

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN RE THE ESTATE OF HARRY C. STRAUSS

NO. 2001-307

AFFIDAVIT OF WITNESS TO
LAST WILL AND TESTAMENT OF HARRY C. STRAUSS

STATE OF MISSISSIPPI
COUNTY OF Rankin

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction aforesaid the within named AMY JONES, who after first being sworn by me, states as follows:

1. My name is AMY JONES, and I reside at 237 Magnolia Trail, Brandon, MS 39047. (601) 992-5310 (h); (601) 992-2131 (0). My social security number is 426-21-1423.
2. Said LAST WILL AND TESTAMENT OF HARRY C. STRAUSS submitted for probate was signed by HARRY C. STRAUSS, as and for and at the time acknowledged, published, and declared by him to be his LAST WILL AND TESTAMENT on the second day of May, 1996, in the sight and presence of the following subscribing witnesses: AMY JONES, LARRY G. NESBIT, AND S. KENT DEAR of whom I am one, and who at his request and in his sight and presence, and in the sight and presence of each other, on the second day of May, 1996, subscribed our names thereto as attesting witnesses.
3. HARRY C. STRAUSS was of sound and disposing memory, not acting under the fraud, menace, or undue influence of any person, and was more than eighteen years of age, and each of the witnesses is also more than eighteen years of age in accordance with Section 91-5-1 of the Mississippi Code Annotated.

Amy Jones
AMY JONES

SWORN TO AND SUBSCRIBED BEFORE ME, this the 16th day of April, 2001.

Laurie S. Gilliam
NOTARY PUBLIC

SEAL
My Commission Expires : My Commission Expires October 29, 2004

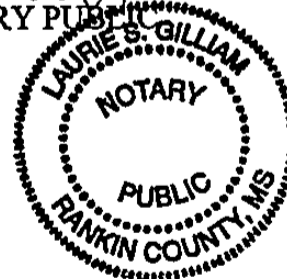


EXHIBIT "B"

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 19th day of April, 2001, at 1:15 o'clock P. M., and was duly recorded on the 19th day of April, 2001, Book No. 33, Page 401.



STEVE DUNCAN, CHANCERY CLERK

BY: Karen Jupp D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN RE THE ESTATE OF HARRY C. STRAUSS

NO. 2001-307

AFFIDAVIT OF WITNESS TO
LAST WILL AND TESTAMENT OF HARRY C. STRAUSS

STATE OF MISSISSIPPI
COUNTY OF MADISON

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction aforesaid the within named LARRY G. ^{NESBIT} NEBLITT, who after first being sworn by me, states as follows:

1. My name is LARRY G. ^{NESBIT} NEBLITT, and I reside at 5460 Briarfield Road, Jackson, MS 39211. (601) 956-5879 (h). My social security number is 427-86-4375.
2. Said LAST WILL AND TESTAMENT OF HARRY C. STRAUSS submitted for probate was signed by HARRY C. STRAUSS, as and for and at the time acknowledged, published, and declared by him to be his LAST WILL AND TESTAMENT on the second day of May, 1996, in the sight and presence of the following subscribing witnesses: AMY JONES, LARRY G. NESBIT, AND S. KENT DEAR of whom I am one, and who at his request and in his sight and presence, and in the sight and presence of each other, on the second day of May, 1996, subscribed our names thereto as attesting witnesses.
3. HARRY C. STRAUSS was of sound and disposing memory, not acting under the fraud, menace, or undue influence of any person, and was more than eighteen years of age, and each of the witnesses is also more than eighteen years of age in accordance with Section 91-5-1 of the Mississippi Code Annotated.

L. Nesbit
LARRY G. NEBLITT ^{NESBIT}

SWORN TO AND SUBSCRIBED BEFORE ME, this the 17th day of April, 2001.

Bruce Simmons
NOTARY PUBLIC

My Commission Expires
January 23, 2004



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 19th day of April, 2001, at 1:15 o'clock P. M., and was duly recorded on the 19th day of April, 2001, Book No. 33, Page 402.



STEVE DUNCAN, CHANCERY CLERK

BY: *Karen Jupp* D.C.

#2001-308

LAST WILL AND TESTAMENT

OF

DOROTHY W. FIX

ITEM I

FILED
THIS DATE
APR. 19 2001
STEVE DUNCAN CHANCERY CLERK
BY <i>[Signature]</i>

DC

I, DOROTHY W. FIX, a resident of Jackson, Madison County, Tennessee, being of sound mind and disposing memory, do hereby make, publish and declare this my Last Will and Testament and I hereby revoke any and all wills and codicils by me heretofore made.

ITEM II

Payment of Debts and Administration Expenses. I direct that all my legal debts, expenses of last illness, funeral expenses and administration expenses of my estate, be paid by my Personal Representative as soon as practicable after my death, except that as to any debts secured by real estate, whether by mortgage or by other security instrument, my Personal Representative, in her sole discretion, may pay off such debt or permit such real estate, inheritance, succession, and other death taxes, including any interest and penalties thereon, which may be assessed by reason of my death and payable by my estate, or any of the beneficiaries thereof, be paid by my Personal Representative out of the Residue portion of my estate without apportionment among the beneficiaries.

ITEM III

Disposition of House at 120 Mimosa Drive, Jackson, Tennessee. My sister, Carol W. Douglass and I each own a 1/2 undivided interest in a house and lot located at 120 Mimosa Drive, Jackson, Tennessee. In the event I predecease my sister, Carol W. Douglass, I direct my Personal Representative to allow my sister if living, otherwise, her children, first option to buy my interest in said property at its fair market value at the time of my death. In the event said option is not exercised within six (6) months of my death, my Personal Representative shall convey said property to my children as equal tenants in common.

ITEM IV

Disposition of Residual Estate. Upon my death, I direct my Personal Representative to distribute all the rest, residue and remainder of my property, of every nature and description, real,

personal or mixed, wheresoever the same may be situated and whether acquired before or after the execution of this will, or any codicils thereto, including in such rest, residue and remainder any property over which, at the time of my death I shall have any power of disposition to in equal shares, per stirpes, to my children, KERTHY FIX HEARN, GAYLE WOELFLIN FIX, FREDRIC WOELFLIN FIX and CAROL FIX SIMS. In the event that any of the above-named children shall predecease me, the deceased child's share shall be distributed in equal shares, per stirpes to their issue, of if none, then to the surviving siblings in equal shares, per stirpes:

ITEM V

Advancements. I have given my son, FREDRIC WOELFLIN FIX, the sum of \$8,400.00 as of the date of this Will and it is my desire that said sum shall be treated as an advancement to be charged against any property, including cash, which he is entitled to receive pursuant to the terms of my Will. Further, in the event I have loaned money to any of my children subsequent to the date of this Will, which shall be evidenced by my personal records or by promissory note, it is my desire that said sum shall be treated as an advancement to be charged against any property, including cash, which she/he is entitled to receive pursuant to the terms of my Will.

ITEM VI

Contingent Trust for Persons Less Than Age Twenty-One.

Notwithstanding the preceding provisions of this Will, this section shall apply if any part of my estate or any portion of the principal of any Trust created in this Will would, upon partial or final termination of my estate or the Trust, be distributable to a beneficiary, who has not reached his twenty-first (21st) birthday, and no other Trust is created in this Will for that beneficiary. If my Personal Representative or Trustee, as the case may be, in his sole discretion so elects, that part of my estate or portion of the trust shall be retained by the Trustee shall have the power to accumulate all or part of the income of that Trust or to distribute so much of the income and principal of that Trust to or for the benefit of the beneficiary as the Trustee, in his sole judgment and discretion, deems necessary for the health, support, maintenance, and education of the beneficiary. When the beneficiary reaches his twenty-first (21st) birthday, the Trustee shall distribute all of the then remaining principal and undistributed income of the Trust to the

beneficiary. If the beneficiary dies before reaching his twenty-first (21st) birthday, the Trustee shall distribute the then remaining principal and undistributed income of the Trust to the estate of the beneficiary.

ITEM VII

Appointment of Personal Representatives. I appoint my daughter, CAROL FIX SIMS, to act as Personal Representative of this my Last Will and Testament and to act as Trustee over any trust established by this instrument. If it is necessary for a Tennessee resident to be appointed to act, I appoint CAROL W. DOUGLASS, to be Personal Representative of this my Last Will and Testament and to act as Trustee over any trust established established by this instrument. In the event CAROL FIX SIMS shall predecease me, fail to qualify or cease to act for any reason then I appoint my daughter, GAYLE WOELFLIN FIX to be the Personal Representative of this my Last Will and Testament and to be the Trustee over any trust established by this instrument. I direct that no bond or other security shall be required of the above-named fiduciaries for the faithful performance of their respective duties.

ITEM VIII

Powers of Personal Representative and Trustee. I authorize my Personal Representative and Trustee (including any successor Personal Representative and Trustee), in the exercise of her reasonable discretion with respect to all property, real and personal, at any time forming a part of my estate or my trust, to exercise any or all of the powers set forth in Tennessee Code Annotated, Section 35-50-110, to the extent applicable, all of which provisions and powers are incorporated herein by reference as fully as if copied herein verbatim. These powers (as set out in said statute on the date of the execution of this Will) are granted, notwithstanding that said statute may be amended hereafter or repealed at the time of my death.

ITEM IX

Life Insurance. My Personal Representative shall distribute my life insurance proceeds payable to my Estate according to the dispositive provisions of my Will. Despite the foregoing, my Personal Representative may use all or a part of the proceeds to pay all or a part of my funeral and administration expenses, federal estate and Tennessee inheritance taxes and my lawful debts.

However, a creditor has no claim against my Personal Representative or my estate if my Personal Representative elects not to use life insurance proceeds to pay a claim.

ITEM X

Payment to or for Benefit of Person under Legal Disability. In the event any income, principal, or other property shall be payable or distributable to a person under a legal disability, which for purposes of this Will shall mean a minor or a person adjudicated incompetent, or to a beneficiary not under a legal disability, but who is unable to handle the funds properly because of illness or mental or physical impairment, my Personal Representative or Trustee may distribute such income, principal or other property in any one of the following ways:

- A. Directly to a minor beneficiary who in the opinion of the Personal Representative or Trustee is mature enough to properly handle the distribution;
- B. To the legally appointed guardian or conservator of such beneficiary;
- C. By my Personal Representative or Trustee expending such amounts directly for the benefit of such beneficiary;
- D. To an adult relative or adult friend of the beneficiary for the care, support, education and welfare of such beneficiary.
- E. To an account in the name of the beneficiary in a bank or savings and loan association;
or
- F. To a custodian for the beneficiary under the Uniform Gifts to Minors Act of Tennessee.

The recipient of any such property shall discharge my Personal Representative and Trustee from any further responsibility with respect to any such assets. No recipient shall be required to furnish bond with respect to any such assets, nor make any report, except as may be required by my Personal Representative or Trustee, after the disposition of such assets.

ITEM XI

Rule Against Perpetuities. If any provision of this Will should violate the Rule Against Perpetuities, such provision shall be void and of no effect; and, in all events, all trusts under this Will shall terminate no later than twenty-one (21) years after the death of the last survivor of

myself and all beneficiaries hereunder living at the time of my death, and if such trust should terminate for this reason while any beneficiary is under the age of eighteen, then the amount in the hands of the Trustees for the benefit of such minors shall be paid to his/her legal guardian.

ITEM XII

Unenforceable Provisions. If any provisions of this Will are unenforceable, the remaining provisions shall, nevertheless, continue to be enforceable in all respects.

IN WITNESS WHEREOF, I have set my hand unto this my Last Will and Testament on this the 27th day of April, 1995.

Dorothy W. Fix
DOROTHY W. FIX

ATTESTATION TO EXECUTION

On the date last above written, DOROTHY W. FIX, known to us to be the person whose signature appears at the end of this Will, declared to us, the undersigned, that the foregoing instrument was her Last Will and Testament and then signed the Will in our presence, and at her request, in her presence and in the presence of each other, we now sign our names as witnesses.

DeeDea Sumner
Witness

206 E. Main, Jackson, In. 38301
Address

Karla Nancey
Witness

206 E. Main, Jackson, IN 38301
Address

FILED
THIS DATE
APR 19 2001
STEVE DUNCAN
CHANCERY CLERK
BY *Karen Trupp*

AFFIDAVIT BY WITNESSES TO WILL

Deedra Sumner and Karla Nancy after

first being duly sworn, make oath that the foregoing Last Will and Testament was signed by DOROTHY W FIX, as and for and at the time acknowledged, published, and declared by her to be her Last Will and Testament, in the sight and presence of us, the undersigned, who at her request and in her sight and presence, and in the sight and presence of each other, have subscribed our names as attesting witnesses on the 27th day of April, 1995, and we further make oath that the testatrix is of sound and disposing memory, and not acting under the fraud, menace, or undue influence of any person, and was more than eighteen (18) years of age, and that each of the attesting witnesses is more than eighteen (18) years of age.

Deedra Sumner
Karla Nancy

STATE OF TENNESSEE

COUNTY OF MADISON

SWORN TO AND SUBSCRIBED BEFORE ME ON THIS

27 DAY OF April, 1995

E. Daniel Cook
NOTARY PUBLIC
COMMISSION EXPIRES: 8-5-95

STATE OF MISSISSIPPI, COUNTY OF MADISON



I certify that the within instrument was filed for record in my office this 19th day of April, 2001, at 1:30 o'clock P. M., and was duly recorded on the 19th day of April, 2001, Book No. 33, Page 403

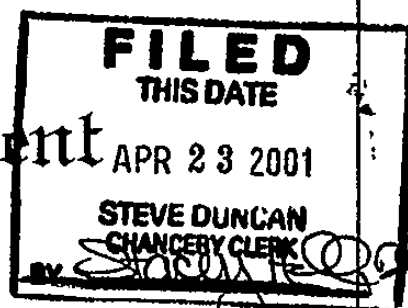
STEVE DUNCAN, CHANCERY CLERK BY: Karen Trupp D.C.

2001-350

Last Will and Testament

OF

BARBARA ANN EDWARDS HARRINGTON



I, BARBARA ANN EDWARDS HARRINGTON, being a resident of Madison County, Mississippi, being over the age of eighteen (18) years and of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby expressly revoking all former wills and codicils made by me at any time heretofore.

ARTICLE 1
FIDUCIARIES

1.1 Executors. I hereby appoint my husband, HENRY L. HARRINGTON, as Executor of this my Last Will and Testament, and it is my desire that my Executor shall have full and complete power and authority to do and to perform any act deemed by him to be in the best interest of my estate. Should HENRY L. HARRINGTON be unwilling or unable to serve, I hereby appoint my son HENRY L. HARRINGTON, III, as Executor. I hereby direct that no bond be required of the Executor and I further waive the necessity of having a formal appraisal made of my estate and I further waive the necessity of an accounting.

1.2 Trustees. I appoint my husband and Henry Lawrence Harrington, III Trustees under my will. If my spouse fails to qualify or ceases to serve, the remaining one continues serving. If Henry Lawrence Harrington, III fails to qualify or ceases to serve, a successor must be appointed to serve with the remaining one. My spouse cannot serve alone.

ARTICLE 2
DISTRIBUTION OF TANGIBLE PERSONAL PROPERTY

2.1 Gift of Tangible Personal Property. I give each item of tangible personal property used by me in a strictly personal way, each item of household furniture and furnishings and each automobile to my spouse. If my spouse does not survive me, I give

DATE

the property in shares of substantially equal value to THE SUSAN EDWARDS HARRINGTON TRUST, BARBARA LISA HARRINGTON LONG, HENRY LAWRENCE HARRINGTON, III and CHARLOTTE ANN HARRINGTON CHIOCCA. If any of these beneficiaries shall not survive me, I devise the interest which such beneficiary would have received if living, per stirpes and in fee unto his other issue who shall be living at the time of my death, if any; and if none, then I devise his other interest to his other surviving tenants in common or tenant in common as the case may be; provided however that the then surviving issue of any deceased tenant in common shall receive per stirpes and in fee the interest of their deceased parent. Each question about including an item under this paragraph is to be decided by my Executor.

2.2 Casualty Insurance. Each insurance policy covering an item of property passing under this Article passes with the property. The recipient is not to be charged for any unearned premium already paid. If an item of property passing under this Article has been destroyed or damaged, the insurance proceeds recovered or recoverable are to be paid in place of the destroyed item and in addition to the damaged item.

ARTICLE 3
DISTRIBUTION OF REMAINDER ESTATE

3.1 Marital Portion

(a) Amount and Distribution. If my spouse survives me, I give my spouse as the marital deduction the greater of

- (i) under the U.S. Estate tax, my gross estate less
 - (A) each allowed deduction, other than the marital deduction.
 - (B) each allowed exemption and
 - (C) the exemption equivalent to each allowed credit, but only to the extent that use of the amount does not cause an increase in taxes, or

(ii) under the estate or inheritance tax law of my domiciliary state, the lesser of

(A) my gross estate less

(1) each allowed deduction, other than the marital deduction.

(2) each allowed exemption and

(3) the exemption equivalent of each allowed credit, but only to the extent that use of the amount does not cause an increase in taxes, or

(B) the maximum allowable marital deduction.

The amount passing under this paragraph is reduced by the value of each item of property qualifying for the marital deduction which passes or has passed from me to my spouse under other provisions of my will or otherwise.

This gift is referred to in this instrument as the "Marital Portion". If my spouse does not survive me, the property otherwise given under this Paragraph 3.1 will be distributed in accordance with the other provisions of this will.

(b) Method of Apportionment. In making distributions under this Paragraph 3.1 the Executor may distribute in cash or in kind, or partly in each. If distribution is made in kind, the Executor is to select assets the Executor deems advisable and appropriate but only assets which qualify for the marital deduction. In determining the extent to which this gift is satisfied, the value of the assets selected will be their values at the date of distribution.

(c) Construction of Provisions. The provisions of this will are to be construed in a manner which permits the provisions of this paragraph 3.1 and the property given under this Paragraph 3.1 to qualify for the U.S. Estate Tax and any state inheritance tax marital deduction with respect to my estate. The Executor will exercise the powers conferred with respect to the selection and distribution of assets under this Paragraph 3.1 and all other

powers given the Executor in a manner consistent with that construction.

(d) Power to Disclaim. My spouse may disclaim any interest in the Marital Portion in whole or in part by complying with the provisions of Paragraph 8.9. If my spouse disclaims, the disclaimer results in the addition to the Remainder Estate of the property in which my spouse disclaims any interest.

3.2 Remainder Portion.

(a) Amount and Distribution. The rest of my estate, subject to the charge of all death taxes as provided in Paragraph 5. 3, is referred to as my "Remainder Estate". I give my Remainder Estate to the Trustees to be the principal of a trust referred to hereinafter as the "Remainder Trust" and to be known as "the Barbara Ann Edwards Harrington, Remainder Trust." The Remainder trust will be held, managed and controlled in trust and the income and principal distributed according to the authority contained in this Article.

(b) Distribution of Remainder Trust. Until the death of my spouse, the Remainder Trust will be held in trust and distributed as follows for the benefit of my spouse:

(i) Income Distribution. The trustees as they deem advisable may distribute some or all of the trust income to or for the benefit of my spouse. Income distributions may be made for any purpose. Any income not distributed is to be accumulated for future use.

(ii) Principal Distribution. The trustees as they deem advisable may distribute some or all of the trust principal to or for the benefit of my spouse.

If any property in this trust results from my spouse's disclaimer, no principal distribution for my spouse may be made from the principal added to the trust as a result of this disclaimer.

(iii) Exercise of Powers. Without limiting the broad discretionary powers given the trustees, I declare it is my primary interest that my spouse be reasonably supported in the

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degree of comfort permitted by the resources at my spouse's disposal including this Remainder Trust fund.

(c) Apportionment of Remainder Trust. On the death of my spouse, or on my death, whichever occurs last, the then principal and any undistributed income of the trust is to be apportioned as follows:

In equal shares to share and share alike unto THE SUSAN EDWARDS HARRINGTON TRUST, BARBARA LISA HARRINGTON LONG, HENRY LAWRENCE HARRINGTON, III and CHARLOTTE ANN HARRINGTON CHIOCCA. If any of these beneficiaries shall not survive me, I devise the interest which such beneficiary would have received if living, per stirpes and in fee unto his other issue who shall be living at the time of my death, if any; and if none, then I devise his other interest to his other surviving tenants in common or tenant in common as the case may be; provided however that the then surviving issue of any deceased tenant in common shall receive per stirpes and in fee the interest of their deceased parent.

ARTICLE 4
PROVISIONS RELATIVE TO FIDUCIARIES

4.1 Definition. The term "fiduciary" means the Executor, trustee or guardian serving at any time under my will and includes successors.

4.2 Bond. No bond is required of any fiduciary appointed under this will or by a court.

4.3 Resignation. Each fiduciary serving under this will may resign at any time by giving written notice of the resignation to any remaining fiduciary, and to any successor fiduciary or to the person having the power to appoint a successor fiduciary or to the court having jurisdiction to appoint a successor fiduciary.

4.4 Appointment of Successor Fiduciary. If there is no fiduciary serving, the beneficiaries of the estate or of the trust estate, as the case may be, may appoint a fiduciary to serve.

4.5 Action by Beneficiaries. Any action to be taken by the beneficiaries holding a majority interest under this Article is valid if taken by the beneficiaries of the estate or of the trust

estate or in the trust estate. Any beneficiary who is a minor or who is under other legal disability will be represented by his or her parent or his or her duly appointed guardian.

4.6 Settlement of Accounts on Vacating Office. If a fiduciary ceases to serve, except where an individual fiduciary dies, the fiduciary is to file with each other fiduciary, including successors, a settlement of the accounts and an inventory of the estate or trust estate. The expense of the settlement and inventory is to be paid by the estate or trust estate. The fiduciary ceasing to serve is to deliver the estate or trust estate assets to the successors or remaining fiduciary.

4.7 Nonresident Provision. The named fiduciary may appoint a fiduciary to meet any requirement that at least one fiduciary be a resident of the state of my domicile.

ARTICLE 5
PAYMENT OF EXPENSES AND TAXES

5.1 Income Tax Treatment of Administration Expenses. My Executor may claim each estate administration expense as a deduction on the U.S. Estate Tax Return or on any U.S. Income Tax Return for my estate. No compensating adjustment between the income and principal are to be made because of the decision.

5.2 Taxes.

(a) Defined. Except for the taxes payable from my nonprobate estate as defined in Paragraph 5.3, the term "taxes" means each transfer tax assessed by the United States, any state or other governmental unit because of my death for which my estate is liable whether the property transferred is part of the property passing under my will or in property passing outside my will and includes any penalty or interest assessed.

5.3 Taxes Payable from Nonprobate Estate

(a) Defined. The term "taxes payable from my nonprobate estate" means each United States, state or other governmental unit tax:

(i) on each generation skipping taxable distribution or taxable termination.

(ii) on any excess accumulations by reason of Code Section 4980A or corresponding provisions of state or other governmental unit law,

(iii) on any property included in my gross estate by reason of Code Section 2044 or corresponding provisions of state or other governmental unit law, assessed because of my death for which my estate is liable and includes any penalty or interest assessed.

(b) Action by Executor. Unless the beneficiaries of the Remainder Estate waive the requirements of this paragraph, my Executor is to recover from the person or entity possessing the property, whose transfer gave rise to a tax, each tax imposed because of the transfer. It is my intent that these taxes not be paid from my probate estate.

ARTICLE 6 DEFINITIONS

6.1 My Spouse. References in this will to "my husband" or "my spouse" mean HENRY L. HARRINGTON.

6.2 Singular and Masculine Usage. Any use of the masculine includes the feminine, and singular the plural, when the meaning is appropriate.

6.3 Definition of Code. "Code" means the Internal Revenue Code of 1986 as amended. Each reference to a specific section must be read at the date the document was signed and includes each revision or renumbering of the section.

ARTICLE 7 SIMULTANEOUS DEATH

If my spouse and I die simultaneously, or under circumstances which make it difficult or impossible to determine who died first, I direct that my spouse be deemed to have survived me for the purposes of this will. The provisions of this will are to be construed on that assumption, irrespective of any provisions of law establishing a contrary presumption. But if any other beneficiary

under this will dies with me in a common accident or disaster, or under circumstances which make it difficult or impossible to determine who died first, I direct that I be deemed to have survived the beneficiary or beneficiaries and that the will be so construed.

ARTICLE 8
MISCELLANEOUS PROVISIONS

8.1 Dealing with Executor. No person dealing with the Executor in any capacity is bound to inquire into the capacity to act on the part of the Executor or into the authority for, or propriety of, any act of the Executor or to see to the application or disposition of any money or other property paid, delivered or loaned to the Executor.

8.2 Income During Administration. During the administration of my estate, the Executor is authorized to make distributions of the income of the estate to the same persons, and in the same proportions, as might be made if the administration were completed.

8.3 Disposition of Assets. I authorize the Executor, without the order of any court, to sell any of my real estate and personal property not specifically given by me at public or private sale, without the joinder of any beneficiary, in the manner and on the terms and for the price as may seem best; and on each sale of real estate the proceeds are to be treated as forming part of my personal estate.

8.4 Waiver of Inventory Reports and Appraisal. I authorize my Executor to administer and settle my estate without the necessity of filing an inventory or making any report or final settlement with any court to the extent permitted by law. I expressly waive appraisal of my estate in the event an appraisal is required by law.

8.5 Discretionary Powers. In addition to and not in limitation of all common law and statutory authority and all powers otherwise granted in this will, the Executor is granted the following specific discretionary powers, duties and obligations:

(a) Investments. To retain as investments all property which is included in my estate at the time of my death.

(b) Diversification. To acquire and retain all kinds of property without regard to principles of diversification.

(c) Borrowing. To borrow money if the Executor deems it advisable in the administration of my estate on the terms my Executor deems advisable.

(d) Leases. To enter into leases extending beyond the period of administration of this estate.

(e) Distribution. To make distribution in cash or in kind or partly in each, even if shares be composed differently.

(f) Responsibility. To exercise all powers with respect to the property included in my estate which any individual would exercise in the management of similar property owned in his own right and not to be responsible for losses, if any, resulting from honest mistakes of judgment.

8.6 Distribution to Minors. Whenever my Executor is directed to pay any money or to deliver any property to or to use any money or property for the benefit of any minor, my Executor is not to require the appointment of a guardian. I authorize my Executor in the Executor's discretion to retain any part of the money or property during the minor's minority or to deliver all or any part of the money or property without the necessity of requiring bond to the guardian of the person or property of the minor or to the person with whom the minor may reside or to the minor. The receipt of any person for the money or property discharges the Executor irrespective of the age or other qualifications of the person.

8.7 Ancillary Administration. If I own real estate located outside the state of my domicile or if ancillary administration of my estate is needed for any other reason, I appoint my domiciliary Executor or any of them who may be permitted to qualify in the other jurisdiction as my Executor in the other jurisdiction. If my domiciliary Executor or any of them is unable or unwilling to qualify, I appoint as my Executor in the other jurisdiction the person or persons selected by my domiciliary Executor by an

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instrument in writing signed by my domiciliary Executor and delivered to the person or persons so selected and to the court in the other jurisdiction having the authority over the ancillary probate of my will. The ancillary administrator is not required to post bond, file inventories or make reports to any court and has the same powers as my domiciliary Executor. As quickly as the ancillary administrator can complete the ancillary administration, the net assets from the ancillary administration are to be delivered to my domiciliary Executor.

8.8 Real Estate. Any real property which I own at my death is to be part of my probate estate and treated as forming part of my personal estate for administrative purposes.

8.9 Power to Disclaim. Each person entitled to receive an interest under this instrument may disclaim the interest in whole or in part if the person has not accepted the interest or any of its benefits. The person will not be treated as accepting an interest or any of its benefits if the person takes physical possession of the property solely to protect it against loss or damage and, if the person is not otherwise appointed a fiduciary, I appoint the person a special fiduciary for the purpose of protecting the property.

If the recipient of an interest dies or is incapacitated, the decision whether to disclaim and disclaimer will be made by the recipient's personal representative, guardian or conservator. If the interest disclaimed is my spouse's, the amount disclaimed cannot exceed the amount of the U. S. Estate Tax unified credit equivalent available to my estate.

To be effective the disclaimer must (a) be in writing (b) be delivered to my Executor on or before the date which is nine (9) months after my death unless the recipient is a minor in which case delivery must be within nine (9) months of the date the recipient attains majority and (c) must describe the property and the interest or part of it being disclaimed.

If any interest is disclaimed, the interest will pass as otherwise directed in this instrument. If there is no direction,

any interest disclaimed by a disclaimant of a more remote degree of relationship to me than a child will pass to the disclaimant's parent who is a descendant of mine. Any interest disclaimed by a disclaimant and by the person who would take by reason of the disclaimer will pass in equal shares, one equal share for each then-living child of the disclaimant.

Except for my spouse, no person making a disclaimer is to benefit from or in any way share in or enjoy the property which was the subject of the person's disclaimer.

If there is a disclaimer and a document is needed to evidence passage of title to the recipient of the disclaimer, I direct my Executor to sign such document.

8.10 Earnings on Specific Gifts. If my will contains a specific gift of shares of stock, bonds, notes, other negotiable securities, specifically identified certificates of deposit or depository accounts or other similar property, the earnings attributable to the property from the date of my death to the date of the distribution belong to the recipient.

If my will contains a specific gift of a specified sum of money, my Executor has 120 days from the date of my death in which to distribute the gift without the recipient participating in any earnings on the sum. If my Executor does not distribute the gift within 120 days from the date of my death, the recipient will be entitled to receive in addition to the gift a proportionate share of the earnings of my estate from the date of my death to the date the gift is distributed.

8.11 Reservation of Right to Alter, Amend or Revoke Will. Although my spouse and I are signing wills at or about the same time and each of our wills has a substantially identical dispositive plan, it is not our intent that these wills be joint and mutual, nor have we made any agreement or contract as to the disposition of our estates, and I specifically reserve the right to alter, amend or revoke this will at any time either before or after the death of my spouse without giving notice of the action to my spouse if my spouse is then living.

8.12 Execution of Joint Return. I authorize my Executor to sign a joint return with my surviving spouse if my Executor deems the action advisable.

8.13 No Contest Provision. If any beneficiary contests the probate or validity of this will or any of its provisions, or institutes or joins in any proceeding to contest the validity of this will or to prevent any provision from being carried out in accordance with its terms (regardless of whether or not the proceedings are instituted in good faith and with probable cause) then all benefits provided for the beneficiary are revoked and the benefits pass as if the beneficiary had predeceased me leaving no heirs.

8.14 Marital Deduction QTIP Election. My Executor in its sole discretion is to determine whether to elect to qualify any specific portion of the Marital Portion for the U. S. Estate Tax or any state inheritance or estate tax marital deduction. I expect my Executor to make the election and thereby minimize the death taxes payable on my estate. Notwithstanding my expectation, my Executor should give consideration to the death taxes payable in my spouse's estate on my spouse's death, particularly if my spouse dies before the time for making this election. The decision by my Executor about the exercise of this election is conclusive as to all affected parties.

8.15 Exercise of Power of Appointment. To effectively exercise a power of appointment, the person who possesses the power must comply with each requirement of this paragraph. If the terms of the power specify a particular document for exercise, the exercise must be in the document. If the terms of the power specify a particular time for signing the required document, the time must be strictly followed. If there is no required document or time for exercise, the exercise must be in writing and delivered to the person or entity possessing the property subject to the power. The delivery must be within a reasonable time to allow the person or entity possessing the property to act on the exercise.

If the provisions creating the power require specific reference to the power for exercise, that requirement is satisfied only if the document exercising the power identifies the document creating the power, gives the date the document was signed and identifies by number the paragraph of the document that grants the power.

ARTICLE 9
POWERS, DUTIES AND OBLIGATIONS OF TRUSTEE
AND MISCELLANEOUS PROVISIONS

9.1 Investments. In addition to and not in limitation of all applicable common law and statutory authority for trust investments, the trustee has the following investment powers:

(a) In General. Except as otherwise expressly provided in this instrument, the trustee may invest or reinvest each item of money and other property, which power includes the right to sell an existing investment. In making any investments or reinvestments, the trustee is not restricted to those authorized or prescribed by any applicable present or future law governing trust investments.

(b) Diversification. The trustee may acquire, receive and retain investments, without regard to principles of diversification, and without regard to the predominance of common stock, or stock in closely held corporations.

(c) Common Trust Funds. The trustee may invest in common trust funds [maintained by a corporate trustee serving under this instrument.]

9.2 Trust Administration. The following provisions, as well as all consistent trust law of general applicability to this instrument, govern the administration of the trust estate:

(a) Consolidated Fund. Any amount apportioned under the Remainder Trust, unless otherwise expressly provided, constitutes a separate trust held for the benefit of the person or persons in the case of a family trust to whom it is apportioned. [However, the trustee is authorized to keep the principal of any two or more of the trusts in a consolidated fund for convenience of investment and handling, with each trust holding an undivided interest in the

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principal as it from time to time exists, but the trustee is to record the undivided interests of the respective trusts in the consolidated fund.} If under any provision of that Article a trust previously held for one beneficiary passes in trust for another beneficiary for whom at that time the trustee holds a trust under that Article, the trust so passing is to be added to his or her other trust for administration and distribution as a part of that trust.

(b) Accumulated Income. Any trust income not currently distributed or expended is to be accumulated by the trustee and may be invested to the extent deemed advisable and any accumulated income, at the election of the trustee either continues to constitute income from which future distributions of income may be made or may be transferred to principal for handling and distribution. Whenever any trust under this instrument is apportioned or reapportioned to another beneficiary or other beneficiaries, any accumulated income held at that time becomes principal and is to be apportioned as part of principal.

(c) Treatment of Stock Dividends, etc. All stock dividends, all stock or securities received by the trustee in connection with the reorganization, merger, consolidation, recapitalization or liquidation of any corporation and all capital gains realized on sales or exchanges of assets (less income or other taxes on the sale or exchange, which are to be paid by the trustee and charged against principal) are treated as principal, and not as income for distribution.

(d) Life Insurance. The trustee may acquire, take out, carry and maintain policies of insurance on the life of any beneficiary, or on the life of any person or persons in whom a beneficiary may at any time have an insurable interest, provided that the policies of insurance are owned by the trust or by a beneficiary, and that the proceeds of insurance are payable to the trust or a beneficiary. This power is not applicable to the Marital Portion.

(e) Employment of Agents. The trustee may employ agents, custodians, depositaries and legal, tax and investment counsel and pay them reasonable compensation for their services from the trust estate.

(f) Delegation of Powers. Any trustee may, by written instrument, delegate some or all his powers to the remaining trustee or trustees for any period specified in the writing. During that period, or until the delegating trustee sooner gives written notice revoking the delegation, the remaining trustee or trustees may act as though the delegating trustee were deceased and had no successor. If the delegation is revoked before the stated period expires, the revocation will affect only those actions begun after the notice of revocation is actually received.

(g) Acts of Trustees. Except as expressly set forth to the contrary in this instrument, any action taken by the trustees is authorized by the concurrence of a majority of the trustees then acting or, if only two are then acting, by the concurrence of both.

(h) Application of Trustee Powers. Each power granted under Article 9 which appears to apply only to a corporate trustee is equally applicable to an individual trustee.

(i) Power to Divide or Consolidate Trust. The trustee in its sole discretion has the power to divide property in any trust being held under this instrument into as many separate trusts as the trustee deems advisable to facilitate the operation of the trust or to facilitate tax planning. The trustee, in its sole discretion, has the power to consolidate the property in any number of trusts being held under this instrument into one or more trusts as the trustee deems advisable to facilitate the operation of the trust or to facilitate tax planning.

9.3 Trust Distribution. The distribution of the income and principal of each trust during its term, and its final distribution on termination, is to be carried out according to the direction in this instrument and as follows:

(a) Considerations Relative to Distributions. In determining whether and the extent to which any discretionary

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distribution of current or accumulated income or principal is to be made under this instrument, the trustee may take into consideration the amounts and sources of other income of the beneficiary, his or her other resources and his or her other monetary needs; and the trustee is to make distribution according to the provisions of this instrument and in the best interests of the beneficiary. The trustee is fully protected in acting on any affidavit, document or other evidence which the trustee believes to be genuine and to state correctly the matters purported to be facts relating to the income of the beneficiary for any year or relating to any other factor considered by the trustee to be relevant.

(b) Preference of Current Beneficiaries. In exercising discretionary powers, the trustee is authorized to favor each person who is a permissible current beneficiary when the trustee believes it to be for their best interests to do so. The rights of all subsequent beneficiaries are subordinate to this priority. The trustee is not answerable to any subsequent beneficiary for anything done or omitted in favor of a current beneficiary, but no current beneficiary may compel any the favorable treatment.

(c) Method of Distribution. In making any distribution of trust principal, the trustee may make distribution in kind or in cash or partly in each; and, if distribution from a single trust or a consolidated trust fund is made to more than one beneficiary the trustee may divide any item of property distributed in kind either pro rata or in any other proportion among the beneficiaries or may distribute any or all of the items of property in whole among the beneficiaries, even if shares be composed differently. The judgment of the trustee concerning the values for the purpose of the distribution is binding and conclusive on all interested parties.

(d) Disability. The trustee may make authorized distributions to or for the benefit of any beneficiary who is a minor or who is under other legal disability without the intervention of a guardian and is authorized to make distributions to or for the benefit of any beneficiary who is a minor to a

custodian for any minor. .If the beneficiary's disability entitles the beneficiary to governmental assistance, the purpose of this trust is to provide for the extra and supplemental care, maintenance, support and education of the beneficiary in addition to the benefits the beneficiary otherwise receives as a result of the beneficiary's handicap or disability from each local, state or federal government or from each private agency which provides services or benefits to handicapped persons. This trust cannot be used to pay for or reimburse the cost of a beneficiary's care provided by governmental or private funds which care would be available without cost if the beneficiary had no assets.

In exercising the discretion given the trustee to make distributions of income or principal to or for the benefit of the beneficiary, the trustee shall distribute only so much of the income or funds from governmental or other sources for the beneficiary. If the trustee is authorized to make payments of income or principal to the parent of the beneficiary or any other person whose income or assets would be deemed to be income or asset of the beneficiary, the trustee shall distribute only so much of the income or principal as would not interfere with, prevent, or reduce payment of other funds from governmental or other sources for the beneficiary.

(e) Spendthrift Provision. No right of any beneficiary to income or principal is subject to assignment, alienation or anticipation, and none is or may be made liable for any debt or obligation of any process of court on account of or for the purpose of collecting any debt or obligation. This provision does not limit any power of appointment, disclaimer or assignment of income or principal to a trust created by or for the benefit of the assigning beneficiary. The provisions of any statute of any jurisdiction which allow all or any part of a trust to be assigned, alienated or anticipated by the beneficiary; made liable for any debt or obligation of the beneficiary; or subject to attachment or other court process for the purpose of collecting any debt or obligation, except a statute allowing termination of a trust which

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is too small to be economically continued, do not apply to any trust created by this instrument. Except as specifically provided in this paragraph, I intend the entire principal or income or both of this trust to be subject to these spendthrift provisions notwithstanding any statutory provision which would allow some portion of the trust to be subjected to the assignment, alienation, anticipation, or the claims of creditors.

(f) Power to Terminate. If at any time the principal of any trust is too small to justify the continuance of the trust for economic reasons, the trustee may terminate the trust and distribute the principal and any undistributed income to the person to whom the trust was apportioned or, in the case of a trust with multiple beneficiaries, in equal shares among the original beneficiaries then living and the descendants, per stirpes, of any original beneficiary who is deceased.

(g) Rule Against Perpetuities. Notwithstanding any provision in this instrument to the contrary, each trust estate or any portion of each trust estate is not to be continued beyond the date which is twenty-one (21) years after the death of the last survivor of the group composed of my spouse and the descendants of my father living at my death; and on that date, each trust which has not previously been distributed will be distributed, free of trust, to the persons to whom the trust was apportioned or, in the case of a family trust, in equal shares among the original beneficiaries then living and the descendants, per stirpes, of any original beneficiary who is now deceased.

9.4 Powers of Trust. The trustee is authorized to exercise with respect to any trust, together with all powers otherwise granted in this instrument, the following discretionary powers:

(a) Reorganization. To enter any plan of reorganization of any corporation if the trustee deems the plan to be in the best interest of the trust.

(b) Obligations. To enter agreements modifying the terms or extending the maturities of any obligations.

(c) Nominee. To hold investments in the name of a nominee, in which case, with respect to securities held in the nominee's name, the nominee is excused from endorsing the securities in blank and is excused from signing transfer powers in blank and attaching them to the securities.

(d) Proxy and Voting Trusts. To vote stock by proxy and to enter voting trusts.

(e) Litigation. To sue, defend or compromise suits and legal actions and to employ counsel in connection with the same; and to make any other similar expenditure when advisable for the protection of the trust.

(f) Real Estate and Tangible Personalty. To purchase, sell, alter, repair, improve or partition real estate or tangible personalty; to mortgage or otherwise encumber the property; to make and sign leases to the property for any period, even if beyond the term of the trust, transfer or assignment, without the joinder of any beneficiary and without disclosing any beneficiary of the trust. The trustee may determine the rate and method of depreciation of all depreciable property and may withhold the amount of depreciation from income. Any amount so withheld constitutes a funded reserve for depreciation and remains a part of principal. The trustee may make capital improvements and use the funded depreciation reserve, or any other part of principal, for the improvements, repairs, and other ordinary expenses are to be charged against income, and the trustee may determine whether an expense is an ordinary expense or a capital improvement.

(g) Borrowing. To borrow money from the commercial department of any corporate trustee serving under this instrument or from any other source, with or without the pledge of assets of the trust estate, on the terms and conditions as the trustee deems advisable.

(h) Business Interests. With respect to any interest of any kind in any business included in the trust estate, whether the interest is in sole proprietorship, or corporate form, to do generally all acts in relation to the interest as if the trustee

were the absolute owner including, but not by way of limitation, the power to carry on the business in the manner or form and for the time as the trustee deems advisable; to sell or otherwise dispose of the same as a going concern and to accept consideration for it in cash, securities, notes or the other form of property or evidence of indebtedness as the trustee deems advisable; to liquidate it in whole or in part; to incorporate it or enter into a partnership agreement with respect to it; to carry out any agreement to which the interest is subject; or to withhold distribution of the trust estate for the period of time as is necessary to permit an orderly liquidation of the interest if the liquidation is desirable.

9.5 Duties, Restrictions, Privileges and Immunities of Trustee. The following special provisions shall govern the relationship among the trustee, the trust estate, the beneficiaries and other persons:

(a) Restrictions on Individual Trustee. No trustee who is also a permissible beneficiary under this instrument is allowed any voice, directly or indirectly, with respect to determining amounts of distributions or payments of net income to himself or herself, or as to withholding income distributions from himself or herself, or in determining whether any distribution of principal is made under this instrument to himself or herself, or as to the matter of terminating any trust under this instrument. No trustee whose life is insured by any policy of insurance owned by the trust is to have any interest in the policy, nor exercise any power (either alone or in conjunction with another person or persons) to change the beneficial ownership in the policy or its proceeds, or the time or manner of enjoyment thereof, nor have, retain or exercise any other power (either alone or in conjunction with another person or persons) regarding the policy which would be deemed an incident of ownership in the policy. No individual trustee who is obligated to support any permissible beneficiary under this instrument is allowed any voice, directly or indirectly, with respect to determining amounts of distributions or payments of

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net income or principal to the permissible beneficiary for whom the individual trustee has a duty to support.

(b) Reports of Trustee. The Trustee is not required to make reports to or settlements with any court. However, the trustee is to render annually, to each income beneficiary of the trust estate, or to the natural or legal guardian of the beneficiary, full statements showing all items of income, receipts, expenses, and disbursements and a schedule of all assets and liabilities of the trust estate.

(c) Compensation. The trustee is entitled to a reasonable compensation for services rendered, the amount to be fixed by agreement with me or, after my death, with the adult income beneficiaries and with the adult who is actually caring for any minor beneficiary, or, if the agreement cannot be reached, by the court having appropriate jurisdiction. If a trustee maintains a published fee schedule, the fee according to the schedule applicable to the period for which compensation is sought is deemed reasonable. The trustee's compensation will be charged as an expense against income regardless of the basis for computing the compensation.

(d) Dealing with Trustee. No person, firm or corporation dealing with the trustee in any capacity is bound to inquire into the trustee's capacity to act, or into the authority for or propriety of any act of the trustee, or as to whether any condition precedent has been complied with by the trustee, or to see to the application or disposition of any money or other property paid or delivered to the trustee.

(e) Responsibility. No trustee is responsible for the acts or omissions of any other trustee or for allowing any other trustee to have custody or control of the funds and property of the trust estate. Each trustee is responsible only for his own acts or omissions in bad faith. No successor trustee is liable for any act or omission of a predecessor trustee.

IN WITNESS WHEREOF, I have set my hand this 1st day of November, 1996.

WITNESSES:

Wanda McBrady
Robert F. Lytle

Barbara Ann Edwards Harrington
BARBARA ANN EDWARDS HARRINGTON

SIGNED, declared and published by the said BARBARA ANN EDWARDS HARRINGTON, as and for her Last Will, in the presence of us, the undersigned, who, at her request and in her sight and presence, and in the sight and presence of each other, have subscribed our names hereto as attesting witnesses on the day and date above written.

Name

Address

Wanda McBrady

3390 N. LIBERTY ST.
CANTON, MS.

Robert F. Lytle

3390 N. Liberty St.
Canton, MS

STATE OF MISSISSIPPI, COUNTY OF MADISON



I certify that the within instrument was filed for record in my office this 23rd day of April, 2001, at 11:00 o'clock A M., and was duly recorded on the APR 23 2001, Book No. 33, Page 409.

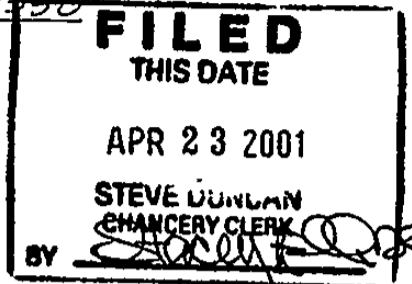
STEVE DUNCAN, CHANCERY CLERK

BY: Stacey H D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF BARBARA ANN EDWARDS HARRINGTON

CIVIL ACTION FILE NO. 2001-350



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, Don A McGraw, Jr, one of the subscribing witnesses to a certain instrument in writing purporting to be the Last Will and Testament of Barbara Ann Edwards Harrington, deceased, late of the County of Madison, Mississippi, who having been duly sworn makes oath that the said Barbara Ann Edwards Harrington signed, published and declared said instrument as her Last Will and Testament on the 1st day of November, 1996, the day and date of said instrument, in the presence of this affiant and Robert B. Ogletree, the other subscribing witness to said instrument, that the testatrix was then of sound and disposing mind and memory and twenty-one (21) years and upward of age and that I, Don A McGraw, Jr, the Affiant and Robert B Ogletree, subscribed and attested said instrument as witnesses to the signature of the testatrix and the publication thereof at the special instance and request and in the presence of said testatrix and in the presence of each other.

[Signature]
Don A McGraw, Jr

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 20 day of April, 2001.



[Signature]
NOTARY PUBLIC

STATE OF MISSISSIPPI, COUNTY OF MADISON



I certify that the within instrument was filed for record in my office this 23rd day of April 2001, at 11:00 o'clock A M., and was duly recorded on the APR 23 2001, Book No. 33, Page 431.

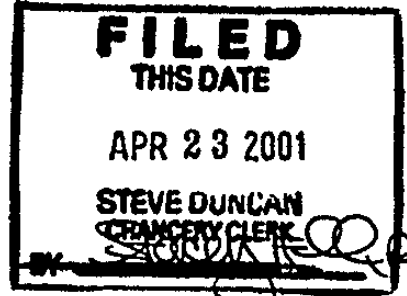
STEVE DUNCAN, CHANCERY CLERK BY: [Signature] D.C.

LAST WILL AND TESTAMENT

OF

JACK J. HAYNIE

#2001-328



I, JACK J. HAYNIE, an adult resident citizen of Madison County, Mississippi, being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, and I do hereby revoke any and all wills and codicils heretofore made by me.

ARTICLE I
APPOINTMENT OF FIDUCIARIES

A. Executor. I do hereby appoint my nephew, R. JAMES YOUNG, as Executor of this my Last Will and Testament, and I hereby waive the necessity of said individual entering into bond, inventory and accounting as such Executor, and I waive the necessity of a formal appraisement being made of my estate. If he resigns or be unable or unwilling to so serve, then I appoint my nephew, RALPH E. YOUNG, JR. I hereby expressly give and grant unto either of said Executors all the rights, powers and discretions hereinafter given to the Trustee in Article VII, Powers of Trustee.

B. Trustee. I also appoint my nephew, R. JAMES YOUNG, as Trustee of any trust created for the benefit of my wife. In the event he resigns or is unable or unwilling to serve, then I appoint my nephew, RALPH E. YOUNG, JR., Successor Trustee of any trust herein established for the benefit of my wife. The Successor Trustee shall serve under the same

terms and conditions as the originally named Trustee and is given the same rights, powers and discretions.

ARTICLE II
PAYMENT OF EXPENSES, DEBTS AND ESTATE TAXES

I hereby direct my Executor to pay my funeral expenses and all of my just debts which may be timely probated, registered and allowed against my estate, and expenses of administration of my estate out of my residuary estate; provided, however, that if my Executor in his sole discretion shall elect to claim estate administration expenses as a deduction for income tax purposes rather than estate tax purposes, such administration expenses shall be charged against any remaining available credit equivalent bequest disposed of by Article IV, Family Trust, after first satisfying in full any estate taxes which are directed to be paid therefrom. I direct my Executor to pay out of Article IV, Family Trust, all federal and state estate, inheritance, succession, transfer, or other death taxes which are assessed against my estate or against any beneficiary, including estate and inheritance taxes assessed on account of life insurance proceeds or any other property which shall be included in my gross estate for the purpose of such taxes, whether or not included in my estate for probate purposes. My Executor shall specifically retain the right of recovery as provided in Sections 2206, 2207, 2207A and 2207B of the Internal Revenue Code of 1986, or as may be subsequently amended.

ARTICLE III
BEQUEST OF PERSONAL PROPERTY AND HOUSEHOLD EFFECTS

A. I give and bequeath to my wife, ETHEL Y. HAYNIE, if she be living at the time of my death, all of my corporeal, tangible personal property.

B. If she shall not survive me, I give and bequeath the following special bequests of said property as follows:

1. I give and bequeath the four (4) chairs that belonged to my mother-in-law to my sister-in-law, NELL ISON YOUNG. If she should predecease me, then I give and bequeath two (2) of the said chairs to my nephew and his wife, R. JAMES YOUNG and ANN LAMBDIN YOUNG, or the survivor and two (2) of the said chairs unto my nephew and his wife, RALPH E. YOUNG, JR. and MARTHA RECORD YOUNG, or the survivor.

2. I give to SUSAN McCULLOUGH McCLUNG the mahogany (ox cart) coffee table.

3. I give to REBECCA STILL FELIX, DEBORAH STILL HOWELL, MARIE McCULLOUGH ANDERSON, SUSAN McCULLOUGH McCLUNG and ANN McCULLOUGH RAUBOLT, in equal shares, the coins collected by their grandmother Rebecca Still and given by her husband, T. W. Still, after her death to Jack Haynie:

(a) A total of fourteen (14) silver dollars bearing dates (i) 1884, (ii) 1896, (iii) 1904, (iv) 2 @

1921, (v) 3 @ 1922, (vi) 3 @ 1923, (vii) 1924,
and (viii) 2 @ 1926; and

(b) a total of twelve (12) silver half-dollars
bearing dates (i) 1944, (ii) 1951, (iii) 1960, (iv)
1963, (v) 3 @ 1967, (vi) 2 @ 1968, (vii) 1969,
(viii) 1971, and (ix) 1973.

My Executor, in his sole discretion, shall determine and make distribution of these
coins as he determines appropriate.

4. I give to R. JAMES YOUNG and ANN LAMBDIN YOUNG,
with the exception of property described in Paragraphs 1, 2 and 3 of this
Section B, all household property and personal effects, including furniture and
accessories, silver and jewelry, and if either of them shall not survive me, then
to the survivor.

ARTICLE IV FAMILY TRUST

If my wife, ETHEL Y. HAYNIE, survives me, I give, devise and bequeath to R.
JAMES YOUNG, as Trustee, property equal to the largest amount that can pass free of
federal estate tax under this Article by reason of the unified credit and the state death tax
credit (provided use of this credit does not require an increase in the state death taxes paid)
allowable to my estate but by reason of no other credit, and after taking account of
dispositions under previous Articles of this Will and property passing outside of this Will
which do not qualify for the marital or charitable deduction and after taking account of

charges to principal that are not allowed as deductions in computing my federal estate tax. My Executor shall select and distribute to the Trustee the cash, securities and other property, including real estate and interests therein, which shall constitute this trust, employing for this purpose values current at the time or times of distribution. I recognize that the sum so disposed of by this Article may be affected by the action of my Executor in exercising certain tax elections. The Trustee shall hold said property for the following uses and purposes and upon the following terms and conditions:

A. Income. Said Trustee shall pay to my said wife, ETHEL Y. HAYNIE, during her lifetime, all of the income of the trust in periodic installments, the frequency of such payments to be determined by the Trustee, except that in no event shall such payments be made less frequently than quarterly.

B. Principal. The Trustee shall also be authorized to pay out of the principal of this trust such amounts as my Trustee may deem necessary or proper in his sole judgment to provide for the support in reasonable comfort, maintenance and medical care (including hospital and other institutional care) of my said wife, taking into account any other means of support she may have to the knowledge of the Trustee.

The standard for the payment of principal to my wife shall be construed to be an "ascertainable standard" within the meaning of Sections 2041 (b) (1) (A) and 2514 (c) (1) of the Internal Revenue Code of 1986, as now or hereafter amended.

C. Termination. Upon the death of my said wife, the entire remaining corpus and

all accrued income of this trust shall be paid over, delivered and conveyed, free and clear of any trust, as follows:

1. (a) To REBECCA STILL FELIX, the sum of Five Thousand Dollars (\$5,000.00).
- (b) To DEBORAH STILL HOWELL, the sum of Five Thousand Dollars (\$5,000.00).
- (c) To MARIE McCULLOUGH ANDERSON, the sum of Five Thousand Dollars (\$5,000.00).
- (d) To SUSAN McCULLOUGH McCLUNG, the sum of Five Thousand Dollars (\$5,000.00).
- (e) To ANN McCULLOUGH RAUBOLT, the sum of Five Thousand Dollars (\$5,000.00).

If any of these named individuals predecease me, then the bequest to such individual shall lapse and become a part of the trust estate to be distributed to the beneficiaries designated in Paragraphs 3, 4 and 5 of this

Section C.

2. (a) To JODY JAMES RODRIQUEZ, the sum of Two Thousand Five Hundred Dollars (\$2,500.00).
- (b) To JAMIE LYNN RODRIQUEZ, the sum of Two Thousand Five Hundred Dollars (\$2,500.00).
- (c) To CAROL YOUNG, the sum of Two Thousand Five Hundred Dollars (\$2,500.00).

If any of these named individuals predecease me, then the bequest to

such individual shall lapse and become a part of the trust estate to be distributed to the beneficiaries designated in Paragraphs 3, 4 and 5 of this Section C.

3. To R. JAMES YOUNG and ANN LAMBDIN YOUNG, I give fifty percent (50%) of the balance of said trust estate, and if either of them not be living, then to the survivor, and if neither of them are living, then to their then-living issue, per stirpes.

4. To RALPH E. YOUNG, JR., and MARTHA RECORD YOUNG, I give twenty-five percent (25%) of said trust estate, and if either of them not be living, then to the survivor, and if neither of them are living, then to their then-living issue, per stirpes.

5. To ROBERT P. YOUNG and BERTIE MAE BROWN YOUNG, I give twenty-five percent (25%) of said trust estate, and if either of them not be living, then to the survivor, and if neither of them are living, then to the beneficiaries designated in Paragraphs 3 and 4 of this Section C in the same proportions.

ARTICLE V
RESIDUARY ESTATE

A. Residuary Disposition if Wife Survives Me. I will, devise and bequeath unto my wife, ETHEL Y. HAYNIE, all of the rest, residue and remainder of my estate, whether real,

personal or mixed, and of whatsoever kind or character and wheresoever situated, together with any lapsed bequests or devises.

B. Residuary Disposition if Wife Does Not Survive Me. If my said wife predeceases me, then, in that event, I will, devise and bequeath all the rest, residue and remainder of my estate, whether real, personal or mixed, and of whatsoever kind or character and wheresoever situated, to the following beneficiaries, as follows:

- 1.. (a) To REBECCA STILL FELIX, the sum of Five Thousand Dollars (\$5,000.00).
- (b) To DEBORAH STILL HOWELL, the sum of Five Thousand Dollars (\$5,000.00).
- (c) To MARIE McCULLOUGH ANDERSON, the sum of Five Thousand Dollars (\$5,000.00).
- (d) To SUSAN McCULLOUGH McCLUNG, the sum of Five Thousand Dollars (\$5,000.00).
- (e) To ANN McCULLOUGH RAUBOLT, the sum of Five Thousand Dollars (\$5,000.00).

If any of these named individuals predecease me, then the bequest to such individual shall lapse and become a part of the residuary estate to be distributed to the beneficiaries designated in Paragraphs 3, 4 and 5 of this Section B.

2. (a) To JODY JAMES RODRIQUEZ, the sum of Two Thousand Five Hundred Dollars (\$2,500.00).

(b) To JAMIE LYNN RODRIQUEZ, the sum of Two, Thousand Five Hundred Dollars (\$2,500.00).

(c) To CAROL YOUNG, the sum of Two Thousand Five Hundred Dollars (\$2,500.00).

If any of these named individuals predecease me, then the bequest to such individual shall lapse and become a part of the residuary estate to be distributed to the beneficiaries designated in Paragraphs 3, 4 and 5 of this Section B.

3. To R. JAMES YOUNG and ANN LAMBDIN YOUNG, I give fifty percent (50%) of said residuary, and if either of them not be living, then to the survivor, and if neither of them are living, then to their then-living issue, per stirpes.

4. To RALPH E. YOUNG, JR., and MARTHA RECORD YOUNG, I give twenty-five percent (25%) of said residuary, and if either of them not be living, then to the survivor, and if neither of them are living, then to their then-living issue, per stirpes.

5. To ROBERT P. YOUNG and BERTIE MAE BROWN YOUNG, I give twenty-five percent (25%) of said residuary, and if either of them not be living, then to the survivor, and if neither of them are living, then to the beneficiaries designated in Paragraphs 3 and 4 of this Section B in the same proportions.

C. Right of Wife to Disclaim. 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 by this Article V. Any such disclaimer shall be made in writing, clearly stating the portion or assets disclaimed, and shall be delivered to my Executor 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.

D. Disposition of Disclaimed Property. If my wife disclaims in whole or in part the property passing to her under this Article V, so much of the property in which my wife disclaims her interest shall be added to the Family Trust of Article IV. In so providing, I expressly recognize the right of my wife to disclaim in whole or in part the property passing to her under this Article V and to remain a beneficiary under Article IV, Family Trust.

ARTICLE VI DISTRIBUTION TO MINORS

In making distributions to beneficiaries from any trust created under this Will, and especially where the beneficiaries are minors or incapable of transacting business due to illness, the Trustee, in his discretion, may make payments 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 payments 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

necessary to assure and enforce the application of such payments for the exclusive benefit of the beneficiary.

If at any time in following the directions of this Will the Trustee is required to distribute all or any part of the principal of a trust created herein outright to a person who is a minor, the Trustee is directed to continue to hold the share of the minor in trust for that minor's benefit until the minor attains the age twenty-one (21). Until distribution is made, the Trustee is directed to expend such part of the income and/or principal of the share belonging to that minor as the Trustee, in his discretion, deems necessary to provide for the support, education, maintenance and health.

The interest of every beneficiary of any trust created herein shall vest within the period prescribed by the Rule against Perpetuities. Upon vesting, any trust property held by the Trustee shall be distributed to the current income beneficiary or beneficiaries of the trust property (or to his or her legal guardian or other personal representative) as though such income beneficiary had reached the age at which final distribution was required.

ARTICLE VII
POWERS OF TRUSTEE

The Trustee shall have full power and authority to invest and reinvest the principal of the trust in such manner and upon such terms and conditions as the Trustee may see fit, and with express authority to invest funds in a common trust fund established by the Trustee pursuant to the Uniform Common Trust Fund Act of Mississippi or proprietary mutual fund;

to sell, exchange, pledge, mortgage, hypothecate or otherwise dispose of any property, real or personal, originally or subsequently acquired; to retain and hold in unchanged form any property, real or personal, coming into his hands; to rent or lease any of the properties embraced within the trust, upon such terms and conditions as the Trustee deems advisable; to make all determinations respecting division, allotments and distributions of income and principal to the beneficiaries; to pay taxes of every kind existing against the trust property; to hold investments in the name of a nominee; to do all other acts which, in the judgment of the Trustee, may be necessary or appropriate for the proper and advantageous management, investment and distribution of the trust estate to the same extent as though he was the sole owner of the trust property; and to disclaim interests in property as provided by the "Uniform Disclaimer of Property Interests Act," being Sections 89-21-3 through 89-21-17 of the Mississippi Code of 1972, as now enacted or hereafter amended, reference to which statute is hereby made for all purposes. In addition, the Trustee shall have all of the powers granted by the "Uniform Trustees' Powers Law", being Sections 91-9-101 through 91-9-119 of the Mississippi Code of 1972, as now enacted or hereafter amended, reference to which statute is hereby made for all purposes.

ARTICLE VIII
GENERAL PROVISIONS

The trust hereinbefore created is a private trust, and the Trustee shall not be required to obtain the order or approval of any court for the exercise of any power or discretion

herein given. The Trustee is hereby authorized to receive and retain for his services in administering the trusts reasonable fees and compensation. The income of the trust herein created shall accrue from the date of my death, and during the period of the administering of my estate, and until the trust is established, I hereby authorize my Executor, in his sole discretion, to pay at least annually out of my general estate to my wife, as beneficiary of said trust, as advanced payment of income, such sums as in his judgment equal the income which my said wife would receive from said trust had the same been established. The Trustee shall not be required to enter into any bond as Trustee, nor shall he be required to return to any court any periodic formal accounting of his administration of the trust, but the Trustee shall render annual accounts to my said wife. No person paying money or delivering property to the Trustee shall be required to see to its application. Neither the principal nor the income of any trust funds created herein, nor any part of same, shall be liable for the debts of any beneficiary hereunder, nor shall the same be subject to seizure by any creditor of any beneficiary hereunder, and no beneficiary hereunder shall have any power to sell, assign, transfer, or in any manner to anticipate or dispose of his or her interest in the trust funds, or any part of same, or the income produced from said fund or any part of same. The income and principal or both of any trust created herein and the beneficiary or beneficiaries of the income and principal or both of any such trust shall be afforded the protection of and protected by all of the applicable terms and provisions of the Family Trust Preservation Act of 1998. The Trustee in the trust hereinbefore created may resign at any time by giving

written notice to the beneficiaries entitled to participate in the trust at the time of said resignation, specifying in said notice the effective date of such resignation. In the event the designated Successor Trustee resigns or is unable or unwilling to serve, then an alternate Trustee may be appointed on petition of the income beneficiary by the Chancery Court of Madison County, Mississippi, and the alternate Trustee shall have the same title, powers and discretion herein given the original Trustee, except that my wife shall not be appointed as a Successor Trustee.

ARTICLE IX
COMMON DISASTER CLAUSE

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

ARTICLE X
FAMILY MEMBERS

My wife's name is ETHEL Y. HAYNIE and she is sometimes referred to herein as my "wife". I have no children, or descendants of children, either living or who have predeceased me.

IN WITNESS WHEREOF, I have hereunto subscribed my name this the 21st
day of March, 2001.

[Handwritten signature of Jack J. Haynie]

JACK J. HAYNIE

[Handwritten signature])
)
[Handwritten signature])

WITNESSES

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

WITNESSES:

ADDRESSES:

[Handwritten signature]

936 Trustmark Bldg
Jackson, MS 39201

[Handwritten signature]

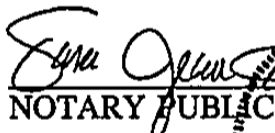
936 Trustmark Bldg
Jackson, MS 39201

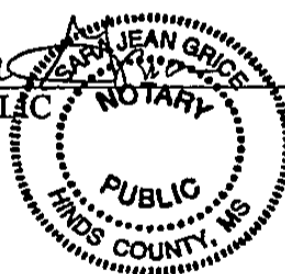
STATE OF MISSISSIPPI
COUNTY OF HINDS

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction aforesaid, Robert E. Williford, who by me being first duly sworn, deposes and states on oath that he is one of the subscribing witnesses to that certain instrument of writing purporting to be the Last Will and Testament of Jack J. Haynie, and that the said Jack J. Haynie signed, published and declared said instrument to be his Last Will and Testament on the 21st day of March, 2001 in the presence of this affiant and Jennifer Kay Lefoldt, the other subscribing witness to said instrument; and said testator was then of sound and disposing mind and memory and over the age of eighteen (18) years; that this affiant and Jennifer Kay Lefoldt subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and request and in the presence of said testator, and in the presence of each other.


ROBERT E. WILLIFORD

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 22nd day of March, 2001.


NOTARY PUBLIC



My commission expires:
Notary Public State of Mississippi At Large
My Commission Expires June 6, 2002
Bonded thru Holden, Brink & Garland, Inc.

PROOF OF WILL

STATE OF MISSISSIPPI

COUNTY OF HINDS

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction aforesaid, Jennifer Kay Lefoldt, 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 Jack J. Haynie and that the said Jack J. Haynie signed, published and declared said instrument to be his Last Will and Testament on the 21st day of March, 2001 in the presence of this affiant and Robert E. Williford, the other subscribing witness to said instrument; and said testator was then of sound and disposing mind and memory and over the age of eighteen (18) years; that this affiant and Robert E. Williford subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and request and in the presence of said testator, and in the presence of each other.

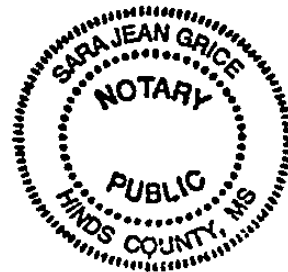
Jennifer Kay Lefoldt
JENNIFER KAY LEFOLDT

SWORN TO AND SUBSCRIBED BEFORE ME, on this, the 22nd day of March, 2001.

Sara Jean Grice
NOTARY PUBLIC

My commission expires:

Notary Public State of Mississippi At Large
My Commission Expires: June 8, 2002
Bonded Through Hulse, Weeks & Garland, Inc.



STATE OF MISSISSIPPI, COUNTY OF MADISON



I certify that the within instrument was filed for record in my office this 23rd day of April, 2001, at 2:00 o'clock P M., and was duly recorded on the APR 23 2001, Book No. 33, Page 432

STEVE DUNCAN, CHANCERY CLERK

BY: Jacey Hill D.C.

#2001-355

LAST WILL AND TESTAMENT
OF
LILLIAN P. NICULA

<p>FILED THIS DATE</p> <p>APR 24 2001</p> <p>STEVE DUNCAN CHANCERY CLERK</p> <p>BY <i>[Signature]</i></p>
--

I, LILLIAN P. NICULA, a resident of the city of Ridgeland, Mississippi, being over the age of twenty-one years, of sound and disposing mind and memory, and ever mindful of the uncertainty of this life and the certainty of death, and being desirous of adjusting any worldly affairs while in health, do hereby make, ordain, declare and publish this my Last Will and Testament, hereby revoking all former wills and codicils thereto, if any, heretofore made by me.

Item I

I direct my Executor to pay out of the principal of my estate all of my just debts, funeral expenses and costs of administration. I further direct my Executor to pay without right of reimbursement and as a part of the expenses of administering my estate, all inheritance, estate, transfer and succession taxes, including interest and penalties thereon, which may be assessed by reason of my death on any property or interest therein included in my gross estate for tax purposes.

Item II

I hereby give, devise and bequeath unto my loving daughter, Kimberly Jeane Ciungan, Grosse Ile, Michigan, all my jewelry, silver, crystal and china.

I hereby give, devise and bequeath unto my loving husband, Nicholas Nicula, the entire remainder of my estate, being all the property which I may own at my death, real, personal and mixed, wheresoever situated, except those items of personal property bequeathed to Kimberly Jeane Ciungan hereinabove.

PAGE ONE OF MY LAST WILL AND TESTAMENT:

Lillian P. Nicula
LILLIAN P. NICULA

Item III

Should my said husband, Nicholas Nicula, predecease me or depart this life in a common disaster with me, I then give, devise and bequeath my entire estate of every description, wheresoever situated, to our daughter, Kimberly Jeane Ciungan, who resides at Grosse Ile, Michigan. However, in the event my said daughter predeceases me or is killed in a common accident or as a result of a common disaster with me under such circumstances that would be impossible, in the judgment of the Executrix herein, whose decision shall be conclusive to determine which of us dies first, it shall be presumed that my said daughter predeceased me. In such event, I then give, devise and bequeath my entire estate of every description, wheresoever situated to my son-in-law, Gregory J. Ciungan, in trust, for the use and benefit of his two children, namely, Neil Gregory Ciungan and Scott Eli Ciungan, in equal proportions.

Item IV

Should my husband, Nicholas Nicula; and I be killed in a common accident or as a result of a common disaster or under such circumstances that would be impossible in the judgment of my Executor herein, whose decision shall be conclusive to determine which of us died first, it shall be presumed that I survived my husband, and this presumption shall apply throughout this Will.

Item V

I hereby appoint my said husband, Nicholas Nicula, as Executor of this my Last Will and Testament, and of whom no bond or security shall be required in such capacity nor any inventory or accounting required by any person or Court for him serving in such capacity. Should the said Nicholas Nicula predecease me or not be able to serve as said Executor, I then appoint Patsy P. Robertson, as Executrix of my estate, and of whom no bond or security shall be

PAGE TWO OF MY LAST WILL AND TESTAMENT:

Lillian P. Nicula
LILLIAN P. NICULA

required in such capacity or no accounting or inventory required by any person or Court.

IN WITNESS WHEREOF, I have caused this my Last Will and Testament, consisting of four (4) pages, and have written and declared and do hereby declare and publish this as my Last Will and Testament in the presence of the subscribing witnesses hereto, and each of whom I have specially requested to witness my execution of this instrument in my presence and in the presences of each other, and all this done at Jackson, Mississippi, on this the 21st day of August, 1995.

Lillian Nicula
LILLIAN NICULA

WITNESSES:

Brian G. Bowers

Douglas D. Wynne

STATE OF MISSISSIPPI
COUNTY OF HINDS

We, the undersigned, hereby certify that on this the 21st day of August, 1995, at the special instance and request of LILLIAN P. NICULA, whom each of us personally knows, we witnessed her execution of her foregoing Last Will and Testament, and she in our presences having first signed, published and declared said instrument as her Last Will and Testament, and we and each of us in her presence and in the presences of each other, and at her special instance and request having subscribed our names as attesting and subscribing witnesses thereto; and we furthermore certify that at

PAGE THREE OF MY LAST WILL AND TESTAMENT:

Lillian P. Nicula
LILLIAN P. NICULA

said time the said Testatrix was of legal age and of sound and disposing mind and memory.

Beth G. Bowers
WITNESS

2199 Green Spring Rd
Levy, MS 39170

Amela D. Wayne
WITNESS

550 Post Rd, #210
Bidgeland, MS 39157

PAGE FOUR OF MY LAST WILL AND TESTAMENT:

Lillian P. Nicula
LILLIAN P. NICULA

STATE OF MISSISSIPPI, COUNTY OF MADISON



I certify that the within instrument was filed for record in my office this 24th day of April, 2001, at 12:55 o'clock P. M., and was duly recorded on the 24th day of April, 2001, Book No. 33, Page 449

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Trupp D.C.

FILED
THIS DATE
APR 24 2001
STEVE DUNCAN
CHANCERY CLERK
BY *Karen Trupp*

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
LILLIAN P. NICULA, DECEASED

CIVIL ACTION FILE NO. 2001-355

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF HINDS

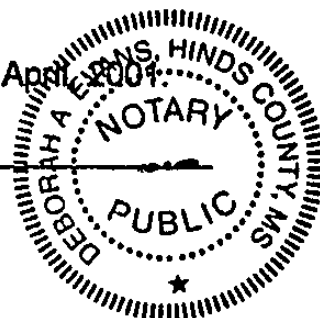
Personally appeared before me, the undersigned authority in and for the aforesaid jurisdiction, Beth G. Barnes, a subscribing witness to a certain instrument of writing, purporting to be the Last Will and Testament of Lillian P. Nicula, who, being duly sworn, deposed and said that the said Lillian P. Nicula published and declared said instrument as her Last Will and Testament on the 21st day of August, 1995, the day of the date of said instrument, in the presence of this deponent and Angela D. Wynne and that the Testatrix was of sound and disposing mind and memory, and more than twenty-one years of age and this deponent and Angela D. Wynne subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of said Testatrix and in the presence of the said Testatrix and in the presence of each other, on the day and year of the date of said instrument.

WITNESS our signatures this 11th day of April, 2001.

Beth G. Barnes
Beth G. Barnes

SWORN TO AND SUBSCRIBED BEFORE ME on this 11th day of April, 2001.

Deborah A. Evans
Notary Public



My Commission Expires:

MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES FEB. 2, 2004
BONDED THRU STEGALL NOTARY SERVICE

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 24th day of April, 2001, at 12:55 o'clock P. M., and was duly recorded on the 24th day of April, 2001, Book No. 33, Page 453.

STEVE DUNCAN, CHANCERY CLERK BY: *Karen Trupp* D.C.



LAST WILL AND TESTAMENT OF MAGDALENE VERBURG FREILER
ALSO KNOWN AS MRS. JOHN FREILER

#2001-294

FILED
THIS DATE
APR 24 2001
STEVE DUNCAN
CHANCERY CLERK
BY *Stoney Hill*

I, MAGDALENE VERBURG FREILER, ALSO KNOWN AS MRS. JOHN FREILER,
BEING OF SOUND MIND AND MEMORY, MAKE THIS MY LAST WILL AND
TESTAMENT.

I NAME MADGE FREILER NOBLE AS SOLE HEIR AND EXECUTRIX OF MY
ESTATE INCLUDING BOTH REAL AND PERSONAL PROPERTY.

THE POSTING OF EXECUTRIX BOND BY MADGE FREILER NOBLE SHALL NOT
BE REQUIRED.

DATE SIGNED

March 15 1989

Magdalene Verburg Freiler
MAGDALENE VERBURG FREILER

*mrb.
djf*

Magdalene Verburg Freiler

Witnesses =

Marie H. Lanes
Route 3, Box 46
Canton, Mo. 39046

Sandra J Crawford
345 East Peace Street
Canton, MS 39046

STATE OF MISSISSIPPI, COUNTY OF MADISON



I certify that the within instrument was filed for record in my office this 24th day
of April, 20 01, at 1:30 o'clock P.M., and was duly recorded
on the APR 24 2001, Book No. 33, Page 454

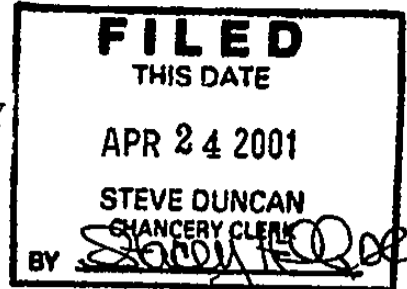
STEVE DUNCAN, CHANCERY CLERK

BY: *Stoney Hill* D.C.

IN THE CHANCERY COURT OF MADISON COUNTY

STATE OF MISSISSIPPI

IN THE MATTER OF THE ESTATE OF MAGDALENE
 VERBURG FREILER ALSO KNOWN AS
 MRS. JOHN FREILER, DECEASED

CIVIL ACTION FILE NO. 2001-294PROOF OF WILL

COMES NOW, Marie H. Banes, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of Magdalene Verburg Freiler, also known as Mrs. John Freiler, and enters her appearance herein as provided by 91-7-9 of the Mississippi Code of 1972, Annotated, as amended, and makes oath before the undersigned authority that Magdalene Verburg Freiler, the above named decedent, signed, published and declared said instrument as her Last Will and Testament on the 15th day of March, 1989, the day and the date of said instrument, in the presence of this deponent and Sandra J Crawford, the other subscribing witnesses, and that said Testatrix was then of sound and disposing mind and memory, and more than twenty-one (21) years of age, and having her usual place of abode in Madison County, Mississippi, and that she, and Sandra J. Crawford, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of said Testatrix and in the presence of the Testatrix and in the presence of each other on the day of the date of said instrument

Marie H Banes

 MARIE H. BANES

STATE OF MISSISSIPPI

COUNTY OF MADISON

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

Marie H. Banes
MARIE H. BANES

SWORN TO AND SUBSCRIBED BEFORE ME, this the 2nd day of April, 2001.

Deirdre Lynn Harris
NOTARY



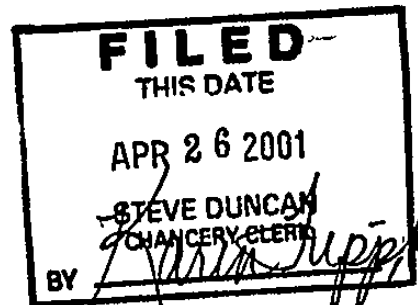
JAMES H. HERRING
MSB#2380
HERRING, LONG & CREWS, P.C.
ATTORNEYS AT LAW
129 EAST PEACE STREET
P. O. BOX 344
CANTON, MISSISSIPPI 39046
(601)859-2573
(601)859-3955 (FAX)
E-MAIL: HLCPC@MSN.COM

STATE OF MISSISSIPPI, COUNTY OF MADISON



I certify that the within instrument was filed for record in my office this 24th day of April, 2001, at 1:30 o'clock P M., and was duly recorded on the APR 24 2001, Book No. 33, Page 455.

STEVE DUNCAN, CHANCERY CLERK BY: Stacey Hill D.C.

LAST WILL AND TESTAMENT
OF
ROBERT SUTTLEY MIZELL

I, ROBERT SUTTLEY MIZELL, being of sound and disposing mind and memory and more than twenty-one (21) years of age, and under no disability of any kind or character, do hereby make, declare and publish this my Last Will and Testament, hereby revoking any and all Wills, Testaments and Codicils heretofore made by me.

ITEM I.

I will and direct that all lawful claims duly probated, registered and allowed against my estate be paid and that the administration of my estate be completed and closed as soon after my death as may be reasonably possible.

ITEM II.

I hereby nominate, constitute and appoint my daughter, Sandra Rasberry, to serve as Executrix of this my Last Will and Testament. If she is unable to unwilling to serve, I alternatively nominate, constitute and appoint my daughter, Myra Ann Street, of Canton, Mississippi to serve as Successor Executor of this my Last Will and Testament. I do hereby expressly provide that said Executrix (or Successor Executrix) is to serve without bond, inventory, appraisal or accounting to any court and shall be invested with full and plenary power and authority to do and perform any act deemed by her (or Successor Executrix) to be for the best interest of the estate

Robert Suttley Mizell

without any limitation whatsoever and to have all of the powers granted under Title 91, Chapter 7, Mississippi Code Annotated (1972), including the power to sell any of my real or personal property at public or private sale for cash or in kind, or to lease, mortgage, pledge or exchange such property, all to be performed without court order. 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, rent, interest and profits therefrom, and to employ and pay all attorneys, agents and accounts that she (or Successor Executrix) may deem necessary and for the best interest of my estate.

ITEM III.

I do hereby give all of my property, real, personal and mixed, of whatever nature and kind and wheresoever situated, including property over which I have power of appointment, to my children, share and share alike, per stirpes. At the date of this Will, I have four children: Sandra Rasberry of Canton, Mississippi; Myra Ann Street of Canton, Mississippi; ^{JANIS-R.S. MIZELL} Janice Gretchen Ellis of Gulfport, Mississippi; and Robbie ^{JILL Pellegri R.S. Mizell} Jett Pellegreen of Houma, Louisiana.

IN WITNESS WHEREOF, I, Robert Suttley Mizell, do hereby sign, publish and declare this as my Last Will and Testament on this the 23RD day of April, 1993.

Robert Suttley Mizell

Robert Suttley Mizell
ROBERT SUTTLEY MIZELL

The foregoing instrument, consisting of six (3) pages, this page included, was at the date hereof by the said Testator, ROBERT SUTTLEY MIZELL, signed, sealed, published and declared to be his Last Will and Testament, in the presence of us, who at Testator's request and in Testator's presence and in the presence of each other have signed the same as witnesses thereto on this the 23RD day of April, 1993.

Edith Stater
WITNESS SIGNATURE

EDITH STATER
PLEASE PRINT NAME CLEARLY HERE

POST OFFICE BOX 358

CANTON, MISSISSIPPI 39046
ADDRESS

587 - 36 - 0864
SOCIAL SECURITY NUMBER

Stanley F. Stater III
WITNESS SIGNATURE

STANLEY F. STATER, III
PLEASE PRINT NAME CLEARLY HERE

POST OFFICE BOX 358

CANTON, MISSISSIPPI 39046
ADDRESS

410 - 86 - 0939

SOCIAL SECURITY NUMBER

STATER\ESTATES\MIZELL 3
LAST WILL AND TESTAMENT OF ROBERT SUTTLEY MIZELL

STATE OF MISSISSIPPI, COUNTY OF MADISON



I certify that the within instrument was filed for record in my office this 26th day of April, 2001, at 1:00 o'clock P. M., and was duly recorded on the 26th day of April, 2001, Book No. 33, Page 457.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Trapp D.C.

IN THE CHANCERY COURT OF MADISON COUNTY
STATE OF MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
ROBERT SUTTLEY MIZELL DECEASED

FILED CIVIL ACTION
THIS DATE FILE NO. 2001-382
APR 26 2001
STEVE DUNCAN
CHANCERY CLERK
BY Karen Trupp

STATE OF MISSISSIPPI
COUNTY OF MADISON

PROOF OF WILL APR 26 2001

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction above mentioned, **Stanley F. Stater, III**, a subscribing witness to a certain instrument of writing purported to be the *Last Will and Testament of Robert Suttley Mizell* who being duly sworn, deposed and said that the said Robert Suttley Mizell signed, published and declared said instrument as his *Last Will and Testament* on the 29th day of March, 1994 the day of the date of said instrument, in the presence of this deponent and in the presence of **Edith A. Stater**, and that said Testator was then of sound and disposing mind and memory and more than twenty-one (21) years of age, and this deponent and **Edith A. Stater**, 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 and year of the date of said instrument.

WITNESS MY SIGNATURE on this the 26th day of April, 2001.

Stanley F. Stater III
Stanley F. Stater, III

SWORN TO AND SUBSCRIBED BEFORE ME on this the 26th day of April, 2001.

Edith Stater
NOTARY PUBLIC



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 26th day of April, 2001, at 1:00 o'clock P. M., and was duly recorded on the 26th day of April, 2001, Book No. 33, Page 460.



STEVE DUNCAN, CHANCERY CLERK BY: Karen Trupp D.C.

IN THE CHANCERY COURT OF MADISON COUNTY
STATE OF MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
ROBERT SUTTLEY MIZELL, DECEASED

FILED CIVIL ACTION,
THIS DATE FILE NO. 2001-382
APR 26 2001
STEVE DUNCAN
CHANCERY CLERK
BY Karen Tupp DC

STATE OF MISSISSIPPI
COUNTY OF MADISON

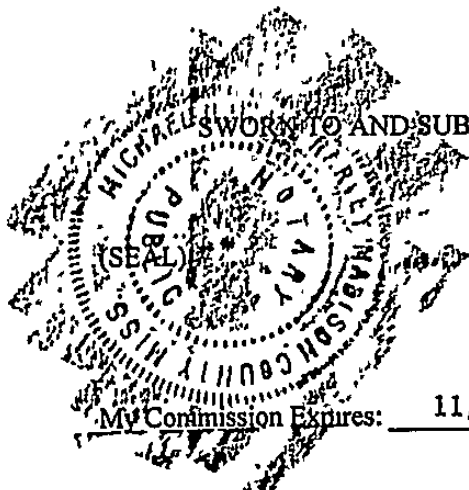
PROOF OF WILL

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction above mentioned, **Edith Stater**, a subscribing witness to a certain instrument of writing purported to be the *Last Will and Testament of Robert Suttley Mizell* who being duly sworn, deposed and said that the said Robert Suttley Mizell signed, published and declared said instrument as his *Last Will and Testament* on the 29th day of March, 1994 the day of the date of said instrument, in the presence of this deponent and in the presence of **Stanley F. Stater, III**, and that said Testator was then of sound and disposing mind and memory and more than twenty-one (21) years of age, and this deponent and **Stanley F. Stater, III**, 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 and year of the date of said instrument.

WITNESS MY SIGNATURE on this the 26th day of April, 2001.

Edith Stater
Edith Stater

SWORN TO AND SUBSCRIBED BEFORE ME on this the 26th day of April, 2001.



Michael S. Swartz
NOTARY PUBLIC

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 26th day of April, 2001, at 1:00 o'clock P. M., and was duly recorded on the 26th day of April, 2001, Book No. 33, Page 461.



STEVE DUNCAN, CHANCERY CLERK

BY: Karen Tupp D.C.

2001-379

LAST WILL AND TESTAMENT
OF
EARL BREWER MCNEELY, JR

FILED
THIS DATE
APR 27 2001
STEVE DUNCAN
CLERK
BY *[Signature]*

I, EARL BREWER MCNEELY, JR., 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.

ARTICLE I.

I am not married, and I have two (2) adult children now living, Gregory Earl McNeely and Lisa McNeely Stogner.

ARTICLE II.

I direct my Executor to pay all of my just debts and obligations which may be probated, registered and allowed against my estate; all my funeral, burial and/or cremation expenses; and all expenses of administering my estate as soon as may be conveniently done.

ARTICLE III.

I direct that all estate, inheritance, or other succession taxes incurred by reason of my death, shall be paid by my Executor as soon as practicable after my death from my residuary estate, without apportionment. In the event my residuary estate is not sufficient to pay all such taxes, I direct the remaining taxes to be pad from the assets of and as directed pursuant to the EARL BREWER MCNEELY, JR. LIVING TRUST identified in Article IV below.

[Signature]

ARTICLE IV.

I give, devise and bequeath all the rest and residue of the property comprising my estate, of whatsoever kind or character and wheresoever situated, to the **EARL BREWER MCNEELY, JR. LIVING TRUST**, created by me pursuant to Trust Agreement dated simultaneously herewith, as such trust may be amended from time to time, to be held, administered and distributed as provided in that Trust Agreement.

ARTICLE V.

I hereby grant to my Executor the continuing, absolute discretionary power to deal with any property, real or personal, held in my estate, as freely as I might in handling my own affairs. Such powers may be exercised independently without prior or subsequent approval of any judicial authority, and no person dealing with the Executor shall be required to inquire into the propriety of any of his actions. I expressly confer upon my Executor the specific powers set forth in Mississippi Code Annotated, Section 91-9-101 through Section 91-9-109 (1972), as now enacted or hereafter amended.

ARTICLE VI.

And now, having disposed of my entire estate, I hereby nominate and appoint my son, **GREGORY EARL MCNEELY**, as Executor of my estate under this, my Last Will and Testament. In the event he shall predecease me or shall be or become unable or unwilling to serve as Executor, I nominate and appoint my daughter, **LISA MCNEELY STOGNER**, to serve as Successor Executrix. I direct that neither my Executor nor any Successor Executor or Executrix shall be

required to make any bond as Executor; neither shall they be required to make a formal appraisal of my estate or provide an inventory or an accounting to be filed with any court.

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 29th day of January, 2001.

Earl Brewer McNeely, Jr.
EARL BREWER MCNEELY, JR.
Testator

This instrument was, on the day and year shown above, signed, published and declared by EARL BREWER MCNEELY, JR. 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.

Amie M. Thomas of 3423 Exchange Dr
Witness Jackson, Ms 39212
Address

Thomas W. Hodget of 2307 Twin Lakes Circle
Witness Jackson, Ms 39211
Address

618660 1/08531 08657

-3-

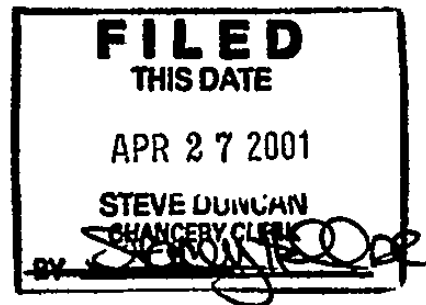
EB

STATE OF MISSISSIPPI, COUNTY OF MADISON



I certify that the within instrument was filed for record in my office this 27th day of April, 2001, at 9:30 o'clock A M., and was duly recorded on the APR 27 2001, Book No. 33, Page 462.

STEVE DUNCAN, CHANCERY CLERK . BY: Stacey Hill D.C.



AFFIDAVIT OF SUBSCRIBING WITNESS

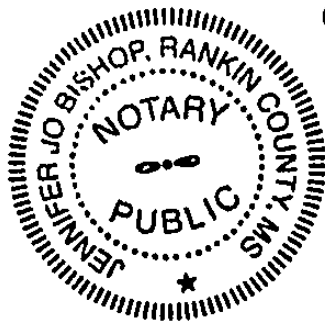
STATE OF MISSISSIPPI-
COUNTY OF HINDS

This day personally appeared before me, the undersigned authority in and for said county and state, ANITA M. THOMAS, one of the subscribing witnesses to a certain instrument of writing purported to be the Last Will and Testament of EARL BREWER MCNEELY, JR., of the County of Madison, State of Mississippi, who having been by me first duly sworn, makes oath that the said EARL BREWER MCNEELY, JR. signed, published and declared said instrument as his Last Will and Testament on January 29, 2001, in the presence of this affiant and in the presence of THOMAS W. CROCKETT, the other subscribing witness, that said Testator was then of sound and disposing mind and memory and above the age of eighteen (18) years, and this affiant makes oath that she and the said THOMAS W. CROCKETT 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]
Anita M. Thomas
3423 Exchange Drive
Jackson, MS 39212

Sworn to and subscribed before me on this the 27th day of April, 2001.

[Signature]
Notary Public



My Commission Expires:

MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES APRIL 7, 2003
BONFIDARY SERVICE

(Affix official seal)

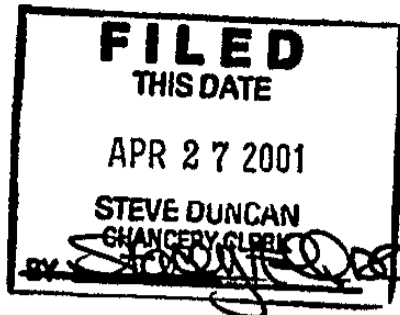
STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 27th day of April, 2001, at 9:30 o'clock A M., and was duly recorded on the APR 27 2001, Book No. 33, Page 465.



STEVE DUNCAN, CHANCERY CLERK

BY: [Signature] D.C.



AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF HINDS

This day personally appeared before me, the undersigned authority in and for said county and state, THOMAS W. CROCKETT, one of the subscribing witnesses to a certain instrument of writing purported to be the Last Will and Testament of EARL BREWER MCNEELY, JR., of the County of Madison, State of Mississippi, who having been by me first duly sworn, makes oath that the said EARL BREWER MCNEELY, JR. signed, published and declared said instrument as his Last Will and Testament on January 29, 2001, in the presence of this affiant and in the presence of ANITA M. THOMAS, the other subscribing witness, that said Testator was then of sound and disposing mind and memory and above the age of eighteen (18) years, and this affiant makes oath the he and the said ANITA M. THOMAS 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.

Thomas W. Crockett

Thomas W. Crockett
2307 Twin Lakes Circle
Jackson, MS 39211

Sworn to and subscribed before me on this the 17th day of April, 2001.

Caryn M. Hood
Notary Public

My Commission Expires:

Notary Public State of Mississippi At Large
My Commission Expires May 12, 2001
BONDED THRU HEIDEN-MARCHETTI, INC.

(Affix official seal)



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 27th day of April, 2001, at 9:30 o'clock A M., and was duly recorded on the APR 27 2001, Book No. 33, Page 466.



STEVE DUNCAN, CHANCERY CLERK

BY: *Stacey H. [Signature]* D.C.

Last Will and Testament

#2001-283

OF

AUDIE HAWKINS DAWSON

FILED
THIS DATE
MAY 03 2001
STEVE DUNCAN
CHANCERY CLERK
BY *[Signature]*

I, AUDIE HAWKINS DAWSON, a resident citizen of the City of Jackson, County of Hinds, State of Mississippi, being over eighteen (18) years of age and being of sound and disposing mind, do hereby make, publish and declare this instrument to be my Last Will and Testament. Furthermore, I do hereby revoke all other wills and/or codicils heretofore made by me.

ITEM I.

I nominate and appoint my daughter, JULIA DAWSON BISHOP, as Executrix of my Last Will and Testament. In the event that my daughter, JULIA DAWSON BISHOP, shall predecease me or in the event that my daughter, JULIA DAWSON BISHOP, and I shall die simultaneously or in a common disaster, I nominate and appoint my son, ARON VOL DAWSON, as Executor of my Last Will and Testament. I do hereby waive the necessity of my Executrix or Executor or any person appointed to administer my Last Will and Testament to file any bond of any nature whatsoever as Executrix or Executor or otherwise. Furthermore, I do hereby waive the necessity of my Executrix or Executor or any person appointed to administer my Last Will and Testament to make or file any formal inventory, appraisal or final account of my estate of any nature whatsoever as Executrix or Executor or otherwise to the extent permissible by law.

ITEM II.

I do hereby direct my Executrix or Executor or any person appointed to administer my Last Will and Testament, to pay all probated, allowed and registered

Audie H. Dawson
AUDIE HAWKINS DAWSON

debts and claims as required by §91-7-155 of the Mississippi Code of 1972, as amended, all taxes due as required by §91-7-157 of the Mississippi Code of 1972, as amended, funeral expenses and costs of administration of my estate including but not limited to attorneys' fees, filing fees and bond premiums, if any, as soon as may be practicable after my death.

ITEM III.

I do hereby authorize and empower my Executrix or Executor or any person appointed to administer my Last Will and Testament to have all rights, powers and obligations set forth in the Uniform Trustees' Powers Law, Sections 91-9-101 et seq. of the Mississippi Code of 1972, as amended, and any others that may be granted by law, all to be exercised without a court order.

ITEM IV.

I do hereby request that my Executrix or Executor empower my daughter, R. KAY DAWSON MEYERS, with the obligation and responsibility to divide and distribute, pursuant to and in accordance with ITEM VI. of this my Last Will and Testament, all of my household goods, furniture and furnishings, books, pictures, objects of art, silverware, jewelry, clothing and other tangible personal property, excluding cash, stocks, bonds or proceeds from the sales thereof.

ITEM V.

I do hereby direct that if any of my children have incurred any indebtedness by or through loans by me to them prior to my death as evidenced in writing or otherwise and an outstanding balance of principal and/or interest on such indebtedness exists at my death, then the share of said child or the share of the issue of said child, if said child is deceased, shall be decreased by the amount of the outstanding balance of principal and/or interest owed on such indebtedness at my death and by the amount of any interest accrued from the date of my death to the date of the distribution of my estate. If said child is deceased and the outstanding balance of principal and/or interest on such indebtedness exceeds or is greater than the share of said child or the

share of the issue of said child under this my Last Will and Testament, then I direct that the issue of said deceased child shall not be responsible for the difference between the amount of said outstanding balance and the amount of said share.

ITEM VI.

I do hereby give, devise and bequeath all of my property, whether real or personal, comprising my estate, of whatsoever kind or character and wheresoever situated, including any property over which I may have a power of appointment at my death, to my children, JULIA DAWSON BISHOP, ARON VOL DAWSON, R. KAY DAWSON MEYERS, NANCY J. DAWSON HOCK and SUE E. DAWSON JENNINGS, in equal shares.

ITEM VII.

In the event any of my children shall predecease me or in the event any of my children and I shall die simultaneously or in a common disaster, than I do hereby give, devise and bequeath that deceased child's share to the issue of that deceased child in equal shares per stirpes. In the event any of my children shall predecease me or in the event any of my children and I shall die simultaneously or in a common disaster and that deceased child shall be without issue, than I do hereby give, devise and bequeath that deceased child's share to my surviving children or to the surviving issue of any of my children who predecease me, in equal shares per stirpes.

In testimony whereof, I, AUDIE HAWKINS DAWSON, have hereunto subscribed my name and signature to this, my Last Will and Testament, consisting of four (4) typewritten pages with paragraphs numbered from I to VII and have hereunto subscribed my name and signature at the bottom of each page, at the City of Jackson, County of Hinds, State of Mississippi, on this the 22 day of November 1991.

ATTESTING WITNESS--

Connie Cavanaugh

ATTESTING WITNESS

Anita P. Purris

We, Connie Cavanaugh and Anita P. Purris

the undersigned witnesses, hereby certify that the testatrix, AUDIE HAWKINS DAWSON, being over eighteen (18) years of age and of sound and disposing mind, subscribed her name and signature to the above and foregoing instrument consisting of four (4) typewritten pages with paragraphs numbered from I to VII, in our presence, and in the presence of each of us, declaring this instrument to be her Last Will and Testament, and we and each of us, at her request and in her presence and in the presence of each other, sign this instrument as attesting witnesses to such execution.

WITNESS OUR SIGNATURES, this, the 22nd day of November, 1991.

ATTESTING WITNESS

Connie Cavanaugh

3424 Northview Dr.

Jackson MS 39216

ATTESTING WITNESS

Anita P. Purris

109 Heron Ct

Brendon MS 39042

Page 4 of 4 pages
D04-0049.M26

Audie H. Dawson
AUDIE HAWKINS DAWSON

STATE OF MISSISSIPPI, COUNTY OF MADISON



I certify that the within instrument was filed for record in my office this 3rd of May, 2001, at 9:00 o'clock A.M., and was duly recorded on the MAY : 3 2001, Book No. 33, Page 467.

STEVE DUNCAN, CHANCERY CLERK

BY: Steve H. Duncan D.C.

FILED
THIS DATE
MAY 03 2001
STEVE DUNCAN CHANCERY CLERK
BY <u>Stanley Hill</u>

AFFIDAVIT OF SUBSCRIBING WITNESSES

STATE OF MISSISSIPPI
COUNTY OF HINDS

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Connie Cavanaugh and Anita P. Purvis, who after being duly sworn, on oath stated as follows:

That the above and foregoing Last Will and Testament of AUDIE HAWKINS DAWSON, herein referred to as "testatrix," dated the ____ day of November, 1991, was exhibited by said testatrix to affiants as testatrix's Last Will and Testament, and was signed by testatrix on said date in the presence of affiants, declaring the same to be the Last Will and Testament of the testatrix, and at the testatrix's request and in the testatrix's presence and in the presence of each other, the affiants signed the same as witnesses.

That the testatrix was on the 22nd day of November, 1991, of sound and disposing mind and memory and was over the age of eighteen (18) years.

Connie Cavanaugh
Anita P. Purvis

SWORN TO AND SUBSCRIBED before me, this the 22nd day of November, 1991.

Gloria H. Middleton
NOTARY PUBLIC

My Commission Expires:
My Commission Expires May 17 1995



STATE OF MISSISSIPPI, COUNTY OF MADISON



I certify that the within instrument was filed for record in my office this 3rd day of May, 2001, at 9:00 o'clock A.M., and was duly recorded on the MAY 3 2001, Book No. 33, Page 471.

STEVE DUNCAN, CHANCERY CLERK BY: Stanley Hill D C

FILED
THIS DATE

MAY 03 2001

STEVE DUNCAN

CHANCERY CLERK

BY *Steve Duncan*FIRST CODICIL TO
THE LAST WILL AND TESTAMENT OF
AUDIE HAWKINS DAWSON

I, AUDIE HAWKINS DAWSON, a resident citizen of the City of Jackson, County of Hinds, State of Mississippi, being over eighteen (18) years of age and being of sound and disposing mind and memory, and not acting under fraud, duress or undue influence of any kind whatsoever, do hereby make, publish and declare this instrument to be the First Codicil to my Last Will and Testament dated November 22, 1991.

1. I hereby direct that ITEM VI be deleted and a new ITEM VI be inserted to read as follows:

I do hereby give, devise and bequeath all of my property, whether real or personal, comprising my estate, of whatsoever kind or character and wheresoever situated, including any property over which I may have a power of appointment at my death, to my following named children, JULIA DAWSON BISHOP, R. KAY DAWSON MEYERS, NANCY J. DAWSON HOCK and SUE E. DAWSON JENNINGS, in equal shares.

2. I hereby direct that ITEM VII be deleted and a new ITEM VII be inserted to read as follows:

In the event any of my above named children shall predecease me or in the event any of my above named children and I shall die simultaneously or in a common disaster, then I do hereby give, devise and bequeath that deceased child's share to the issue of that deceased child in equal shares per stirpes. In the event any of my above named children shall predecease me or in the event any of my above named children and I shall die simultaneously or in a common disaster and that deceased child shall be without issue, then I do hereby give, devise and bequeath that deceased child's share to my above named surviving children or to the surviving issue of any of my above named children who predecease me, in equal shares per stirpes.

3. As amended by this First Codicil to my Last Will and Testament, I hereby ratify, confirm and republish my Last Will and Testament dated November 22, 1991.

Audie Hawkins Dawson
AUDIE HAWKINS DAWSON

IN WITNESS WHEREOF, I, AUDIE HAWKINS DAWSON, have declared this to be the First Codicil to my Last Will and Testament, have subscribed my name and signature in the presence of two or more witnesses to this First Codicil to my Last Will and Testament consisting of two (2) typewritten pages with paragraphs numbered from 1 to 3, have hereunto subscribed my name and signature at the bottom of each page and have requested such witnesses to act as subscribing witnesses to this First Codicil to my Last Will and Testament on this the 11th day of June, 1993.

Audie Hawkins Dawson
AUDIE HAWKINS DAWSON

We, Melinda Denson and Ineatha YARBROUGH, the undersigned witnesses, hereby certify that the testatrix, AUDIE HAWKINS DAWSON, being over eighteen (18) years of age and of sound and disposing mind and memory and not acting under fraud, duress or undue influence of any kind whatsoever, subscribed her name and signature to the above and foregoing instrument consisting of two (2) typewritten pages with paragraphs numbered from 1 to 3, in our presence, and in the presence of each of us, declaring this instrument to be the First Codicil to her Last Will and Testament, and we and each of us, at her request and in her presence and in the presence of each other, signed this instrument as attesting witnesses to such execution.

WITNESS OUR SIGNATURES this the 11th day of June, 1993.

ATTESTING WITNESS:

Signature: Melinda Denson
Address: 909 Troup Hwy
Tyler, TX 75701

ATTESTING WITNESS:

Signature: Ineatha Yarbrough
Address: 1712 La Salle
Amarillo, Texas 79106

Page 2 of 2 pages
p00-cod1.231

Audie Hawkins Dawson
AUDIE HAWKINS DAWSON

STATE OF MISSISSIPPI, COUNTY OF MADISON



I certify that the within Instrument was filed for record in my office this 3rd day of May, 2001, at 9:00 o'clock A.M., and was duly recorded on the MAY 3 2001, Book No. 33, Page 472.

STEVE DUNCAN, CHANCERY CLERK

BY: Jacey Hill D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

ESTATE OF AUDIE HAWKINS DAWSON,
DECEASED

FILED
THIS DATE
MAY 03 2001
STEVE DUNCAN
CHANCERY CLERK
BY *[Signature]*

NO. 2001-283

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF TEXAS

COUNTY OF Smith

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction aforesaid, MELINDA DENSON, who, after being duly sworn, on oath stated as follows:

That the First Codicil to the Last Will and Testament of AUDIE HAWKINS DAWSON dated the 11th day of June, 1993, was exhibited by AUDIE HAWKINS DAWSON to the Affiant as the First Codicil to her Last Will and Testament and was signed by her on said date in the presence of this Affiant and INEATHA YARBROUGH, as the other subscribing witness, declaring the same to be the First Codicil to the Last Will and Testament of AUDIE HAWKINS DAWSON, and at her request and in her presence and in the presence of each other, that MELINDA DENSON and INEATHA YARBROUGH, signed the same as witnesses; that AUDIE HAWKINS DAWSON, on the 11th day of June, 1993, was of sound and disposing mind, memory and understanding and was mentally capable of recognizing and was actually conscious of the act of making, executing, declaring,

attesting and publishing the said instrument of writing as the First Codicil to her Last Will and Testament; and that she was under no duress or undue influence perceptible to affiant and was over the age of eighteen (18) years.

Melinda Denson
MELINDA DENSON

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

2001.



Kelly L. Dison
NOTARY PUBLIC

My Commission Expires:

3-20-2003

(SEAL)

Prepared By:

WISE CARTER CHILD & CARAWAY, P.A.

401 East Capitol Street, Suite 600

Post Office Box 651

Jackson, Mississippi 39205-0651

Telephone: (601) 968-5500

By: Louis H. Watson
Louis H. Watson, MSB #6992

Solicitors for the Estate and the Executrix

STATE OF MISSISSIPPI, COUNTY OF MADISON



I certify that the within instrument was filed for record in my office this 3rd day of May, 2001, at 9:00 o'clock A M., and was duly recorded on the MAY 13 2001, Book No. 33, Page 474.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

ESTATE OF AUDIE HAWKINS DAWSON,
DECEASED

FILED
THIS DATE
MAY 03 2001
STEVE DUNCAN
CHANCERY CLERK
BY *[Signature]*

NO. 2001-283

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF TEXAS

COUNTY OF RANDALL

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction aforesaid, **INEATHA YARBROUGH**, who, after being duly sworn, on oath stated as follows:

That the First Codicil to the Last Will and Testament of **AUDIE HAWKINS DAWSON** dated the 11th day of June, 1993, was exhibited by **AUDIE HAWKINS DAWSON** to the Affiant as the First Codicil to her Last Will and Testament and was signed by her on said date in the presence of this Affiant and **MELINDA DENSON**, as the other subscribing witness, declaring the same to be the First Codicil to the Last Will and Testament of **AUDIE HAWKINS DAWSON**, and at her request and in her presence and in the presence of each other, that **MELINDA DENSON** and **INEATHA YARBROUGH**, signed the same as witnesses; that **AUDIE HAWKINS DAWSON**, on the 11th day of June, 1993, was of sound and disposing mind, memory and understanding and was mentally capable of recognizing and was actually conscious of the act of making, executing, declaring, attesting

and publishing the said instrument of writing as the First Codicil to her Last Will and Testament; and that she was under no duress or undue influence perceptible to affiant and was over the age of eighteen (18) years.

Ineatha Yarbrough
INEATHA YARBROUGH

SWORN TO AND SUBSCRIBED before me, this the 30 day of Jan.

2001.

Royal H. Yarbrough
NOTARY PUBLIC

My Commission Expires:

Jan. 26, 2003

(SEAL)



Prepared By:

WISE CARTER CHILD & CARAWAY, P.A.
401 East Capitol Street, Suite 600
Post Office Box 651
Jackson, Mississippi 39205-0651
Telephone: (601) 968-5500

By: Louis H. Watson
Louis H. Watson, MSB #6992

Solicitors for the Estate and the Executrix

STATE OF MISSISSIPPI, COUNTY OF MADISON



I certify that the within instrument was filed for record in my office this 3rd day of May, 2001, at 9:00 o'clock A M., and was duly recorded on the MAY 3 2001, Book No. 33, Page 476.

STEVE DUNCAN, CHANCERY CLERK BY: Jacey Hill D.C.

FILED
THIS DATE
MAY 03 2001
STEVE DUNCAN
CHANCERY CLERK
BY *Stacy H. [Signature]*

#2001-314

LAST WILL AND TESTAMENT
OF

ADDIE ROSE ELLETT BALLARD

I, Addie Rose Ellett Ballard, an adult resident citizen of Madison County, Mississippi, being of sound and disposing mind and memory, and being over the age of eighteen (18) years, do hereby make, publish and declare this to be my Last Will and Testament, and I hereby revoke any and all other wills and codicils heretofore made by me.

ARTICLE I.

I direct my executors to pay my debts and funeral expenses, the expenses of my last illness, and the expenses of administering my estate.

ARTICLE II.

I hereby nominate and appoint Thomas H. Ballard, as Executor of this my Last Will and Testament, to serve without inventory, appraisal, bond or accounting to any court and to have all the powers during the administration of this estate that are given to trustees in the Uniform Trustees' Powers Act.

If, Thomas H. Ballard should fail to qualify or cease to serve, I nominate and appoint Margaret E. Ballard to serve as Executrix in his stead, also to serve

Thompson
^

Signed for Identification Page 1 of Le

Addie Rose Ballard

without inventory, appraisal, bond or accounting to any court and to have all the powers during the administration of this estate that are given to trustees in the Uniform Trustees' Powers Act.

ARTICLE III.

I give all my interest in the 400+/- acre farm property located in Beaver Dam, Hanover County, Virginia in equal shares to my children, Caroline Nixon Ballard, Margaret Ellett Ballard, ^{Thompson} and Sanford Ballard, III if they shall survive me. If any of these children shall not survive me, I give their interest in such property to their heirs at law.

ARTICLE IV.

I give my 1969 Mercedes sedan to my son Sanford Ballard, III. I further direct that any reasonable and necessary repairs to place the vehicle in safe operating condition shall be paid by my estate.

ARTICLE V.

I hereby direct that my executor shall make a fair and equitable division of my personal and household effects to my remaining heirs as he or she shall see fit.

ARTICLE VI.

I hereby direct that any remaining stocks, bonds, cash or other valuable

Signed for Identification

Page 2 of 6

Adrian R. Ballard

personal property not otherwise-covered by this will shall be divided equally among my step-son, Thomas H. Ballard, my daughter, Caroline Nixon Ballard, my daughter, Margaret Ellett Ballard, and ^{Thompson} my son, Sanford Ballard, III, if they shall survive me. If my step-son or any of children shall not survive me, I give their interest in such personal property to their heirs at law.

I, Addie Rose Ellett Ballard, have signed this Will which consists of 6 pages on this the 6 day of December, 1999, in the presence of Robert Lawrence and Jordan M. Lawrence who attested it at my request.

Addie Rose Ballard

The above and foregoing Will of Addie Rose Ellett Ballard was declared by her in our presence to be her Last Will and Testament and was signed in our presence; and at her request and in her presence, and in the presence of each other, was attested by us.

Signed for Identification

Page 3 of 6

Addie Rose Ballard

Hubert Lawrence
WITNESS

5050 Wayneland Dr.
STREET ADDRESS

Jackson, MS 39211
CITY AND STATE

The above and foregoing Will of Addie Rose Ellett Ballard, was declared by her in our presence to be her Last Will and Testament and was signed in our presence; and at her request and in her presence, and in the presence of each other, was attested by us.

Sandra Lawrence
WITNESS

5050 Wayneland Dr.
STREET ADDRESS

Jackson, Ms. 39211
CITY AND STATE

Signed for Identification

Page 4 of Le

Addie Rose Ballard

STATE OF MISSISSIPPI
 COUNTY OF MADISON

Before me, the undersigned authority, on this day personally appeared Addie Rose Ellett Ballard, known to me to be the Testatrix, and Ellett B Lawrence and Sandra M Lawrence known to me to be the Witnesses, respectively, whose names are signed to the attached or foregoing instrument, and all of these persons being by me first duly sworn, Addie Rose Ellett Ballard, the Testatrix, declared to me and to the Witnesses in my presence that the instrument is her Last Will and that she has willingly signed, and that she executed it as her free and voluntary act for the purposes therein expressed; and each of the Witnesses stated to me in the presence and hearing of the Testatrix that she signed the Will as Witness and that to the best of her knowledge the Testatrix was 18 years of age or over, of sound mind and under no constraint or undue influence.

Each Witness further stated that he or she, upon the request and express direction of Addie Rose Ellett Ballard the Testatrix herein, were the subscribing Witnesses to the foregoing instrument and that the same was duly signed by Addie Rose Ellett Ballard on December 6, 1999. Further, Addie Rose Ellett Ballard declared said

Signed for Identification

Page 5 of 6

Addie Rose Ballard

instrument to be her Last Will and Testament in the presence of said Witnesses, and said Witnesses did then and there sign as subscribing Witnesses to said Will upon the express request of Addie Rose Ellett Ballard and that all signatures thereto were affixed while in the presence of Addie Rose Ellett Ballard and in the presence of each other.

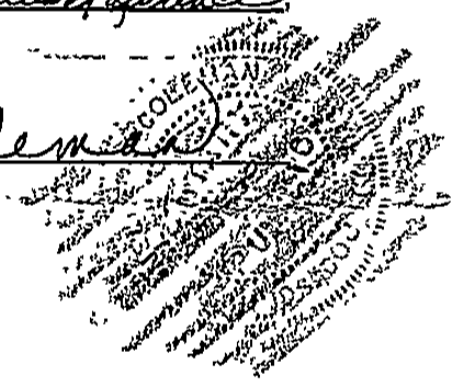
Addie Rose Ballard

Elyse E. Lawrence
WITNESS

Sandra M. Lawrence
WITNESS

Subscribed, sworn and acknowledged before me by Addie Rose Ellett Ballard, the Testatrix, by Elyse E. Lawrence and Sandra M. Lawrence Witnesses, on December 6, 1999

Walter Coleman
NOTARY PUBLIC



My Commission Expires

Notary Public State of Mississippi At Large
My Commission Expires October 21, 2000
BONDED THRU HEIDEN-JANCIETTI, INC.

Signed for Identification

Page 6 of 4

Addie Rose Ballard

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 3rd day of May, 2001, at 9:00 o'clock A M., and was duly recorded on the MAY 13 2001, Book No. 33, Page 418.

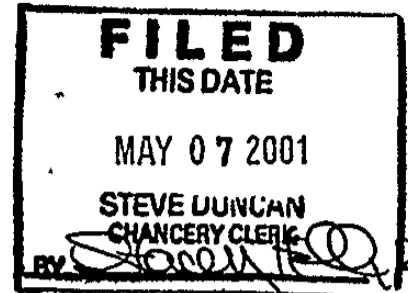
STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.



#2001-384

LAST WILL AND TESTAMENT
OF
CHARLEY WEST



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

ITEM I.

I appoint my wife, HAZEL WEST, and FRED G. WILSON of Jackson, Mississippi, as Co-Executors of my Estate under this Will. I direct my Co-Executors 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. For convenience the Co-Executors shall be referred to as "Executor."

ITEM II.

My wife's name is HAZEL WEST, and she is sometimes referred to herein as "my wife." I have one stepchild now living that I consider as my daughter, JEANIE INKSTER. She is herein referred to as "my daughter."

ITEM III.

I devise and bequeath to my wife, HAZEL, 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 daughter, JEANIE.

Charley West

CHARLEY WEST

ITEM IV.

I give and bequeath to my wife, HAZEL, 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 daughter.

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 daughter.

ITEM VI.

A. I give and bequeath \$200,000 to my daughter, JEANIE.

B. If my wife, HAZEL, survives me, I give and bequeath \$25,000 each to the children of my daughter, JEANIE, KIMBERLY INKSTER THIGPEN and JENNIFER INKSTER. If my wife does not survive me, I give and bequeath \$125,000 to each of my said stepgrandchildren.

C. I give and bequeath \$5,000 each to my brothers and sisters who survive me, those presently being J. R. WEST, LILLIAN W. SMITH, WILLIAM C. WEST, IRENE W. SHAW and NINA W. TAYLOR.

D. I give and bequeath \$5,000 to each of the following persons who survive me: WOODY D. PERSON, MARION PERSON, JUNE THORNBURG, JEAN PERSON, JULIA WEST AND PHILLIP WEST.

E. I give and bequeath \$2,000 to my valued employee, MELVIN STOKES, if he survives me.

Charley West

 CHARLEY WEST

F. If any of the beneficiaries in paragraphs C., D. and E. above do not survive me, the bequest to that beneficiary shall lapse.

ITEM VII.

A. After the payment of any debts, obligations and expenses of my estate, I devise and bequeath to the "Charley West Family Trust" provided for in Item IX of this Will, to be held, administered and disposed of in accordance with the terms of that trust, 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 or devises 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.



CHARLEY WEST

ITEM VIII.

A. I give, devise and bequeath to my wife, HAZEL, 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 daughter, JEANIE.

C. If my wife shall not survive me, then I devise and bequeath the residue of my estate to my daughter, JEANIE. If my daughter is not living at the time any distribution to her is required under any provision of this Will, her interest shall be distributed to her children, in equal shares. If either of her children is not living at the time of this distribution but leaves children surviving, the deceased child's interest shall be distributed to the "Charley West Family Trust" created by the provisions of Item IX of this Will to be held for her children in accordance with the terms of that trust. If that deceased child leaves no children surviving, the interest shall be distributed to my daughter's surviving child.

ITEM IX.

From the assets conveyed by Item VII hereof, my Executor shall pay any and all estate and inheritance taxes payable by my



CHARLEY WEST

estate. The remainder of those assets shall be held by JEANIE INKSTER and FRED G. WILSON, as Co-Trustees, under the terms hereafter set forth, for the benefit of my wife and my daughter. For convenience, the Co-Trustees shall be referred to as "Trustee." The Trustee shall hold, administer and distribute the funds of this trust under the following provisions:

A. The Trustee shall pay to or apply for the benefit of my wife all the net income of this trust. These income payments shall be made to my wife in convenient installments, at least quarter-annually.

B. In addition to the net income, the Trustee, in the exercise of the Trustee's sole and uncontrolled discretion, may pay to or apply for the benefit of my wife so much of the principal of this trust as the Trustee deems needful or desirable for my wife's health, support and maintenance, including medical, surgical, hospital or other institutional care, having in mind both the standard of living to which she has been accustomed and the funds available to her from other sources.

C. Upon the death of my wife, the Trustee shall distribute the remaining assets of this trust, outright and free of trust, to my daughter, JEANIE. If my daughter is not living at the time this distribution is required, the Trustee shall distribute the remaining trust assets to her children, in equal shares. If one of her children is deceased, that deceased child's share shall be retained in trust for the benefit of that deceased child's then living children. The net income and principal of the trust shall be distributed among such surviving children in such proportions and at such intervals as the Trustee determines advisable for the education, support, maintenance and health of such children. While equal distributions between such children shall not be required, distribution shall be equal except in unusual circumstances. The assets of the trust shall



CHARLEY WEST

be distributed to such surviving children, in equal shares, when the youngest of such children attains the age of twenty-one (21) years. If my daughter's deceased child leaves no surviving children, that deceased child's trust estate shall be distributed to my daughter's surviving child.

D. None of the principal or income of this trust shall be liable for the debts or obligations 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.

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

F. This trust shall be designated and known as the "Charley West Family Trust."

ITEM X.

A. Unless otherwise provided herein, the terms "trust" and "trusts" may be used interchangeably and shall mean all trusts created by this Will.

B. 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 the Trustee's powers and discretions. The income of any trust created by this Will shall accrue from the date of my death. During the administration of my estate and until the trust is established and activated, I authorize the Trustee to request of my Executor, in which case my



CHARLEY WEST

Executor shall 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 joint judgment of the Trustee and the Executor equals the trust income which the beneficiaries would have received had the trust been established and activated.

C. The Trustee shall not be required to make physical division of the properties of any trust created herein, except where necessary, but may keep the trusts in one (or more) consolidated fund. The Trustee shall maintain books of account containing accurate records of separate principal, income and expense of each trust.

ITEM XI.

A. In making distributions to beneficiaries from a trust created under this Will, and especially where the beneficiaries are minors or incapable of transacting business due to incapacity or illness, the Trustee, in the Trustee's discretion, may make payments 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 payments 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 necessary to assure and enforce the application of such payments for the exclusive benefit of the beneficiary.

B. If at any time in following the directions of this Will the Trustee is required to distribute all or any part of the principal of a trust created herein outright to a person who is a minor, the Trustee is directed to continue to hold the share of the minor in trust for that minor's benefit until the minor



CHARLEY WEST

attains age twenty-one (21). Until distribution is made, the Trustee is directed to expend such part of the income and/or principal of the share belonging to that minor as the Trustee, in the Trustee's discretion, deems necessary to provide for the proper education, support, maintenance and health of the minor.

C. The interest of every beneficiary of any trust created herein shall vest within the period prescribed by the Rule against Perpetuities. Upon vesting, any trust property held by the Trustee shall be distributed to the current income beneficiary or beneficiaries of the trust property (or to his or her legal guardian or other personal representative) as though such income beneficiary had reached the age at which final distribution was required.

ITEM XII.

A. No Trustee shall be required to enter into any bond as Trustee or to file with any court any periodic or formal accounting of the administration of any trust. The Trustee shall render annual accounts to each of the beneficiaries of any trust (or his or her guardian if a beneficiary is a minor). No persons paying money or delivering property to the Trustee shall be required to see to its application.

B. Either Co-Trustee may resign at any time by giving the beneficiary of the trust and the other Co-Trustee written notice specifying the effective date of such resignation. The notice may be sent by personal delivery or by registered mail.

C. If one of the Co-Trustees dies, resigns or becomes unable to serve, the remaining Co-Trustee shall serve as sole Trustee. If both of the Co-Trustees become unable or unwilling to serve, a successor Trustee shall be appointed by the Chancery Court of Hinds County, Mississippi, upon petition brought by or on behalf of the beneficiary of the trust.



CHARLEY WEST

D. The resignation of a Co-Trustee shall become effective upon the submission of a full accounting by the resigning Co-Trustee; however, the remaining Co-Trustee and the beneficiary may agree to waive a final accounting by the resigning Co-Trustee.

E. Any successor Trustee shall be vested with all the rights, powers, duties and discretions conferred upon the original Trustee.

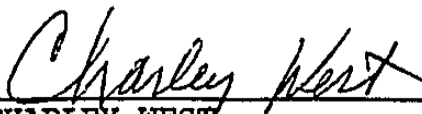
F. Any bank serving as Trustee shall receive reasonable compensation for its services based on its regular compensation schedule for administering trusts of this size and type. Any individual serving as Trustee shall receive reasonable compensation based upon the then current hourly rates being charged in Jackson, Mississippi, for services comparable to those being rendered by the individual Trustee.

G. Unless otherwise provided, in referring to the Trustee, any masculine terminology also includes the feminine and neuter or vice versa and any reference in the singular shall also include the plural or vice versa.

ITEM XIII.

Unless otherwise provided, the administration of any trust herein created, the sale and conveyance of 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, as amended. In addition to the powers contained in that Law, and the power to make "legal investments" under Mississippi law, the Trustee shall have full power and authority:

A. To place such funds on time deposit in a savings account or certificates of deposit in any federally insured bank



 CHARLEY WEST

or savings and loan association, including any bank which may be serving as Trustee.

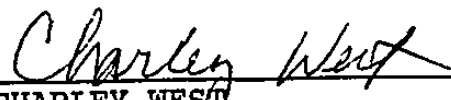
B. To receive additional property conveyed to the trust by any person, and to administer and dispose of the property in accordance with the terms of the trust.

C. To distribute income 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 and 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. The Trustee may select assets to be allocated or distributed without regard to the income tax basis of the property.

D. To sell, transfer, convey, mortgage, lease and dispose of the trust property upon such terms and in such manner and for such prices 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 the trust.

E. 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 law of trusts. Further, all rights to subscribe to new or additional stocks or securities, and all liquidating dividends shall be deemed to be principal.

F. To merge and consolidate the assets of this trust with another trust if at the time of my death the Trustee herein named shall then be serving as Trustee of another trust created



CHARLEY WEST

by me during my lifetime or by the terms of the Will of my wife, and if the beneficiaries are the same and the terms of that other trust are substantially similar to the trust created herein. The Trustee shall administer the two trusts as one if such consolidation shall result in more effective and efficient management of the two trusts.

G. To receive and retain all types of property and especially to receive and retain shares of stock in closely-held corporations and nonincome producing real estate regardless of where it may be situated, without liability and without regard to the proportion 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 law. This power shall not apply to any trust which qualifies for the estate tax marital deduction.

H. To carry out agreements made by me during my lifetime, including the consummation of any agreements relating to the capital stock of corporations owned by me at the time of my death, and including the continuation of any partnership of which I may be a member at the time of my death whether the terms of the partnership agreement obligate my estate or my personal representative to continue my interest therein, and to enter into agreements for the rearrangement or alteration of my interests or obligations under any such agreements in effect at the time of my death.

I. To borrow money to pay taxes; to exercise subscriptions, rights and options; to pay assessments; to accomplish any other purpose of any nature incidental to the administration of the trust, and to pledge any securities or other property held by it as security for such loan.



CHARLEY WEST

ITEM XIV.

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

ITEM XV.

A. In the event my wife, HAZEL, is or becomes unable or unwilling to serve as a Co-Executor, I appoint my daughter, JEANIE INKSTER, to serve with FRED G. WILSON as Co-Executors. 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 impartiality with respect to the income tax basis of the property. My Executor may satisfy any pecuniary bequest



CHARLEY WEST


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 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


CHARLEY WEST

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.

IN WITNESS WHEREOF, I have hereunto set my hand and seal to this my Last Will and Testament, consisting of 14 pages on the 19 day of Oct, 1989.

Charley West
CHARLEY WEST

WITNESSES:

Ann Shoemaker
Charles B. Selheimer

ATTESTATION

We, the undersigned, as subscribing witnesses, do hereby acknowledge and affirm that the foregoing written instrument was

exhibited to us by CHARLEY WEST 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 19th day of October, 1989.

Ann Shoemaker
Charles B. Schooner

PROOF OF WILL

STATE OF MISSISSIPPI

COUNTY OF HINDS

We, Ann Shoemaker and Charles B. Schlaemer, on oath state that we are the subscribing witnesses to the attached written instrument dated the 19th day of October, 1989, which has been represented to us to be the Last Will and Testament of CHARLEY WEST, who indicated to us that he is a resident of and has a fixed place of residence in the City of Jackson, County of Hinds, State of Mississippi. On the execution date of the instrument, the 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.

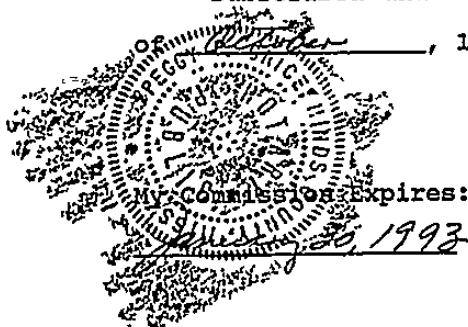
DATED this 19th day of October, 1989.

Ann Shoemaker

Charles B. Schlaemer

Subscribed and sworn to before me on this the 19th day of October, 1989.

Peggy P. Price
NOTARY PUBLIC



STATE OF MISSISSIPPI, COUNTY OF MADISON



I certify that the within instrument was filed for record in my office this 7th day of May, 2001, at 10:00 o'clock A M, and was duly recorded on the MAY 7 2001, Book No 33, Page 484.

STEVE DUNCAN, CHANCERY CLERK BY: Stacey HCO D.C.