will is required and a minor is entitled to a share thereof, including any distribution of vested property under Item XI above, the Trustee is directed to continue to hold the share of the minor in trust for the minor's benefit until such minor attains age twenty-one (21) years. Until distribution is made, the Trustee shall expend such part of the income and/or principal of the share belonging to the minor as the Trustee in the Trustee's discretion deems necessary to provide for the education, support, maintenance and health of the minor.

ITEM XIII.

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 the Trust is established, I authorize the Trustee, in the Trustee's discretion, to request of my Executor, in which case my Executor may comply with that request, to pay at least annually out of my estate advanced payments of income to the income beneficiaries of the Trust. These payments shall be an amount which in the judgment of the Trustee and the Executor, jointly, equals the income which the beneficiaries would receive from the Trust had it been established at my death.

ITEM XIV.

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

No Trustee hereunder shall be required to enter into any bond or to file with any court a formal accounting of the Trustee's administration. The Trustee shall render annual accounts to the income beneficiaries of each Trust. No persons paying money or delivering property to the Trustee shall be required to see to its application. In the event that any person entitled to an annual statement hereunder is a minor or otherwise legally incapacitated, such statement is to be rendered to the guardian of or to the individual with whom such person resides, but if such minor be at least fifteen (15) years of age, the minor shall also receive a copy. The statement

shall show all receipts and disbursements and a list of all assets held as of the closing dates of the accountings.

ITEM XV.

A Trustee of any trust created in this Will may resign at any time by giving written notice, specifying the effective date of resignation, to the persons who are income beneficiaries of the trust at that particular time. The notice may be made by personal delivery or sent by registered mail. In the event of the resignation of the Trustee, my wife, Debora McNeal Clinton Doffing, shall serve as Successor Trustee, or if she is or becomes unable or unwilling to serve, I appoint Trustmark National Bank, Jackson, Mississippi, to Serve as Successor Trustee. The resigning Trustee shall deliver all trust assets to the Successor Trustee on the effective date of the resignation, and shall, within sixty (60) days of such date, submit a full and final accounting to the Successor Trustee and to the income beneficiaries of the Trust. Any Successor Trustee shall be vested with all the rights, powers, duties and discretions conferred upon the original Trustee.

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 must be a federally insured bank with trust powers maintaining an active, separate, functioning trust department with a trust investment department with full investment capabilities; and in such capacity shall possess and exercise all powers and authority herein conferred on the Trustee named herein.

ITEM XVI.

Unless otherwise provided, the administration and management of any trust created herein, the sale and conveyance of the trust assets, the investment and reinvestment of trust assets and the rights, powers, duties and liabilities of the Trustee shall be governed by the terms and provisions of the Uniform Trustees' Powers Law of Mississippi, (being § 91-9-101 and following of the Mississippi Code of 1972), as it now exists or may hereafter be amended. In addition to the powers contained in that Law, the Trustee shall have full power and authority:

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

B. To place, in the discretion of the Trustee, trust funds on time deposit savings accounts or certificates of deposit in any federally insured bank.

C. To receive, invest in, and retain in the trust all types of property and, especially, to receive, invest in, and retain in the trust shares of stock in publicly-held and closely-held corporations, partnership interests in general and limited partnerships, improved and unimproved real estate and farm property, regardless of where it may be situated, mutual funds, government securities, and any other type of security, without liability and without regard to the proportion of such property or property of a similar character so held may bear to the entire amount of the trust estate and whether or not such property is of the class in which Trustees generally are authorized to invest by trust law.

D. To sell, transfer, convey, mortgage, lease and dispose of the trust property upon such terms and in such manner and for such amounts as the Trustee shall deem proper, and any lease or other instrument which is executed by the Trustee shall continue in full force and effect under its terms, notwithstanding the termination of any trust hereunder.

E. To consolidate and merge any trust created hereunder with any other trust created by me or any other person, whether *inter vivos* or by Will, if the beneficiaries are the same and the terms of that trust are substantially the same as this Trust.

F. To invest trust assets in a common fund established by the Trustee pursuant to the Uniform Common Trust Fund Law of Mississippi (being § 81-5-37 of the Mississippi Code of 1972) as it now exists or may hereafter be amended.

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

H. To hold investments in the name of a nominee.

I. To receive property conveyed to the Trust by any person, and to hold, administer and distribute the property in accordance with the terms of the Trust.

J. To participate in any liquidation, reorganization, recapitalization, merger, consolidation, or similar proceeding affecting any corporation or partnership, the securities of which or interests in which are held in trust.

K. To retain such experts, including specialized investment counsel, appraisers, accountants, and attorneys, as it deems appropriate for advice in the selection, maintenance and disposition as well as all expenses incurred in the acquisition, storage, maintenance and delivery of such assets.

L. To hold for the benefit of any minor beneficiary of this Trust or for an adult beneficiary who is incapable of handling his or her property, any personal effects, automobiles, jewelry and other objects, particularly household contents, antiques, silver, crystal and the like, that are bequeathed to any such beneficiary of this Trust until the beneficiary attains the age of eighteen (18) years, or in the case of an adult beneficiary incapable of handling his or her property, until such time as, in the sole discretion of the Trustee, that beneficiary is capable of handling his or her property. The Trustee may permit such items to remain in the residence in which the beneficiary resides or in such other storage facility as it deems appropriate for such items. The Trustee shall have the authority to give the Executor or other personal representative of the estate of a decedent a receipt for such objects on behalf of such beneficiary.

M. 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.

N. To sell or exercise any "rights" issued on any securities held in my estate or any trust created herein.

O. 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 it may deem proper.

P. To lease any real estate for such term or terms and upon such conditions and rentals in such manner as it may deem advisable (with or without privilege of purchase), including, but not limited to, commercial, agricultural and oil, gas and mineral leases, and any lease so made shall be valid and binding for the full term thereof even though same shall extend beyond the duration of the estate administration or any trust created hereunder. 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 risks. 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 it may deem proper.

ITEM XVII.

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

ITEM XVIII.

In the event of the death of my wife, Debora McNeal Clinton Doffing, and me during the minority of any of our children, I designate and appoint David Jeffrey Ptashne and Julie Ann Ptashne, Las Vegas, Nevada as joint guardians of the person and estate of our minor children. In the event either of them is or becomes unable or unwilling to serve, the other of them shall serve as guardian. The guardian shall have custody of our minor children until they attain the age of twenty-one (21) years. I direct that the guardian shall not be required to furnish any bond or security. To the extent possible, I direct that all accountings, inventories and the like ordinarily required of a guardian shall not be required of any guardian or any successor guardian.

ITEM XIX.

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.

My Executor shall have authority to continue all business operations in which I am interested at my death for the time permitted by law in order to avoid depreciation in value of the interests or losses to my estate or associates. My Executor may continue to act as partner, engage in any partnership, and take all actions with regard to any partnership my Executor deems advisable. Furthermore, my Executor shall retain and continue to operate any business for such period as the Executor may deem advisable, may control, direct, and manage the business and determine the manner and extent of his or her active participation in the operation of the business and delegate all or any part of his or her power to supervise and operate said business to such person or persons as he or she may select, including, without limitation, any associate, partner, officer, or employee of the business. My Executor shall also have the power to hire and discharge officers and employees, fix their compensation and define their duties; and similarly, to employ, compensate, and discharge agents, attorneys, consultants, accountants, and such other representatives as the Executor may deem appropriate; including, without limitation, the right to employ any beneficiary or my estate in any of the foregoing capacities and to grant same discretionary powers.

I specifically authorize my Executor to borrow such funds as may be necessary to pay my debts and administration expenses and taxes of my estate and to pledge such of my property, real or personal, as may be necessary to secure such loan; provided, however, that my Executor shall not pledge any property specifically devised or bequeathed herein. My Executor shall not

be required to pay or otherwise satisfy such loan prior to the closing of my estate and the discharge of my Executor, but may distribute such property at its value net of such loan in satisfaction of any bequest herein.

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 3rd day of November, 1993.

Craig Francis Doffing
CRAIG FRANCIS DOFFING

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

[Signature]
WITNESS

109 Hidden Hills Dr
Madison MS 39110
ADDRESS

Angie O'Meara
WITNESS

1817 Meadowbrook Rd
Jackson, MS 39211
ADDRESS

STATE OF MISSISSIPPI, COUNTY OF MADISON:



I certify that the within instrument was filed for record in my office this 11th day of February, 1994, at 2:08 o'clock P.M., and was duly recorded on the 11th of February, 1994, Book No 26, Page 593

STEVE DUNCAN, CHANCERY CLERK

BY Karen Jupp, D.C.