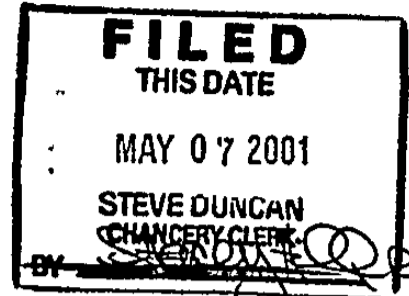


CODICIL TO
LAST WILL AND TESTAMENT OF
CHARLEY WEST



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 instrument of writing to be a Codicil to the Last Will and Testament made by me on October 18, 1989.

I.

I hereby amend Item VII of my said Last Will and Testament by the deletion of that Item in its entirety and the substitution of the following as Item VII:

"ITEM VII.

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, a sum equal to the largest value that can pass free of federal estate tax under this Item by reason of the federal estate tax unified credit and state death tax credit (provided use of the state death tax credit does not require an increase in the state death taxes paid) allowable to my estate but by reason of no other credit, after taking into account (i) prior taxable gifts, (ii) properties passing under other Items of this Will that do not qualify for the federal estate tax marital or charitable deductions, (iii) properties passing outside of this Will that do not qualify for the federal estate tax marital or charitable deductions, and (iv) charges to principal that are not allowed as deductions in computing the federal estate tax imposed upon my estate. The value as finally fixed in the federal estate tax proceeding relating to my estate shall be used for purposes of such valuations and determinations. I recognize that in certain circumstances there may be no sum disposed of under this Item and that the amount of the sum disposed of under this Item, if any, may be affected by the action of my Executor in exercising certain tax elections. Any property included in my estate and assigned or conveyed in kind to satisfy the devise and bequest under this Item shall be valued for this purpose at its value as of the date or dates of distribution."

Charley West

CHARLEY WEST

II.

Except as changed by the above provision, I republish, reaffirm and readopt my said Last Will and Testament of October 18, 1989.

IN WITNESS WHEREOF, I have hereunto set my hand and seal to this Codicil to my Last Will and Testament of October 18, 1989, consisting of 2 pages on the 27 day of Oct, 1992.

Charley West
CHARLEY WEST

WITNESSES:

Doris H. Hudgens
Deane Jenkins

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 a Codicil to 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 27th day of October, 1992.

Doris H. Hudgens
Deane Jenkins

PROOF OF CODICIL

STATE OF MISSISSIPPI

COUNTY OF HINDS

We, DARIS H. HUDGENS and DIANE JINKS,


on oath state that we are the subscribing witnesses to the attached written instrument dated the 27th day of October, 1992, which has been represented to us to be a Codicil to 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 a Codicil to 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 the 27th day of October, 1992.

Daris H. Hudgens
Name
133 Brookleigh Place
Street Address
Jackson MS 39212
City and State

Diane Jinks
Name
440 Cross Park Dr. #302
Street Address
Pearl, MS 39208
City and State

Subscribed and sworn to before me on this the 27th day of October, 1992.

Almon L. L...
NOTARY PUBLIC


My Commission Expires:

My Commission Expires August 17, 1996

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 17 2001, Book No. 33, Page 502.

STEVE DUNCAN, CHANCERY CLERK

BY: Jacey Hill D.C.

Last Will and Testament
of
Sam R. Ivy

#2001-398

FILED
THIS DATE
MAY 07 2001
STEVE DUNCAN
CHANCERY CLERK
BY *[Signature]*

I, Sam R. Ivy, an adult resident citizen of Madison County, Mississippi, being of sound and disposing mind and memory do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all other Wills and Codicils heretofore made by me.

ITEM I.

It is my will, and I so direct, that my funeral expenses and expenses of my last illness be paid by my hereinafter named Executor, and that all of my just and lawful debts which are duly probated and allowed, as provided by law, be paid, but I do not make them a charge or lien upon the property of my estate, and no trust is hereby created for the payment of such debts.

ITEM II.

I am a widower and I have no children.

ITEM III.

I hereby will, bequeath, and devise my estate to be distributed in its entirety to my in equal shares to my nieces and nephews, Margie Ross of Southhaven, Mississippi; Lillian Standridge of Tillatoba, Mississippi; Pryor Bailey of Starkville, Mississippi; and David Bailey of Cleveland, Mississippi. In the event any of this group has predeceased me, then the remainder shall be given in equal shares to the survivors among this group of four.

[Signature]

SAM R. IVY


ITEM IV.

I do direct that my nephew Pryor Bailey shall serve as executor of this my Last Will and Testament. In the event he should be unable or unwilling to serve, then my nephew David Bailey shall so serve. It is my will and I so declare that my herein appointed Executor shall serve without bond, and I do hereby waive any requirement for any accounting, inventory or appraisal by the Executor of my estate.

ITEM V.

Where appropriate, words of the masculine gender include the feminine and neuter; words of the feminine gender include the masculine and neuter; and words of the neuter gender include the masculine and feminine. Where appropriate, words used in the plural or collective sense include the singular and vice-versa.

IN WITNESS WHEREOF, I have executed the foregoing instrument and do declare the same to be my Last Will and Testament on this the 15 day of June, 2000.



Sam R. Ivy



SAM R. IVY

CERTIFICATE OF SUBSCRIBING WITNESSES

We, Jaqueline M. Watkins and Kathleen R. Fewel

do hereby certify that **Sam R. Ivy** made, declared and published the foregoing instrument to be his Last Will and Testament in our presence, especially and expressly requesting us to be the subscribing witnesses, each signing in the presence of the Testatrix and in the presence of each other, that the Testatrix was over the age of eighteen (18) years, and believing the Testatrix to be of sound and disposing mind and memory.

WITNESS OUR SIGNATURES this the 15 day of June, 2000.

Jaqueline M. Watkins

Kathleen R. Fewel

WITNESS:

Jaqueline M. Watkins

P.O. Box 14

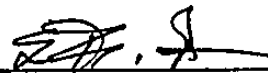
Jackson, MS 39205

WITNESS:

Kathleen R. Fewel

P.O. Box 14

Jackson, MS 39205



SAM R. IVY

AFFIDAVIT OF WITNESSES TO THE
LAST WILL AND TESTAMENT OF
Sam R. Ivy

STATE OF MISSISSIPPI
COUNTY OF MADISON

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Jacqueline M. Watkins, and Kathleen R. Fewel, subscribing witnesses to the Last Will and Testament of Sam R. Ivy, who having been by me first duly sworn, on their oaths state:

That they are the subscribing witnesses to the Last Will and Testament of Sam R. Ivy, which was executed by him on the 15 day of June, 2000, and that they subscribed their names to said Last Will and Testament in the presence of the Testator and in the presence of each other and at the special instance and request of said Sam R. Ivy

That at the time of the execution of said Last Will and Testament by Sam R. Ivy, he was over the age of eighteen (18) years, was of sound disposing mind and memory, and competent to make a Will.

And further, Affiant saith not.

Jacqueline M. Watkins
WITNESS

Kathleen R. Fewel
WITNESS

SWORN TO AND SUBSCRIBED BEFORE ME, this the 15th day of June, 2000.

[Signature]
NOTARY PUBLIC



My Commission Expires:

MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES JULY 19, 2002
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 7th day of May, 2001, at 9:30 o'clock A M., and was duly recorded on the MAY 7 2001, Book No. 33, Page 503.



STEVE DUNCAN, CHANCERY CLERK

BY: [Signature] D.C.

2001-386

LAST WILL AND TESTAMENT OF
IRENE L. BYRD

FILED
THIS DATE
MAY 07 2001
STEVE DUNCAN
CHANCERY CLERK
BY *[Signature]*

STATE OF MISSISSIPPI,
COUNTY OF COVINGTON.

KNOW ALL MEN BY THESE PRESENTS: That I, Irene L. Byrd, a resident of Covington County, Mississippi, and being above the age of twenty-one (21) years and of sound and disposing mind and memory do make, publish and declare this my Last Will and Testament, hereby revoking all other wills, codicils and testamentary writings heretofore executed by me.

ARTICLE I: It is my will that the expense of my last illness and reasonable funeral expenses shall be paid by my Executor hereinafter named.

ARTICLE II: I do hereby will, devise and bequeath unto my children, Billy Lucas Byrd and Virginia Irene Rhoades, as tenants in common, share and share alike, all that part of the lands hereinafter described, which lies West of the new United States Highway 49 (four-lane road), situated in Covington County, Mississippi, described as follows, to-wit:

TRACT NO. 1:

That part of the SE $\frac{1}{4}$ of the SW $\frac{1}{4}$ of Section 12, Township 9 North, Range 17 West, which is circumscribed by a line beginning at the Southeast Corner of said SE $\frac{1}{4}$ of SW $\frac{1}{4}$ and run North 257 yards, thence run West 370 yards, thence run South 70 yards, thence run West 70 yards to the West line of said forty acre tract, thence run South 187 yards, thence run East 440 yards to the point of beginning, containing 22-1/3rd acres, more or less;

and

That part of the NE $\frac{1}{4}$ of the NW $\frac{1}{4}$ of Section 13, Township 9 North, Range 17 West, which is circumscribed by a line beginning at the Northwest Corner of said NE $\frac{1}{4}$ of NW $\frac{1}{4}$ and run South to the Southwest Corner of said NE $\frac{1}{4}$ of NW $\frac{1}{4}$, thence run East 212 yards, thence run North 186 yards, thence run East 228 yards to the East line of said forty acre tract, thence run North 254 yards to the Northeast Corner of said forty acre tract, thence run West to the point of beginning, containing 31-1/4th acres, more or less,

and

J.L.B.

That part of the NW $\frac{1}{4}$ of the NW $\frac{1}{4}$ of Section 13, Township 9 North, Range 17 West, which is circumscribed by a line beginning 220 yards South of the Northeast Corner and run South 220 yards to the Southeast Corner of said NW $\frac{1}{4}$ of NW $\frac{1}{4}$, thence run West 66 and $\frac{2}{3}$ yards; thence run North 229 yards, thence run straight to the point of beginning, containing 3 acres, more or less.

Tract No. 1 described above contains, in the aggregate, 56 and $\frac{58}{100}$ acres, more or less.

TRACT NO. 2:

The West $\frac{1}{2}$ of the SW $\frac{1}{4}$ of the NW $\frac{1}{4}$ and the SW $\frac{1}{4}$ of the NW $\frac{1}{4}$ of the NW $\frac{1}{4}$, Section 13, Township 9 North, Range 17 West,

and

A parcel of land described as: Commencing 58 yards West of the Southeast Corner of the NW $\frac{1}{4}$ of the NW $\frac{1}{4}$ of Section 13, Township 9 North, Range 17 West, and run North 278.3 yards, thence run North 26.64 degrees West to the Northwest Corner of said forty; thence run South 220 yards, thence run East 220 yards, thence run South 220 yards, thence run East 162 yards to the point of beginning.

The above described Tract No. 2 contains, in the aggregate 47 acres, more or less.

TRACT NO. 3:

That tract or parcel of land circumscribed by a line beginning 58 yards West of the Southeast Corner of the NW $\frac{1}{4}$ of the NW $\frac{1}{4}$ of Section 13, Township 9 North, Range 17 West, and run North 229 yards; thence run West 26 and $\frac{1}{2}$ degrees North 26 and $\frac{1}{2}$ feet, thence run South to the South boundary line of said NW $\frac{1}{4}$ of NW $\frac{1}{4}$, thence run East 26 feet to the point of beginning, containing one-third ($\frac{1}{3}$ rd) acre, more or less.

Together with all oil, gas and mineral rights owned by me that lie West of the centerline of said United States Highway 49.

Provided, that in the event either of said devisees should predecease me, then the heirs of the body of such devisee or devisees as shall have predeceased me, shall inherit that portion of said lands above described as is hereinabove devised unto said devisee or devisees predeceasing me, per stirpes.

Provided further, that in the event either of said devisees named above should determine during the lifetime of said devisee or devisees to sell all or any portion of the surface of

J.S.B.

the lands above described, then, in such event, such devisee or devisees desiring to sell said lands, shall give the other devisee hereinabove named the first right to purchase said lands at such price as the selling devisee offers said lands for sale to a third party or parties.

ARTICLE III: I do hereby will, devise and bequeath unto Anthony Clifton Byrd, Linda Carol Langford, Michael Lee Byrd, Rebecca Ruth Sullivan, Terri Lee Byrd Guthrie and Timothy Roy Byrd, as tenants in common, share and share alike, all that part of the lands described in Article II hereinabove, which lies East of the new United States Highway 49 (four-lane road); together with all oil, gas and mineral rights owned by me that lie East of the centerline of said United States Highway 49. Provided, that in the event either of said devisees should predecease me, then the heirs of the body of such devisee or devisees as shall have predeceased me, shall inherit that portion of said lands above described as is hereinabove devised unto said devisee or devisees predeceasing me, per stirpes. In the event either of said devisees should die without issue, then such portion of my estate as is above devised to such devisee or devisees so dying without issue shall be inherited by the surviving devisees named in this Article III.

Provided further, that in the event either of said devisees named above should determine during the lifetime of said devisee or devisees to sell all or any portion of the surface of the lands above described, then, in such event, such devisee or devisees desiring to sell said lands, shall give the other devisees hereinabove named the first right to purchase said lands at such price as the selling devisee offers said lands for sale to a third party or parties.

ARTICLE IV: It is my will that my devisees above mentioned in Articles II and III hereinabove, shall retain ownership of the oil, gas and minerals devised to them by virtue of Articles II and III hereinabove; this proviso, however, not to effect their right, authority and power to execute any oil, gas and mineral lease upon said property as they should desire at their sole discretion.

ARTICLE V: All the rest, residue and remainder of my estate, real and personal, (excepting oil, gas and mineral rights) I do hereby will, devise and bequeath unto my children, Billy Lucas Byrd and Virginia Irene Rhoades, share and share alike, as tenants in common. Provided, that in the event either of said devisees should predecease me, then the heirs of the body of such devisee or devisees as shall have predeceased me, shall inherit that portion of my said estate as is hereinabove devised unto said devisee or devisees predeceasing me, per stirpes.

ARTICLE VI: I do hereby nominate, constitute and appoint Billy Lucas Byrd as Executor of this my Last Will and Testament, no accounting or bond to be required of the Executor by any Court. In the event Billy Lucas Byrd should predecease me, or be unable to serve as such Executor, then, in either of said events, I do hereby nominate, constitute and appoint Virginia Irene Rhoades as Executrix of my estate, no accounting or bond to be required.

IN WITNESS WHEREOF, I have hereunto affixed my hand on this the 27th day of May, 1983.

Irene L. Byrd
IRENE L. BYRD

WITNESSES:

Jennifer W. Collins
John K. Kaye

C E R T I F I C A T E

STATE OF MISSISSIPPI,

COUNTY OF COVINGTON.

We, Jennifer W. Collins and JOHN K. KEYES,

the two witnesses to the foregoing Will, do hereby certify that the above named testatrix signed, sealed, published and declared the foregoing instrument to be her Last Will and Testament in the presence of us and each of us, who thereupon, at her special instance and request, subscribed our names thereto in her presence and in the presence of each other.

WITNESS OUR SIGNATURES on this the 27th day of May, 1983.

Jennifer W. Collins

Address: P. O. Box 72, Collins, MS 39428

John K. Keyes

Address: P.O. Box 546, Collins, MS, 39428

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 9:30 o'clock A M., and was duly recorded on the MAY 7 2001, Book No. 33, Page 501.



STEVE DUNCAN, CHANCERY CLERK

BY: Stacy H. [Signature] D.C.

FIRST CODICIL TO THE LAST WILL AND TESTAMENT
OF
IRENE L. BYRD

FILED
THIS DATE
MAY 07 2001
STEVE DUNCAN
CHANCERY CLERK
BY *[Signature]*

STATE OF MISSISSIPPI,
COUNTY OF COVINGTON.

WHEREAS, I, Irene L. Byrd, on the 27th day of May, 1983, executed and had properly attested my Last Will and Testament in the presence of Jennifer W. Collins and John K. Keyes, who signed said Last Will and Testament as witnesses and whereas, I am desirous of revoking and annulling Article VI in said Will and substituting in lieu thereof Article VI as set forth hereinbelow, I therefore make and publish this my First Codicil to said Last Will and Testament, and I also republish all of the terms of said Will not in conflict with this Codicil.

Irene L. Byrd

ARTICLE VI: I do hereby nominate, constitute and appoint Billy Lucas Byrd and Virginia Irene Patterson as co-executors of this my Last Will and Testament, no accounting or bond to be required of the co-executors by any Court. In the event Billy Lucas Byrd should predecease me, or be unable to serve as such co-executor, then, in either of said events, I do hereby nominate, constitute and appoint Virginia Irene Patterson as Executrix of my Estate, no accounting or bond to be required. In the event Virginia Irene Patterson should predecease me, or be unable to serve as such co-executor, then, in either of such events, I do hereby

nominate, constitute and appoint Billy Lucas Byrd as Executor of my Estate, no accounting or bond to be required.

In all other respects I ratify and confirm all of the provisions of my said Will dated May 27, 1983.

IN WITNESS WHEREOF, I have hereunto set my hand to this First Codicil to my Last Will and Testament on the 27 day of August, 1986.

Irene L. Byrd
IRENE L. BYRD

WITNESSES:

Tommy B. Rogers

Jennifer W. Collins

C E R T I F I C A T E

STATE OF MISSISSIPPI,
COUNTY OF COVINGTON.

We Tommy B. Rogers and Jennifer W. Collins,

the two witnesses to the foregoing First Codicil to the Last Will and Testament of Irene L. Byrd, hereby certify that the above named Testatrix signed, sealed, published and declared the foregoing instrument to be the First Codicil to her Last Will and Testament dated May 27, 1983, in the presence of us and each of us, who, thereupon, at her special instance and request, subscribed our names thereunto in her presence and in the presence of each other.

WITNESS OUR SIGNATURES on this the 27th day of August, 1986.

Tommy B Rogers
ADDRESS: P.O. Box 1415
Collins, MS 39428

Jennifer W. Collins
ADDRESS: P.O. Box 1544
Collins, MS 39428

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 9:30 o'clock A.M., and was duly recorded on the MAY 27 2001, Book No. 33, Page 512.

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

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
IRENE L. BYRD

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF Louington

NO. 0001-386
FILED
THIS DATE
MAY 07 2001
STEVE DUNCAN
CHANCERY CLERK
BY [Signature]

PERSONALLY appeared before me, the undersigned authority in and for the county and state aforesaid, JOHN K. KEYS, who, being by me first duly sworn, makes oath to the following:

1. The undersigned, JOHN K. KEYS was a subscribing witness to that certain instrument of writing dated May 27, 1983, which is the true and original Last Will and Testament of IRENE L. BYRD.

2. That said IRENE L. BYRD signed, published and declared said instrument as her Last Will and Testament on the 27th day of May, 1983, the date of said instrument, in the presence of two (2) subscribing witnesses, JOHN K. KEYS and JENNIFER W. COLLINS.

3. The said IRENE L. BYRD was then and there of sound and disposing mind, memory and understanding and was over eighteen (18) years of age.

4. Affiant, JOHN K. KEYS a competent adult, subscribed and attested said instrument as a witness to the signature, publication and declaration thereof by the said IRENE L. BYRD, at the special instance and request of the said IRENE L. BYRD, in her presence and in the presence of JENNIFER W. COLLINS.

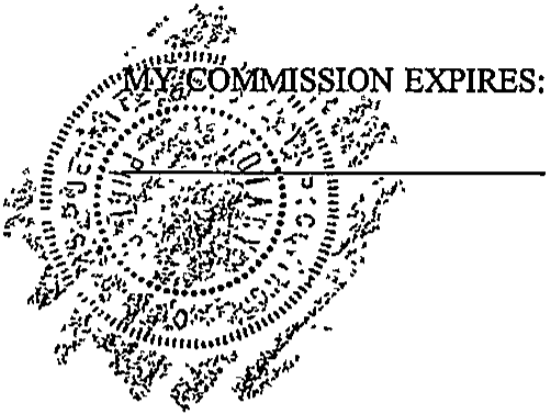
[Signature]
JOHN K. KEYS

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

March, 2001.

Jennifer W. Callis
NOTARY PUBLIC

MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES FEB. 16, 2003
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 7th day of May, 2001, at 9:30 o'clock A M., and was duly recorded on the MAY 7 2001, Book No. 33, Page 515.

STEVE DUNCAN, CHANCERY CLERK

BY: Jacey Hill D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
IRENE L. BYRD

FILED
MAY 07 2001
STEVE DUNCAN
CHANCERY CLERK
BY *[Signature]*

NO. 2001-386

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF COVINGTON

PERSONALLY appeared before me, the undersigned authority in and for the county and state aforesaid, TOMMY B. ROGERS, who, being by me first duly sworn, makes oath to the following:

1. The undersigned, TOMMY B. ROGERS was a subscribing witness to that certain instrument of writing dated August 27, 1986, which is the true and original First Codicil to the Last Will and Testament of IRENE L. BYRD.

2. That said IRENE L. BYRD signed, published and declared said instrument as her First Codicil to the Last Will and Testament on the 27th day of August, 1986, the date of said instrument, in the presence of two (2) subscribing witnesses, TOMMY B. ROGERS and JENNIFER W. COLLINS.

3. The said IRENE L. BYRD was then and there of sound and disposing mind, memory and understanding and was over eighteen (18) years of age.

4. Affiant, TOMMY B. ROGERS a competent adult, subscribed and attested said instrument as a witness to the signature, publication and declaration thereof by the said IRENE L. BYRD, at the special instance and request of the said IRENE L. BYRD, in her presence and in the presence of JENNIFER W. COLLINS.

Tommy B. Rogers

TOMMY B. ROGERS

SWORN TO AND SUBSCRIBED before me, this the 27 day of March, 2001.

Ann F. Ballock

[Signature]
NOTARY PUBLIC

MY COMMISSION EXPIRES:
1-5-2004



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 9:30 o'clock A M., and was duly recorded on the MAY 7 2001, Book No. 33, Page 517.

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

LAST WILL AND TESTAMENT

OF

LULA SMITH

2001-394

FILED
 THIS DATE
 MAY 08 2001
 STEVE DUNCAN
 CHANCERY CLERK
 BY *[Signature]*

I, LULA SMITH, an adult resident citizen of Madison County, Mississippi, residing at 456 South Hickory, Canton, Mississippi 39046, being of sound and disposing mind and memory, realizing the uncertainty of life and the certainty of death, do hereby make, publish and declare this to be my Last Will and Testament and revoke any and all other wills or codicils heretofore made by me.

I.

I hereby appoint, nominate, and constitute my nephew, JOHN JOSEPH CHAMBERS, of Canton, Mississippi, as Executor of this my Last Will and Testament and my estate. In the event that John Joseph Chambers should predecease me or is otherwise unable to serve as my Executor, then I appoint, nominate and constitute my niece, MARY JEAN ALLEN, to serve as my Executrix. In any event, I direct that my Executor/Executrix shall not be required to enter into any bond as such Executor/Executrix, and I direct that no bond, appraisal, inventory or accounting be required insofar as the same can be legally waived.

II.

I direct that my Executor/Executrix pay all of my just debts which may be registered against my estate and all funeral expenses as soon after my death as can be conveniently done.

III.

I give, devise and bequeath all of my property, both personal and real, of whatsoever kind or character and wheresoever situated, to include my home and the land upon which it is situated, located at 456 South Hickory, Canton, Mississippi 39046, and more fully described as follows:

Lot 2 and House Hickoy Alley, City of Canton, Madison County, Mississippi.

Page 1 of my Will: Lula Smith

WITNESS: Jern W. Anderson

WITNESS: Bernice L. Elmore

to my niece, CRISEDA CHAMBERS, of Canton, Mississippi, my nephew, JOHN JOSEPH CHAMBERS, of Canton, Mississippi, my niece, MARY JEAN ALLEN, of Canton, Mississippi, my sister-in-law, MARY N. CHAMBERS, my nephew, FRANK CHAMBERS, of Canton, Mississippi, and my niece, STELLA CHAMBERS, of Canton, Mississippi, jointly with full right of survivorship.

IV.

RESIDUARY ESTATE

All of my residuary estate, being all of my other property, real, personal or mixed, of whatsoever kind or character and wherever situated, I give, devise and bequeath to my niece, CRISEDA CHAMBERS, of Canton, Mississippi, my nephew, JOHN JOSEPH CHAMBERS, of Canton, Mississippi, my niece, MARY JEAN ALLEN, of Canton, Mississippi, my sister-in-law, MARY N. CHAMBERS, my nephew, FRANK CHAMBERS, of Canton, Mississippi, and my niece, STELLA CHAMBERS, of Canton, Mississippi.

IN WITNESS WHEREOF, I do hereby sign, publish and declare this as my Last Will and Testament in the presence of the persons witnessing it at my request, on this, the 14th day of December, 1995.

Lula Smith
LULA SMITH

Page 2 of my Will: Lula Smith

WITNESS: Rn W. Anderson

WITNESS: Bernice L. Elmore

FILED
THIS DATE
MAY 08 2001
STEVE DUNCAN
CHANCERY CLERK
BY: *[Signature]*

ATTESTATION

WE, the undersigned subscribing witnesses to the within and foregoing Last Will and Testament of LULA SMITH, do hereby acknowledge and attest that the same was exhibited to us by the said LULA SMITH as her Last Will and Testament; that she signed the same in our presence and in the presence of each of us, and at her request and in her presence and in the presence of each other, we signed the same as subscribing witnesses thereto.

This, the 14th day of December, 1995.

Jim W. Anderson
WITNESS

P.O. Drawer 506
ADDRESS

Canton, MS 39046

Bernice L. Elmore
WITNESS

325 W. Academy St.
ADDRESS

Canton, Mississippi 39046

Page 3 of my Will: *Lula Smith*

STATE OF MISSISSIPPI, COUNTY OF MADISON



I certify that the within instrument was filed for record in my office this 8th day of May, 2001, at 9:30 o'clock A M., and was duly recorded on the MAY 8 2001, Book No. 33, Page 319.

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

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

FILED
THIS DATE
MAY 08 2001
STEVE DUNCAN
CHANCERY CLERK
BY *[Signature]*

IN THE MATTER OF THE ESTATE OF **FERN W. ANDERSON** CIVIL ACTION

LULA SMITH, DECEASED

FILE NO. 2001-394

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF MADISON

This date personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named **FERN W. ANDERSON**, who being by me first duly sworn according to law states on oath as follows, to-wit:

(1). That this affiant is one of two subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of **LULA SMITH**, whose signature is affix to the Last Will and Testament dated December 14, 1995.

(2). That on the 14th day of December 1995, the said **LULA SMITH** signed, published and declared the instrument of writing as her Last Will and Testament, in the presence of the affiant and in the presence of **BERNICE L. ELMORE**, the other subscribing witness to the instrument.

(3). That **LULA SMITH**, was then and there of sound and disposing mind and memory and well above the age of eighteen (18) years.

(4). That this affiant, together with **BERNICE L. ELMORE** subscribed and

attested said instrument as witnesses to the signature and publication thereof at the special instance and request, and in the presence of LULA SMITH in the presence of each other.

Fern W. Anderson
FERN W. ANDERSON

SWORN TO AND SUBSCRIBED before me, this the 5th day of

January, 2001.

Hortense C. Lott
NOTARY PUBLIC



NOTARY PUBLIC STATE OF MISSISSIPPI AT LARGE.
MY COMMISSION EXPIRES: Apr. 26, 2001.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 8th day of May, 2001, at 9:30 o'clock A M., and was duly recorded on the MAY 8 2001, Book No. 33, Page 522.



STEVE DUNCAN, CHANCERY CLERK

BY: Jacey Hill D.C.

2001-076

FILED
THIS DATE
10:00 A.M.
MAY 14 2001
STEVE DUNCAN
CHANCERY CLERK
BY *Karen Jupp* D.C.

BOOK 0033 PAGE 524

June 10, 1996

I, Virginia Herrmann Cado,
being of sound mind and body,
do hereby bequeath upon my
death all of my worldly
possessions, in equal portions,
to my five children; namely,

- Jean Frances Cado*
- Susan Cado Ford*
- David Nicholas Cado*
- Daniel John Cado*
- Cynthia Cado Wilkins*

Virginia Herrmann Cado

I hereby name David Cado
as executor of my estate.

Virginia Herrmann Cado

STATE OF MISSISSIPPI, COUNTY OF MADISON



I certify that the within instrument was filed for record in my office this *14th* day
of *May*, 2001, at *10:00* o'clock *A.* M., and was duly recorded
on the *14th* day of *May*, 2001, Book No. *33*, Page *524*.

STEVE DUNCAN, CHANCERY CLERK

BY: *Karen Jupp* D.C.

2001-430

BOOK 0033 PAGE 525

FILED
 THIS DATE
 MAY 18 2001
 STEVE DUNCAN
 CHANCERY CLERK
 BY *[Signature]*

LAST WILL AND TESTAMENT
 OF
 MARY H. MARTIN

I, Mary H. Martin, a single person, an adult resident citizen of Madison County, MS, being above the age of 18 years, and of sound, disposing mind, and memory, by these presents, 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.

Preamble Controls

1. All persons who are designated as devisees under this Will are hereby prohibited from filing any type of claim against my estate. Such class (all devisees) are further prohibited from urging and/or making any direct or indirect contest of any the provisions of this Will.

2. Should any member of such class (devisees) violate any of the forgoing prohibitions, then they shall thereby personally bear all costs incurred by Executrix in defending against such action. Also, their devise shall be reduced by 25% of the amount they otherwise would inherit. My Executrix, and the court, are strongly urged to uphold this conviction which I have set forth above.

Article I

I direct that all of my just debts, all taxes and all expenses of my last illness and funeral be paid as soon after my death as conveniently can be done. I will and direct that the administration of my estate be closed as soon after my death as is reasonable possible.

Witnesses:

Marilyn C. Jackson

Margaret Pittman

Her () Mark

MARY H. MARTIN
 MARY H. MARTIN

By: Charles R. Mayfield, Jr., her Atty.

Charles R. Mayfield, Jr.

Article II

Subject to the preamble, I hereby direct my Executrix to pay 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 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, out of my residuary estate.

Article III

I give and bequeath all of my personal belongings, consisting of jewelry, wearing apparel, sporting equipment, and similar property, all of the automobiles and equipment thereof, and all of my household furniture, furnishings and effects owned by me at the time of my death unto my daughters, Mary M. Bobo and Anne M. Lowry, in equal shares to be divided among them as they see fit, or to the survivor thereof.

Article IV

All of the rest, residue and remainder of my property, real, personal and mixed, and wherever situated, including all failed or lapsed legacies, after the payment of taxes as provided under Article II above, shall be referred to in this Will as my "residuary estate." Subject to the preamble, I hereby give, devise and bequeath my residuary estate, in equal shares, to my daughters, Mary M. Bobo and Anne M. Lowry. In the event that one or more of my said daughters predeceases me leaving descendants surviving, then the share of my residuary estate that would have passed to such predeceased daughter shall pass unto the descendants of such daughter, per stripes. The distribution of such property under this Article shall be subject to the terms and provisions of Article V below.

Witnesses:

Marilyn C. Jackson

Margaret Pittman

Her () Mark

(s) Mary H. Martin

MARY H. MARTIN

By: Charles R. Mayfield, Jr., her Atty.

Charles R. Mayfield, Jr.

In the event that there is no person qualified to receive my residuary estate at any time, then in such event, my residuary estate shall be distributed unto the persons who would then constitute my heirs-at-law under the statutes of descent and distribution of the State of Mississippi.

Article V

A. Should any descendant of mine, having become entitled to any of my property under the last and preceding Article of this Will, be under the age of twenty-one (21) years, or be under any other legal disability, I direct that his or her share be given to my Trustee, hereinafter named, IN TRUST NEVERTHELESS, to be held in a separate trust until such descendant attains the age of twenty-one (21) years or until such descendant is removed from legal disability, at which time his or her property shall be delivered to him or her free of trust. During the term of any trust created hereunder the Trustee shall pay, apply or accumulate the income from each such separate trust estate to or for the use of the beneficiary thereof in such amounts and in such manner as the Trustee may determine in the Trustee's uncontrolled discretion taking into account the needs of the beneficiary for support, education, medical care, maintenance and welfare. Said Trustee may also pay or apply such part or all of the principal in like manner if the income is not sufficient for the needs of the beneficiary for support, education, medical care, maintenance and welfare.

B. The trust or trusts specified herein are intended to be within the definition of a "trust" as set forth in the Uniform Trustees' Powers Act, Chapter 372, Mississippi Laws of 1966 (Section 91-9-101, et seq., MS Code of 1972), and the said Trustee shall have all of the powers afforded to the trustees in and be the terms and provisions of said statute, as now or hereafter amended, reference to which statute is hereby made for all purposes.

Witnesses:

Marilyn C. Jackson

Margaret Pittman

Her () Mark

By MARY H. MARTIN
 MARY H. MARTIN

By: Charles R. Mayfield, Jr., her Atty.

Charles R. Mayfield, Jr.

C. None of the beneficiaries hereunder shall have any power to charge by way of anticipation any interest, given to such beneficiary; and all sums payable to such beneficiaries hereunder shall be free and clear of the debts, contracts, alienations and anticipations of the beneficiaries, and of all liabilities, levies, attachments and proceedings of whatsoever kind, at law and equity, and in the case of a married person, free from control of such person's spouse.

Article IV

If any legatee or devise shall die simultaneously with me or under such circumstances as to render it difficult or impossible to determine who predeceased the other, I hereby declare that I shall be deemed to have survived such legatee or devisee. The provisions of my Will shall be construed upon these assumptions, not withstanding the provisions of any law establishing a different presumption of order of death or providing for survivorship for a fixed period as a condition of inheritance of property.

Article VII

I hereby nominate, constitute and appoint Sonya O. Rohrman as Executrix of this my Last Will and Testament. Her present address is 5125 Old Canton Rd., Glen Condominiums, Unit No. 223, Jackson, MS 39211. I also hereby appoint aforementioned Sonya O. Rohrman as Trustee of any and all trusts for the descendants of Mary M. Bobo and Anne M. Lowry as created under this Will. I hereby relieve my said Executrix and my Trustee from giving bond, from having an appraisal made of my estate and of making or filing any reports, returns or accountings of any kind or character to any Court or other tribunal.

During the period of administration thereof, my estate shall be considered a trust within the meaning of the said Uniform Trustee's Powers Act, reference to which is again hereby made, and my Executrix shall have all of the powers afforded to trustees in and by the terms and provisions of said statute, as now or hereafter amended.

Witnesses:

Margaret C. Jackson
Margaret Pittman

Her (X) Mark

MARY H. MARTIN
MARY H. MARTIN
By: Charles R. Mayfield, Jr., her Atty.
Charles R. Mayfield, Jr.

In addition to the powers afforded to my said personal representative by the Uniform Trustee's Powers Act, I specifically give and grant unto my Executrix the following powers, by way of illustration and not of limitation:

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

(b) To litigate, compound or to settle inheritance, estate, transfer or succession taxes assessed by reason of my death, and gift, income or other taxes assessed against my or my estate; and to make deposits to secure the payment of any inheritance tax, which deposits shall be conclusive upon all persons.

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

Article VIII

A. Throughout this Will, the masculine gender shall be deemed to include the feminine, and the singular, the plural, and vice versa.

B. The term "Trustee" as used herein shall be deemed to refer to the named Trustee or successor Trustee.

IN WITNESS WHEREOF, I have hereunto subscribed my name in the presence of two (2) witnesses, who have attested the same in my presence, and at my request and in the presence of each other, on this the 7th day of December, 1998.

Witnesses:

Marilyn C. Jackson

Margaret Pittman

Her () Mark

Mary H. Martin

MARY H. MARTIN

By: Charles R. Mayfield, Jr., her Atty.

FILED
THIS DATE
MAY 18 2001
STEVE DUNCAN
CLERK
BY *[Signature]*

SUBSCRIBING WITNESSES STATEMENT

This instrument was, on the date shown above, signed, published and declared by Mary H. Martin, single, to be her Last Will and Testament in our presence, and we, at her request, have subscribed our names hereto as witnesses in her presence and in the presence of each other. At the time of execution she was over the age of 18 years, was of sound and disposing mind, memory and understanding, and was under no improper influence or restraint to our best knowledge and belief.

Marilyn C Jackson
Signature

Margaret Pittman
Signature

Marilyn C. Jackson
Printed Name

MARGARET PITTMAN
Printed Name

105 Easthaven Dr.
Street Address

5875 BAXTER DR.
Street Address

Clinton, MS 39056
City, State, Zip

JACKSON, MS 39211
City, State, Zip

AFFIDAVIT OF SUBSCRIBING WITNESSES

PERSONALLY appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Marilyn C. Jackson and Margaret Pittman who, after being duly sworn, on oath state as follows:

That the above and foregoing Last Will and Testament of Mary H. Martin, dated December 7, 1998, was personally exhibited by her to affiants, declaring the same to be her Last Will and Testament, and at her request and in her presence and in the presence of each other, the affiants signed the same as witnesses.

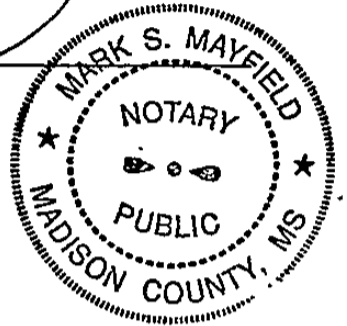
That on December 7, 1998, Mary H. Martin was of sound and disposing mind, memory and understanding and was mentally capable of recognizing and was actually conscious of the act of making, executing, declaring, attesting and publishing the said instrument of writing as her Last Will and Testament, and she

was under no duress, or undue influence perceptible to affiants and was over the age of 18 years.

Margaret C. Jackson Margaret Pittman

SWORN TO and subscribed before me on this the 7th day of December, 1998.

Mark S. Mayfield
Notary Public



My Comm. Expires: My Commission Expires Aug. 23, 2001

Prepared by: Mayfield & Mayfield, Attys., P. O. Box 2192,
Jackson, MS 39225, Phone 601 (948)3590, Fax (601) 948-3591

STATE OF MISSISSIPPI, COUNTY OF MADISON



I certify that the within instrument was filed for record in my office this 18th day of May, 2001, at 2:00 o'clock P. M., and was duly recorded on the 18th day of May, 2001, Book No. 33, Page 525.

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

2001-425

Last Will and Testament

OF

ARCHIE B. MANSELL, JR.

I, ARCHIE B. MANSELL, JR., an adult resident of Madison County, Mississippi, being of sound and disposing mind and memory and over the age of eighteen (18) years, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all Wills and Codicils heretofore made by me.

ARTICLE I.

I declare that I am the husband of DORIS M. MANSELL, to whom all references herein to "my wife" relate. I am the father of WILLIAM MORRIS MANSELL, SR. and JANE MANSELL CHAMBERLAIN, to whom all references herein to "my children" relate. For all purposes of this Will and the disposition of my estate hereunder, the terms "issue" and "descendants" shall be deemed to include all children born to or legally adopted by my said children before and after the execution of this Will, irrespective of any provisions of law establishing a contrary presumption.

ARTICLE II.

I direct that all of my debts properly probated, allowed and registered against my estate; taxes; all expenses of my last illness; all funeral and burial expenses; and the cost of administration of my estate, be paid as soon as practicable after my death out of the principal of that portion of my residuary estate set forth in Article VIII herein. All property bequeathed or devised under this Will, either outright or in trust, is bequeathed or devised subject to existing mortgages, liens, or encumbrances thereon. My Executor shall have the full authority to decide which debts to pay off and which debts, if any, to allow to pass with the property on which such debt is attached. However,

Archie B. Mansell Jr.
ARCHIE B. MANSELL, JR.

nothing contained herein shall be construed as creating any express trust for the payment of any debts or expenses of my estate.

ARTICLE III.

I direct that all estate and inheritance taxes and other taxes in the general nature thereof, including, but not limited to excise taxes on excess retirement payments, together with any interest or penalty thereon (including any and all taxes paid with respect to the proceeds of any policy or policies of insurance on my life, or with respect to any other property including property over which I have a taxable power of appointment included in my gross estate for the purpose of such taxes, but not including any taxes imposed on generation-skipping transfers under the federal tax laws, nor any Qualified Terminable Interest Property tax which shall become payable upon or by reason of my death with respect to any property passing by or under the terms of this Will or any codicil to it hereafter executed by me) shall be paid by my Executor out of the principal of that portion of my residuary estate which is not included in the portion qualifying for and making up the marital deduction, said Article from which such taxes are to be paid being Article IX herein.

ARTICLE IV.

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

Archie B. Mansell Jr.
ARCHIE B. MANSELL, JR.

I hereby confirm the fact that all of the household furniture, furnishings and effects, including but not limited to chinaware, silverware, glassware, linens, rugs, fixtures, portraits, and works of art, which are in or used in connection with our homestead, are, and since their acquisition have been the sole property of my wife, said property having been acquired or purchased by her from her separate funds or expressly given to her by me. In the event that the legal title to any of the property described in this paragraph is vested in my name, then, in such event, I hereby give and bequeath unto my wife any interest in any of said property that I may own at the time of my death.

If my wife does not survive me, I give and bequeath all such personal property described in this Article and owned by me at the time of my death unto my children, in equal shares. In the event I desire any particular division of such above described property among my children, I will leave a listing with my Executor to that effect, which latest dated listing I would request my Executor and my children honor.

Should any child predecease me, such property bequeathed and devised to such child shall pass to such child's issue, per stirpes, or if a child should die without issue, then such deceased child's share shall pass to my surviving child, or if deceased, their share to their issue, per stirpes.

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

Archie B. Mansell Jr.
ARCHIE B. MANSELL, JR.

among my children equally, or if any are deceased, their share among such deceased children's issue, per stirpes.

ARTICLE V.

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

ARTICLE VI.

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

ARTICLE VII.

I give, devise and bequeath unto my son, WILLIAM MORRIS MANSELL, SR., any and all interest that I may own at the time of my death in M & M Joint Venture and Finney Road, Inc. constituting all of my farming interest, or in the event he shall predecease me, such bequest shall pass to the Archie B. Mansell, Jr. Family Trust for the benefit of the beneficiaries thereof.

Archie B. Mansell, Jr.
ARCHIE B. MANSELL, JR.

ARTICLE VIII.

I give, bequeath, devise and appoint all the residue and remainder of my property and estate of every nature and wheresoever situated, including all property which I may acquire or become entitled to after the execution of this Will, all lapsed legacies and devises or other gifts made by this Will which fail for any reason, hereinafter referred to as my residuary estate, unto my Executor, and I direct that my Executor shall administer and dispose of my said residuary estate in accordance with the terms and provisions set forth and contained in the succeeding Articles of this Will.

ARTICLE IX.

I give, devise and bequeath and direct my Executor to deliver to the hereinafter-named Trustee under the terms set forth hereafter, an amount of property equal to the largest amount, but no more, that can pass free of federal estate tax by reason of the unified credit available at the date of my death provided under Section 2010 and the state death tax credit (provided use of this credit does not require an increase in state death taxes paid) allowable to my estate under Section 2011, or applicable provisions of the Internal Revenue Code effective at the date of my death. However, the amount of this bequest shall be reduced by the value of insurance proceeds and any other property which passes at any time during my life or at my death, either under any other Article of my Will or outside of my Will, in such manner as to constitute a part of my gross estate under federal estate and gift tax law and for which no marital deduction is allowed under Section 2056 and no deduction for public, charitable or religious purposes is allowed under Section 2055 or any other applicable provisions of the Internal Revenue Code effective at the date of my death. In computing the amount of property constituting this pecuniary bequest, the values used in finally determining the federal estate

Archie B. Mansell, Jr.
ARCHIE B. MANSELL, JR.

tax on my estate shall control. My Executor shall select and distribute to the Trustee the cash or other property to be placed in this trust, and the assets selected by my Executor for that purpose shall be valued at their respective values on the date or dates of their distribution. This trust shall be for the benefit of my said wife, my children, and my children's descendants. The assets devised and bequeathed under this Article of my Will shall be charged with the payment of any estate, inheritance or other death taxes other than Qualified Terminable Interest taxes payable by reason of my death, and any and all other expenses of my estate. I recognize the possibility that no property may be disposed of by this Article of my Will and that the amount so disposed of may be affected by the action of my Executor in exercising certain tax elections. This Trust may also be funded with any amounts disclaimed by any beneficiary of my estate and all property devised and bequeathed to my children and their issue in Article XI of this Will.

This trust shall be known as the "Archie B. Mansell, Jr. Family Trust" created under my Will, and I direct that such property so passing to my Trustee under this Article shall be administered and disposed of upon the following terms and provisions--that is to say:

A. 1. I direct the Trustee to first determine if this trust at any time may be funded with any S-Corporation stock, whether by bequest, gift or purchase by the Trustee. If so, at the time of such funding, then the Trustee shall elect, and shall cause the beneficiaries to elect, to have said trusts containing S-Corporation stock qualified as Qualified Subchapter S Trusts under the applicable provisions of the Internal Revenue Code of 1986, in effect at that time; and therefore shall separate such stock and shall first divide the assets of this trust into two main, separate parts (Part A and Part B). Part A shall always consist of all S-

Archie B. Mansell, Jr.

ARCHIE B. MANSELL, JR.

Corporation stock owned by the Trust. Part B shall always consist of all remaining assets other than S-Corporation stock constituting the residue of the trust assets.

A. 2. As to the separate trusts under Part A, I direct the Trustee to divide the trust property into equal parts--one part for my wife, if living at that time; one (1) part for each of my children living at that time, and one (1) part for the issue, as a group, of each deceased child; and each part shall be a separate trust. Any part provided for the issue of any deceased child shall be further divided into separate and equal trusts for each of said issue.

This trust made up of the above separate trusts shall be known as the "Archie B. Mansell, Jr. Family Trust A", (hereinafter referred to as Trust A), for the benefit of my wife, children or their issue, and I direct that the trust estates of each separate trust under Trust A shall be administered and disposed of upon the following terms and provisions--that is to say:

A. 3. It is my express intention to create the trusts set forth under Trust A to comply with the provisions of Section 1361(d)(3)(A) of the Internal Revenue Code of 1986, as amended and as in effect at the date of my death as "Qualified S-Corporation/Subchapter S Trusts." Consequently, all provisions of this instrument shall be subordinate to this intention and any provision contained herein that is contrary to this intention and the qualification of the trusts under Trust A as Qualified Subchapter S Trusts shall be void. Notwithstanding any other provisions contained in this Will, my Trustee is prohibited from exercising any powers or authority herein given that by the exercise thereof would disqualify the trusts under Trust A from meeting the qualifications of the Internal Revenue Code to insure the qualification pursuant to this express intention.

Archie B. Mansell, Jr.
ARCHIE B. MANSELL, JR.

A. 4. The Trustee shall distribute to or for the benefit of the beneficiary of each separate trust under Trust A, all of the accounting income of the trust in convenient installments at least annually, or by more frequent installments. In addition, the Trustee may distribute such portions of principal of the separate trust of each beneficiary to the beneficiary as the Trustee shall determine advisable for the maintenance, health and education of the beneficiary. In determining what payments shall be made out of principal to or for the benefit of the beneficiary, the Trustee may, but shall not be required to, take into consideration any other income or resources that may be available to the beneficiary from any source, and the Trustee shall determine what in the Trustee's opinion is in the best interest of the beneficiary, including the desirability of establishing or augmenting the beneficiary's estate, or of enabling the beneficiary to assume responsibility for the beneficiary's own financial affairs, and all other circumstances and factors (including those relating to taxation) that the Trustee may consider pertinent.

A. 5. As to the separate trusts under Trust A, after my death, when my said wife dies, the accumulated accounting income of her trust shall be paid to her estate, with the principal of same equally divided among my children's trusts or if deceased their issue's trust, per stirpes. After my wife's death, my Trustee shall pay over, transfer, deliver, assign and convey each such child's equal portion of the corpus and any accumulated income of said trust established under Trust A, to such child outright and free of trust.

A. 6. In the event that any child should die prior to the distribution of such child's separate trust, then after my wife's death, any accumulated accounting income of the deceased child's separate trust shall be paid to their estate and the principal of said deceased child's separate trust shall vest in their issue, per

Archie B. Mansell, Jr.
ARCHIE B. MANSELL, JR.

stirpes, and shall continue to be maintained in separate trusts for each such grandchild's benefit, with the principal and accumulated income of each such grandchild's trust (except William Morris Mansell, Jr.) to be distributed outright and free of trust.

With regard to any trust created under Trust A for William Morris Mansell, Jr., said trust shall be maintained for his benefit during his lifetime, and upon his death, any accumulated accounting income of his separate trust shall be paid to his estate and the principal of his separate trust shall vest in his issue, per stirpes, or if he shall die leaving no issue, then the principal shall vest in his siblings, or if any are deceased, to their issue, per stirpes.

A. 7. In the event any such child so dies without leaving issue or descendants, the accumulated accounting income of said deceased child's separate trust shall be paid to his or her estate, and the remaining principal of his or her separate trust shall be distributed to the separate trust created herein for my surviving child, or if such child is deceased, the separate trusts for the issue thereof, or if such trusts have terminated, then outright to such surviving child, or such child's issue, per stirpes, subject to Paragraph A. 6 above.

In the event a grandchild dies prior to the termination of his or her separate trust, the accumulated accounting income of said deceased grandchild's separate trust shall be paid to his or her estate, and the remaining principal of his or her separate trust shall vest in his or her issue, per stirpes, subject to Paragraph I of Article XII herein; or in default of issue to his or her siblings or if deceased to their issue, per stirpes, subject to Paragraph I of Article XII herein.

A. 8. In the event all such children die prior to the termination of the trusts, without leaving issue, the accumulated accounting income of each trust shall be distributed to the estate

Archie B. Mansell Jr.
ARCHIE B. MANSELL, JR.

of the deceased beneficiary. The remaining assets of each trust shall be distributed one-half (1/2) to my heirs-at-law, and one-half (1/2) to my wife's heirs-at-law at time computed under the laws of descent and distribution of the State of Mississippi in effect at that time.

A. 9. I hereby grant to my Trustee absolute power and discretion to amend or alter the terms of this Trust if necessary to qualify such trusts as Qualified S-Corporation Trusts as provided in the applicable provisions of the Internal Revenue Code, as amended and in effect at that time.

B. The remainder of the trust assets, other than S-Corporation Stock constituting Part B of the trust shall be known as the "Archie B. Mansell, Jr. Family Trust B" (hereinafter referred to as Trust B), and I direct that such portion of the trust assets shall be administered and disposed of upon the following terms and provisions--that is to say:

B. 1. The Trustee is authorized in its sole and absolute discretion to pay all or any portion of the net income of Trust B to or for the benefit of my said wife in convenient installments periodically, but if paid, then at least as often as annually, during her life. However, the Trustee may in its discretion withhold from my wife so much (or all) of the income as the Trustee determines not to be advisable for her maintenance and health and for the maintenance of her accustomed standard of living. After considering the maintenance of my wife, my Trustee is further authorized in its discretion to pay to or for the benefit of any or all of my children and/or their issue any such withheld income deemed advisable for their maintenance, health and education (including post graduate education). Any excess income not distributed shall be accumulated and added to the principal. Notwithstanding anything to the contrary contained herein, this discretionary trust shall be for the principal benefit of my said

Archie B. Mansell, Jr.
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wife for her lifetime, and during the term of her lifetime, my Trustee is directed to look first to her maintenance and health prior to acting under its discretion to sprinkle income to other beneficiaries. However, all income and/or principal disbursements herein are to be made solely in the discretion of the Trustee.

B. 2. If the total income of my said wife is, in the sole discretion of the Trustee, insufficient to enable her to maintain her present and accustomed standard of living, then the Trustee may solely in its discretion pay to her or for her benefit out of the principal of the trust such additional sum or sums as the Trustee shall deem proper. In making this determination, the Trustee may take into consideration my said wife's assets and income from sources other than this trust, including, but not limited to, her qualification for governmental payments (local, state or federal). The Trustee is also authorized but not directed, in its sole and absolute discretion, if it deems advisable to pay any and all medical, nursing, hospital, institutional, or other related bills which may be incurred by my said wife, out of income or corpus or both, unless same may be reimbursed under any insurance or governmental program (local, state or federal).

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

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

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

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

C. 2. Following the death of my said wife, as to any child who survives me, my Trustee shall pay over, transfer, deliver, assign and convey such child's equal portion of the corpus and any accumulated income of said trust established under Trust B to such child outright and free of trust, with all such distributions being subject to the provisions of Paragraph F of Article XII of this Will. The Trustee shall have sole and unlimited discretion to determine the property, the proportion of property, and the value of the property involved, in order to determine what property shall comprise the portions to be paid to each beneficiary hereunder.

C. 3. Should any child die prior to the termination of their separate trust under Trust B, said trust estate of said deceased child's trust shall vest in their living issue, per stirpes; or in default of living issue of said deceased child, in my surviving child or their separate trust herein; or if deceased, to their living issue, per stirpes, subject to Paragraph F of

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Article XII of this Will. In the event any child of one of my children (grandchild) becomes the beneficiary of a trust hereunder, such trust assets shall continue to be maintained in separate trusts for their benefit, with the principal and accumulated income of that grandchild's trust to be distributed outright and free of trust to each said grandchild (except William Morris Mansell, Jr.), with all such distributions being subject to the provisions of Paragraph F of Article XII herein.

With regard to any trust created under Trust B for William Morris Mansell, Jr., said trust shall be maintained for his benefit during his lifetime, and upon his death, the accumulated income and principal of his separate trust shall vest in his issue, per stirpes, or if he shall die leaving no issue, then the accumulated income and principal shall vest in his siblings, or if any are deceased, to their issue, per stirpes.

C. 4. In the event all of my children die prior to the termination of this trust and leave no surviving issue, then the entire remainder of the trust estates shall be paid outright one-half (1/2) to my heirs-at-law, and one-half (1/2) to my wife's heirs-at-law, determined at that time under the laws of descent and distribution of the State of Mississippi.

ARTICLE X.

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

I direct that the sum provided for in this Article shall be satisfied only out of assets that qualify for the marital deduction under the provisions of the Internal Revenue Code applicable to my

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

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

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

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

Subject to the forgoing, the decision of my Executor as to which assets shall be distributed in satisfaction of the bequest given by this Article; as to whether my estate shall be valued under the optional valuation provisions of the federal estate tax laws; as to which tax elections should be exercised; and as to what

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

Notwithstanding anything contained in this Will to the contrary in the event that the value of the assets of my estate should experience a decrease in value. After my death and prior to any distribution from my estate to the Archie B. Mansell, Jr. Family Trust or this bequest, I direct that this bequest and the said Archie B. Mansell, Jr. Family Trust shall share proportionately such depreciated assets of my estate to the extent necessary to insure that the herein set forth optimum marital deduction and the full estate tax credit available under the laws on effect at my death are allowable in my estate to the extent deemed necessary and advisable by my Executor and to insure that all requirements of the Internal Revenue Code applicable to qualifying property for the marital deduction are met.

ARTICLE XI.

In the event my wife does not survive me, I give, devise and bequeath and direct my Executor to pay over and distribute the rest, residue and remainder of my estate, real and personal, of whatsoever kind or character, not otherwise disposed of herein, and including any bequest or devise that may lapse or be renounced or disclaimed or that may be otherwise ineffective for any reason, to my Trustee in trust to be administered under the terms of the Archie B. Mansell, Jr. Family Trust under Article IX of this will, for the principal benefit of my children and their issue.

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ARTICLE XII.

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

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

B. Neither the principal nor the income of any trust fund, nor any part of same, shall be liable for the debts of any trust beneficiary, nor shall same be subject to seizure by any creditor of any beneficiary, and they shall not have any power to sell, assign, transfer, convey, encumber, or in any manner to anticipate or dispose of their interests in the trust fund, or any part of same.

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

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compelled to pay any part of the income or principal to or for such beneficiary.

This clause shall not apply to the Archie B. Mansell, Jr. Family Trust A, so as to disqualify same as a Qualified S-Corporation Trust.

C. During the minority or incapacity of any beneficiary to or for whom income or principal is authorized or directed to be paid, my Trustee may pay, transfer or assign same in any one or more of the following ways: (a) directly to such beneficiary such amount as it may deem advisable as an allowance; (b) to the guardian of the person or of the property of such beneficiary; (c) to a relative of such beneficiary upon the agreement of such relative to expend such income or principal solely for the benefit of the beneficiary; (d) by expending such income or principal directly for the education, maintenance and health of such beneficiary. My Trustee shall have the power in its uncontrolled discretion to determine whether a beneficiary is incapacitated, and its determination shall be conclusive.

D. The Trustee is specifically authorized and empowered to invest any part or all of the principal of the trust estate in any common trust fund which may be established and operated by and under the control of the Trustee and may combine any trusts created for the benefit of the same beneficiaries herein with substantially similar terms and provisions. This clause shall only apply to the Archie B. Mansell, Jr. Family Trust B.

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

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

With regard to the Archie B. Mansell, Jr. Family Trust B, should any beneficiary of the trust be disabled, incompetent, a debtor in any bankruptcy proceeding, a defendant in any filed or threatened legal proceeding, or in any way incapacitated at the time of any scheduled distribution, the Trustee is authorized in its discretion to withhold such distribution and continue to maintain such trust assets for the benefit of said beneficiary until such condition is removed. My Trustee shall have sole and absolute discretion to determine whether a beneficiary is disabled, incompetent or incapacitated and to determine when such conditions as detailed above have been removed.

G. All trusts created in this Will are private trusts, and the Trustee shall not be required to obtain the order or approval

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of any court for the exercise of any power or discretion herein given. The Trustee shall not be required to return to any court any periodic formal accounting of its administration of the trusts, but said Trustee shall render annual accounts to the income beneficiaries of the trusts. No person paying money or delivering property to the Trustee shall be required to see to its application. Bond shall not be required of the Trustee.

H. Each Trustee hereunder (whether originally designated herein or appointed as successor) shall have the right to resign at any time by giving sixty (60) days written notice to that effect, specifying the effective date of such resignation, to the current income beneficiary or beneficiaries at the time of giving notice. A Successor Trustee may then be appointed by an instrument delivered to such successor, with a copy to the existing Trustee(s), and signed by a majority of the beneficiaries (of legal age) of the trust at that time, other than my wife, (or if any are minors, by the guardian of their persons, other than my wife or a trust beneficiary). Further, the same above stated persons shall have the right at all times to replace any Trustee with or without cause; and further provided that Successor Co-Trustees may be appointed, but in all instances of any Successor Trustee, one (1) such Successor Trustee must always be a federally insured bank with trust powers maintaining an active, separate, functioning trust department with a trust investment department with full investment capabilities; and further provided that no beneficiary, spouse, parent or child of any beneficiary of the trust be named or appointed as Successor Trustee or Co-Trustee.

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

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

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

J. Unless sooner terminated by the provisions of this Will, and notwithstanding the terms of any trust herein, each and every trust created hereby shall come to an end at the expiration of twenty-one (21) years after the death of the last survivor among myself, my wife, and all of my children and their issue who are living at the time of my death, and at the expiration of said time notwithstanding any provision to the contrary herein contained, the Trustee shall pay over to the then living income beneficiaries or if none, then one-half (1/2) to my heirs-at-law and one-half (1/2) to my wife's heirs-at-law at that time computed under the laws of descent and distribution of the State of Mississippi. In other words, notwithstanding any provision of this Will to the contrary, the interest of every beneficiary of any trust created by this Will shall vest within the period prescribed by the Rule Against Perpetuities.

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K. In the event that any corporate trustee shall hereafter merge or consolidate with any other bank or trust company, then the corporation created by such merger or consolidation shall act as Successor Trustee hereunder, provided that such new surviving bank must be a federally insured bank with trust powers maintaining an active, separate, functioning trust department with a trust investment department with full investment capabilities; and in such capacity shall possess and exercise all powers and authority herein conferred on the Trustee named herein.

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

M. Any trust created herein shall be entitled to a proportionate share of the income of my estate commencing with the date of my death. During the administration of my estate and until each trust is established, I authorize the Trustee in the Trustee's discretion to request of my Executor, in which case my Executor shall comply with that request as long as same is practicable, to pay at least annually out of my estate advanced payments of income to the income beneficiaries of such trusts. These payments shall be an amount which in the judgment of the Trustee and Executor, jointly, equals the income which the beneficiaries would receive from the various trusts had each been established.

N. If following my death, the principal of the Archie B. Mansell, Jr. Family Trust estate shall ever be less than \$50,000.00, or otherwise in the discretion of the Trustee there is a detrimental economic reality to maintaining the trust, such trust shall terminate and the assets and any accumulated income therefrom

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shall be distributed free of trust to the income beneficiaries thereof, or if minors, to their legal guardians in the proportions required under the terms thereof.

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

ARTICLE XIII.

I am cognizant that the provisions of the federal Internal Revenue Code (and other applicable laws) in force at the time of my death and applicable to my estate may permit my Executor to elect to claim certain expenses and losses as deductions on certain income, estate, or inheritance tax returns. Thus, I authorize my Executor to elect to claim such expenses and losses as deductions on the particular tax return or returns as my Executor in its sole discretion shall deem advisable, irrespective of whether such expenses and losses may be payable from (or attributable to) income or principal, and my Executor is directed not to make adjustments between income or principal or between the property interests passing to the beneficiaries under my Will which may be substantially affected as a result of my Executor's election under

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this Article. Further, I direct that the property interests determined as the result of my Executor's election under this Article shall be the interest that such beneficiaries will receive. Also, I exonerate my Executor from all liability for any such election and direct that no beneficiary shall have any claim against my Executor or my estate by reason of the exercise of my Executor's judgment in this respect.

ARTICLE XIV.

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

A. To have all of the specific powers set forth in MISS. CODE ANN. §91-9-101 et seq. (1972) as now enacted or hereafter amended.

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

C. To retain any security or other property owned by me at the time of my death, so long as such retention appears advisable, to exchange any such security or property for other securities or properties and to retain such items received in exchange. My Executor and Trustee may presume any securities owned by me at the

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

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

E. To invest and reinvest (including accumulated income) in any property (real or personal) as they may deem advisable, including stock (whether listed or unlisted) and unsecured obligations, undivided interests, interests in investment trusts, legal and discretionary common trust funds, leases, and property which is outside of my domicile, all without diversification as to

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kind or amount without being restricted in any way by any statute or court decision, (now or hereafter existing) regulating or limiting investments by fiduciaries.

F. To register and carry any property in their own name or in the name of their nominee or to hold it unregistered, but without thereby increasing or decreasing their liability as fiduciary.

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

H. Unless inconsistent with other provisions of this instrument, to consider and treat as principal all dividends payable in stock of the issuing corporation, all dividends in liquidation of all "rights" to subscribed to securities of the issuing corporation, and to consider and treat as income all other dividends and rights received (except those declared and payable as of a "record date" preceding my death, which shall be considered and treated as principal).

I. To charge or credit to principal any premiums and discounts on securities purchased at more or less than par.

J. To vote in person or by proxy any stock or securities held, and to grant such proxies and powers of attorney to such person or persons as they may deem proper.

K. To consent to and participate in any plan for the liquidation, any security of which is held.

L. To borrow money (from themselves, including any Trustee's own banking department, individually or from others) upon such terms and conditions as they may determine and to mortgage and pledge estate assets as security for the repayment thereof; and to loan money to any beneficiary of the estate or trust upon such terms as the Executor or Trustee may, in their discretion, determine advisable.

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M. To lease any real estate for such term or terms and upon such conditions and rentals in such manner as they may deem advisable (with or without privilege of purchase), including but not limited to agricultural, commercial, and oil, gas and mineral leases, and any lease so made shall be valid and binding for the full term thereof even though same shall extend beyond the duration of the estate administration or the trust. With regard to mineral rights, to execute contracts, letter agreements, farm-out agreements, operating agreements, division orders, transfer orders, and any and all other related documents as needed in relation thereto. To insure against fire or other risk. To make repairs, replacements and improvements, structural or otherwise, to any such real estate. To subdivide real estate, to dedicate same to public use and to grant easements as they may deem proper.

N. Whenever required or permitted to divide and distribute my estate or any trust herein, to make such distribution (including the satisfaction of any pecuniary bequests) in cash or in specific property, real or personal, or any such property, and to do so without regard to the income tax basis of specific property allocated to any beneficiary; provided that any assets so distributed in kind shall be valued at their federal estate tax values, but in selecting such assets they shall be fairly representative of appreciation or depreciation in value of all property thus available for distribution in satisfaction of such pecuniary bequests. In making distributions, I request (but do not direct) that my Executor or Trustee do so in a manner which will result in the property to be sold to satisfy obligations of my estate or trust having an aggregate income tax basis as close as possible to their aggregate fair market value and, to the extent consistent with this primary objective, do so in a manner which will result in maximizing the increase in basis for federal and state estate and succession taxes attributable to appreciation. I

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also authorize my Executor or Trustee, in their absolute discretion, to make in kind and non-prorata distributions under this Will and trust if practicable.

O. To employ accountants, attorneys, investment advisors, money managers and such agents as they deem advisable, and to grant same discretionary powers, as they may deem advisable; to pay reasonable compensation for their services and to charge same to (or apportion same between) income and principal as they may deem proper.

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

Q. If any individual among the legatees named or provided for under the foregoing provisions of this Will (or under the provisions of any codicil to it hereafter executed by me) shall be a minor at the time of my death, then, and in that event, and notwithstanding any statute or rule of law to the contrary, I authorize my Executor or Trustee to pay or deliver the legacy to which each such minor shall be entitled to the parent or to the legal guardian of such minor or to the person with whom such minor shall then reside, and the receipt of such parent or guardian or person with whom such minor shall then reside shall constitute a full acquittance of my Executor or Trustee with respect to the legacy so paid or delivered, all subject to the provisions for distributions in the trusts contained herein.

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

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

With regard to the Archie B. Mansell, Jr. Family Trust B, since my Trustee is not required to distribute any income, I hereby authorize my Trustee, in its sole and absolute discretion, to decide how much income to distribute or accumulate and I exonerate my Trustee from any liability for additional tax on any trust if it accumulates any income of said trust.

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

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

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

V. In their sole discretion, if they deem practicable, to disclaim on my behalf any interest, in whole or in part bequeathed or devised to me or otherwise inherited by me or my estate; and to exercise and make any and all tax elections of all kinds and


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execute and file any and all necessary tax returns and forms, including, but not limited to a joint income tax return with my wife.

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

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

Y. The power, exercisable in their sole discretion, to make any election permitted under the applicable federal income and estate and gift tax laws and to make such accompanying adjustment between income and principal as they may deem proper. This power includes, but is not limited to, the power to make the election to recognize gain or loss on the distribution of property in kind, as

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now permitted under Section 643(d)(3) of the Internal Revenue Code of 1986, or as permitted in any later codification.

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

a. Upon a generation-skipping transfer which is taxable under Chapter 13, the Trustee shall be fully protected by its decision in good faith (1) to withhold distribution of all or any part of the trust, pending final determination of the Generation-Skipping Transfer Tax (GST); (2) to hold the assets on hand which are subject to an alternate valuation election during the full holding period of such election, or to distribute or otherwise effect disposition of any such assets during such period; and (3) to the extent that the Trustee shall have a choice of dates as of which to value property for GST, or a choice to treat or use an item either as an income tax deduction or a GST deduction, the Trustee may make such choices as it, in its sole discretion, shall deem advisable, regardless of the resulting effect on any other provisions of the trust or on any person interested therein and any person adversely affected by such a choice shall not be entitled to any reimbursement or adjustment by reason thereof.

b. My Trustee is authorized to allocate any portion of my GST exemption available under Section 2631(a) of the Internal Revenue Code, as amended, or under any corresponding state statute, if any, to any property as

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ARCHIE B. MANSELL, JR.

to which I am the transferor, including any property transferred by me during life as to which I did not make an allocation prior to my death.

c. My Trustee is authorized to divide property in the trust with an inclusion ratio as defined in Section 2642(a)(1) of the Internal Revenue Code, as amended, into separate trusts representing two fractional shares of the property being divided, one to have an inclusion ratio of one and the other to have an inclusion ratio of zero.

d. If any trust created under this will provides that a child of mine shall be the income beneficiary thereof and that upon said child's death, the trust shall be distributable to or continue for the benefit of my grandchildren or more remote issue, and be subject upon the death of the income beneficiary to GST, I hereby grant to such income beneficiary a general power to appoint such portion of the principal of the trust upon his or her death as the Trustee shall determine will result in an over-all savings of estate taxes and GST as between the estate of the income beneficiary and the trust or trusts hereunder which would otherwise be subject to the GST at the income beneficiary's death as to such portion of principal. The determination of the Trustee as to such amount will be conclusive and binding upon all persons interested in trust, and I exonerate the Trustee with respect to its good faith determination of the amount. Such power shall be exercisable to and among such person or persons, including his or her estate and the creditors of his or her estate, and in such proportions as the income beneficiary may designate or appoint by will admitted to probate in any jurisdiction.

Archie B. Mansell, Jr.
ARCHIE B. MANSELL, JR.

The power shall be exercisable by the beneficiary only by specific references thereto in the beneficiary's will, and upon his or her failure to appoint, or to the extent the exercise of such power is ineffective, the then remaining principal and income shall be distributed or continue to be held in trust pursuant to the provisions of this Trust.

e. No adjustment shall be made between any interested parties by reason of the operation of said Chapter 13 or elections made by the Trustee thereunder.

f. The GST shall be paid (a) in the case of a direct skip, by the Trustee out of the principal of the trust, (b) in the case of a taxable termination, by the Trustee out of the principal of the trust; and (c) in the case of a taxable distribution, out of the amount or property being distributed.

Z. No powers of the Executor or Trustee enumerated herein or now or hereafter conferred upon executors or trustees or fiduciaries generally shall be construed to enable the Executor or Trustee, or any other person, or entity, to purchase, exchange, or otherwise deal with or dispose of all or any part of the principal or income of the estate or trusts created herein for less than an adequate consideration in money or money's worth or to enable anyone to borrow all or any part of the principal or income of the estate or trusts, directly or indirectly, without adequate interest or security. No person other than the Executor or Trustee shall have or exercise the power to vote or direct the voting of any stock or other securities held in the estate or trusts, either by directing investments or reinvestments or by vetoing proposed investments or reinvestments.

Archie B. Mansell, Jr.

ARCHIE B. MANSELL, JR.

ARTICLE XV.

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

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

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

C. To hire and discharge officers and employees, fix their compensation and define their duties; and similarly to employ, compensate and discharge agents, attorneys, consultants, advisors, accountants and such other representatives as the Executor may deem

Archie B. Mansell, Jr.
ARCHIE B. MANSELL, JR.

appropriate; including the right to employ any beneficiary or my estate in any of the foregoing capacities and to grant same discretionary powers.

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

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

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

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

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

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

J. To sell or liquidate all or any part of any business, including but not limited to real property, at such time and price and upon such terms and conditions (including credit) as the

Archie B. Mansell, Jr.
ARCHIE B. MANSELL, JR.

Executor may determine. The Executor is specifically authorized and empowered to make such sale to any partner, officer or employee of the business (or to any individual executor) or to any beneficiary hereunder.

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

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

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

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

ARTICLE XVI.

I appoint my wife, DORIS M. MANSELL, as Executor of my estate; or if she predeceases me, fails to qualify or otherwise ceases to act, I appoint my son, WILLIAM MORRIS MANSELL, SR. as Successor Executor, or if he predeceases me, fails to qualify or otherwise

Archie B. Mansell, Jr.
ARCHIE B. MANSELL, JR.

ceases to act, I appoint my daughter, JANE MANSELL CHAMBERLAIN as Alternate Successor Executor. I direct that the above-named person(s), or successors thereto, serve in said capacities without the necessity of making bond, inventory, accounting or appraisalment to any court, to the extent that same may be properly waived under the law. However, this waiver shall not prevent my Executor from electing to obtain bond or file such inventory, accounting or appraisalment if it so deems advisable and if so same shall be entitled to reimbursement from the estate for the cost thereof.

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

I appoint as Trustee of all trusts created herein, being the "Archie B. Mansell, Jr. Family Trust A and B", TRUSTMARK NATIONAL BANK of Jackson, Mississippi. I also direct that said Trustee or any and all successors to it serve without the necessity of making bond, inventory, appraisalment or accounting to any court to the extent that same may be properly waived under law. However, this waiver shall not prevent my Trustee from electing to obtain bond or file such inventory, accounting or appraisalment if it so deems advisable and if so it shall be entitled to reimbursement from the estate for the cost thereof.

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

ARTICLE XVII.

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

Archie B. Mansell, Jr.
ARCHIE B. MANSELL, JR.

of its provisions shall be construed upon that assumption. If any legatee or devisee, or beneficiary other than my wife shall die simultaneously with me or under such circumstances as to render it impossible or difficult to determine who predeceased the other, I declare that I shall be deemed to have survived such legatee or devisee, and this Will and all of its provisions shall be construed upon that assumption.

ARTICLE XVIII.

I hereby authorize and empower my wife and my herein-named children or their issue, and all other beneficiaries of my estate, or if any of such beneficiaries are deceased or otherwise incapacitated, their respective executor or executrix, administrator or administratrix, or personal representative or agent, hereunder to disclaim all or any portion of my estate herein provided for them. To be effective, such disclaimer shall be in writing and shall be delivered to my Executor within the period designated by the Internal Revenue Code effective at the date of my death. Any portion of my estate so disclaimed by my said wife shall pass as a part of my estate and be distributed in accordance with the provisions of Article IX; and any portion of my estate so disclaimed by my children, their issue or any other beneficiary of my estate shall be distributed in accordance with the terms of this will, as if said person or persons disclaiming had predeceased me.

I, ARCHIE B. MANSELL, JR., have signed this Will, which consists of thirty-eight (38) pages, on this the 5th day of January, 1993, in the presence of J. Stephen Stubbfield, and Glenn J. Loyola, who attested it at my request.

Archie B. Mansell Jr.
ARCHIE B. MANSELL, JR., Testator

The above and foregoing Will of Archie B. Mansell, Jr., was declared by him in our presence to be his Will and was signed by Archie B. Mansell, Jr., in our presence and at his request and in his presence and in the presence of each other, we the undersigned witnessed and attested the due execution of the Will of Archie B. Mansell, Jr., on this the 5th day of January, 1993.

J. Stephen Hunsfield of 1921 Belkwood Road
Jackson, Ms. 39211
Glenn J. Lingle of 1437 Barnett Bend Cir
Brandon, MS 39042

Archie B. Mansell Jr
ARCHIE B. MANSELL, JR.

-- Page 38 --

STATE OF MISSISSIPPI, COUNTY OF MADISON



I certify that the within Instrument was filed for record in my office this 21st day of May, 2001, at 12:35 o'clock P.M., and was duly recorded on the MAY 21 2001, Book No. 33, Page 532.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

IN THE CHANCERY COURT OF
MADISON COUNTY, MISSISSIPPI

FILED
THIS DATE
MAY 21 2001
STEVE DUNCAN
CHANCERY CLERK
BY *[Signature]*

IN THE MATTER OF THE ESTATE
OF ARCHIE B. MANSELL, JR.

CAUSE NO. 2001-425

PROOF OF WILL

Be it known and remembered that on this 5th day of January, A D., 1993 before me, the undersigned authority, personally came and appeared J. STEPHEN STUBBLEFIELD, one of the subscribing witnesses to that certain instrument of writing purporting and alleged to be the Last Will and Testament of Archie B. Mansell, Jr., bearing date of the 5th day of January, 1993; and he/~~she~~, having first carefully examined and inspected said instrument and the signature thereto, and having been by me first duly sworn, deposed and said that the said Archie B. Mansell, Jr., signed, published and declared said instrument of writing as and for his Last Will and Testament in the presence of this deponent on the day of the date of said instrument; that said Archie B. Mansell, Jr., was then of sound and disposing mind, memory and understanding, and able and competent in law and in fact to make a Will, and at that time was a bona fide resident of Madison County, Mississippi, where he had maintained his fixed place of residence prior to said date; and that said Archie B. Mansell, Jr. was then more than eighteen years of age, and that this deponent and the other witness subscribed said instrument as witness thereto, at the instance and request and in the presence of said testator and in the presence of each other on the date aforesaid.

J. Stephen Stubblefield
J. STEPHEN STUBBLEFIELD, Witness

SWORN TO AND SUBSCRIBED before me by J. STEPHEN STUBBLEFIELD,

this 5th day of January, A.D., 1993.
[Notary Seal]
My Commission Expires: 11-30-95

Jean Middleton
NOTARY PUBLIC

STATE OF MISSISSIPPI, COUNTY OF MADISON



I certify that the within instrument was filed for record in my office this 21st day of May, 2001, at 12:35 o'clock P M., and was duly recorded on the MAY 21 2001, Book No. 33, Page 570.

STEVE DUNCAN, CHANCERY CLERK

BY: *Steve Hill*

FILED
THIS DATE
MAY 21 2001
STEVE DUNCAN
CHANCERY CLERK
BY *Stacey Hill*

IN THE CHANCERY COURT OF
MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF ARCHIE B. MANSELL, JR.

CAUSE NO 2001-425

PROOF OF WILL

Be it known and remembered that on this 5th day of January, A.D., 1993 before me, the undersigned authority, personally came and appeared Glenn J. Lingle, one of the subscribing witnesses to that certain instrument of writing purporting and alleged to be the Last Will and Testament of Archie B. Mansell, Jr., bearing date of the 5th day of January, 1993; and he/she, having first carefully examined and inspected said instrument and the signature thereto, and having been by me first duly sworn, deposed and said that the said Archie B. Mansell, Jr., signed, published and declared said instrument of writing as and for his Last Will and Testament in the presence of this deponent on the day of the date of said instrument; that said Archie B Mansell, Jr., was then of sound and disposing mind, memory and understanding, and able and competent in law and in fact to make a Will, and at that time was a bona fide resident of Madison County, Mississippi, where he had maintained his fixed place of residence prior to said date; and that said Archie B Mansell, Jr. was then more than eighteen years of age, and that this deponent and the other witness subscribed said instrument as witness thereto, at the instance and request and in the presence of said testator and in the presence of each other on the date aforesaid.

Glenn J. Lingle
GLENN J. LINGLE, Witness

SWORN TO AND SUBSCRIBED before me by GLENN J. LINGLE,
this 5th day of January, A.D., 1993.
Joan Maddam
NOTARY PUBLIC
My Commission Expires: 1-30-95

STATE OF MISSISSIPPI, COUNTY OF MADISON



I certify that the within instrument was filed for record in my office this 21st day of May, 20 01, at 12:35 o'clock P M., and was duly recorded on the MAY 21 2001, Book No. 33, Page 571.

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

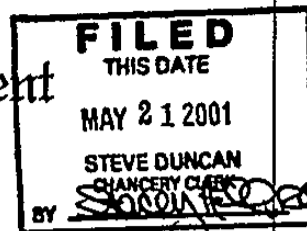
FIRST CODICIL

TO

Last Will and Testament

OF

ARCHIE B. MANSELL, JR.



I, ARCHIE B. MANSELL, JR., an adult resident citizen of Madison County, Mississippi, being over the age of eighteen (18) years and being of sound and disposing mind and memory, do hereby make, publish and declare this to be my First Codicil to the Last Will and Testament heretofore made by me on January 5, 1993, and I do hereby revoke any and all codicils heretofore made by me to my said Last Will and Testament.

I.

I do hereby revoke Article V of my said Last Will and Testament and do hereby substitute in lieu thereof the following as Article V:

ARTICLE V.

I give, devise and bequeath unto my wife, if she survives me, any interest in our personal residence which I may own at the time of my death, including in this devise one-hundred twenty (120) acres surrounding same homestead and used as a part thereof. If my wife does not survive me, said residence and acreage described herein in this Article shall pass to my daughter, JANE MANSELL CHAMBERLAIN.

Except as changed above, in all other respects, I ratify, confirm and republish all of the provisions of my Last Will and Testament of January 5, 1993.

Archie B. Mansell Jr.
ARCHIE B. MANSELL, JR.

I, ARCHIE B. MANSELL, JR., have executed this, my First Codicil to my Last Will and Testament executed by me on the 5th day of January, 1993, which First Codicil consists of two (2) pages, this the 23rd day of September, 1993, in the presence of Raleigh Johnson, and Charles A. Weavers, who attested it at my request.

Archie B. Mansell Jr.
 ARCHIE B. MANSELL, JR., Testator

The above and foregoing First Codicil to the Last Will and Testament of Archie B. Mansell, Jr. was declared by him in our presence to be his First Codicil to his Will and was signed by Archie B. Mansell, Jr. in our presence and at his request and in his presence and the presence of each other, we the undersigned witnessed and attested the due execution of the First Codicil to the Last Will and Testament of Archie B. Mansell, Jr., on this the 23rd day of September, 1993.

Raleigh Johnson of 4483 Hwy 43 N
 427-426-7781 CANTON, MS 39046

Charles A. Weavers of 709 W. Kathey Circle
 597-18-8124 CANTON, MS 39046

cmansell@archie.com

STATE OF MISSISSIPPI, COUNTY OF MADISON



I certify that the within instrument was filed for record in my office this 21st day of May, 2001, at 12:35 o'clock P M., and was duly recorded on the MAY 21 2001, Book No 33, Page 572.

STEVE DUNCAN, CHANCERY CLERK

BY: Stacey Hill D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

FILED
THIS DATE
MAY 21 2001
STEVE DUNCAN
CHANCERY CLERK

IN THE MATTER OF THE ESTATE
OF ARCHIE B. MANSELL, JR.

CAUSE NO. 2001-425

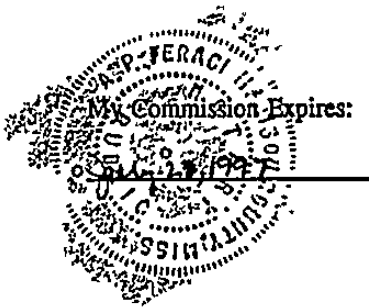
PROOF OF CODICIL

Be it known and remembered that on this 23rd day of September, A.D., 1993, before me, the undersigned authority, personally came and appeared Charles Q. Wilson, one of the subscribing witnesses to that certain instrument of writing purporting and alleged to be the First Codicil to Last Will and Testament of Archie B. Mansell, Jr., said Last Will and Testament bearing date of the 5th day of January, 1993; and said First Codicil executed on this the 22nd day of September, 1993; and having first carefully examined and inspected said instrument and the signature thereto, and having been by me first duly sworn, deposed and said that the said Archie B. Mansell, Jr. signed, published and declared said instrument of writing as and for his First Codicil to Last Will and Testament in the presence of this deponent on the day of the date of said instrument; that said Archie B. Mansell, Jr. was then of sound and disposing mind, memory and understanding, and able and competent in law and in fact to make a Codicil to his Will, and at that time was a bona fide resident of Madison County, Mississippi, where he had maintained his fixed place of residence prior to said date; and that said Archie B. Mansell, Jr. was then more than eighteen years of age, and that this deponent and the other witness subscribed said instrument as witnesses thereto, at the instance and request and in the presence of said testator and in the presence of each other on the date aforesaid.

Charles Q. Wilson
Witness

SWORN TO AND SUBSCRIBED before me by Charles Q. Wilson, this 23rd day of September, A.D., 1993.

[Signature]
NOTARY PUBLIC



STATE OF MISSISSIPPI, COUNTY OF MADISON



I certify that the within instrument was filed for record in my office this 21st day of May, 2001, at 12:35 o'clock P M, and was duly recorded on the MAY 21 2001, Book No. 33, Page 574

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

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

FILED
THIS DATE
MAY 21 2001
STEVE DUNCAN
CHANCERY CLERK
BY Stacey Hill

IN THE MATTER OF THE ESTATE
OF ARCHIE B. MANSELL, JR.

CAUSE NO. 2001-425

PROOF OF CODICIL

Be it known and remembered that on this 23rd day of September, A.D., 1993, before me, the undersigned authority, personally came and appeared Raleigh Johnson, one of the subscribing witnesses to that certain instrument of writing purporting and alleged to be the First Codicil to Last Will and Testament of Archie B. Mansell, Jr., said Last Will and Testament bearing date of the 5th day of January, 1993; and said First Codicil executed on this the 23rd day of September, 1993; and having first carefully examined and inspected said instrument and the signature thereto, and having been by me first duly sworn, deposed and said that the said Archie B. Mansell, Jr. signed, published and declared said instrument of writing as and for his First Codicil to Last Will and Testament in the presence of this deponent on the day of the date of said instrument; that said Archie B. Mansell, Jr. was then of sound and disposing mind, memory and understanding, and able and competent in law and in fact to make a Codicil to his Will, and at that time was a bona fide resident of Madison County, Mississippi; where he had maintained his fixed place of residence prior to said date; and that said Archie B. Mansell, Jr. was then more than eighteen-years of age, and that this deponent and the other witness subscribed said instrument as witnesses thereto, at the instance and request and in the presence of said testator and in the presence of each other on the date aforesaid.

Raleigh Johnson
Witness

SWORN TO AND SUBSCRIBED before me by Raleigh Johnson, this 23rd day of September, A.D., 1993.

A. Feraci
NOTARY PUBLIC



STATE OF MISSISSIPPI, COUNTY OF MADISON



I certify that the within instrument was filed for record in my office this 21st day of May, 2001, at 12:35 o'clock P.M., and was duly recorded on the MAY 21 2001, Book No 33, Page 575

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

2001-45

THE STATE OF TEXAS

313601

BOOK 0033 PAGE 576

COUNTY OF HARRIS

KNOW ALL MEN BY THESE PRESENT:

PROBATE COURT #2

I, JULIUS ASHLEY HAMILTON, of the State of Texas, County of Harris, being over the age of twenty-one (21) years, and being of sound mind and memory, do hereby MAKE, PUBLISH AND DECLARE this as and for my LAST WILL AND TESTAMENT, hereby revoking all former WILLS AND CODICILS by me at any time made.

807815

679-71-1704

I direct that my Independent Executrix, hereinafter named, pay all of my just debts then due out of my Estate as soon after my death as is practicable, including the expense of my last illness and of my funeral. The following bequest are to be made if said amounts remain, AT THE DISCRETION OF THE EXECUTRIX

- Elisabeth Anding \$10,000
- Forest Grove Presbyterian Church \$2,500
- Camden Baptist Church \$2,500

680-62-0621

II

All the rest, residue and remainder of my property, wheresoever the same may be located and of whatsoever the same may consist, including property acquired after the date of this LAST WILL AND TESTAMENT, and whether the same may be real, personal or mixed, I hereby GIVE, DEVISE AND BEQUEATH unto my beloved wife, FRANCES JANE HAMILTON and her heirs forever: provided, however, that in the event my said wife is not living at the time of my death, then I GIVE, DEVISE AND BEQUEATH the said residue of my Estate unto our daughters, DAPHNE ANNE CURRY AND MICHELLE DIONE HAMILTON, and to the surviving offspring of our deceased daughter, MICHAEL SHANE JOHNSON, share and share alike, and to their heirs forever.

III

I hereby NOMINATE, CONSTITUTE AND APPOINT my said wife, FRANCES JANE HAMILTON to be Independent Executrix of my Estate, and I request that no bond or other security be required of her to secure the faithful performance of her duties as such Independent Executrix provided, however, in the event my said wife should not be living at the time of my death, or should be unable to act, or in the event should, after being appointed as such Independent Executrix, then die or become unable to act, or resign, prior to the completion of the administration of my said estate, then in any such events, I NOMINATE, CONSTITUTE AND APPOINT, ELIZABETH ANDING as Independent Executrix of my said Estate, and request that no bond or other security be required of her to secure the faithful performance of her duties as Independent Executrix; provided further, however, if neither my wife nor her sister can serve or continue to serve in such capacity, I NOMINATE CONSTITUTE AND APPOINT DAPHNE ANNE CURRY as Independent Executrix without bond. Said estate is to pay all normal costs associated with the performance of the duties of the Executrix.

Julius Ashley Hamilton
JULIUS ASHLEY HAMILTON

A CERTIFIED COPY

MAR 08 2001

BEVERLY E. KAUFMAN, County Clerk
Harris County, Texas

Cheryl D. Kindell Deputy

CHERYL D. KINDELL

NOV 12 PM 1:54

On this the 17th day of April, A.D. 1995, the foregoing instrument consisting of TWO (2) typewritten pages, including the page on which this attestation clause and the acknowledgment of signatures appears, was SIGNED, PUBLISHED AND DECLARED by JULIUS ASHLEY HAMILTON as and for his LAST WILL AND TESTAMENT in the presence of us, and each of us, and we, at the same time and at his request, have hereunto signed our names as attesting witnesses at

Spring, Texas.
Debbie McCurdy
WITNESS

Linda Scott
WITNESS

679-71-1703

THE STATE OF TEXAS ;
COUNTY OF HARRIS ;

Before me, the undersigned authority, on this day personally appeared JULIUS ASHLEY HAMILTON, known to me to be the Testator and the witnesses, respectively, whose names are subscribed to the annexed or foregoing instrument in their respective capacities, and all of said persons being by me duly sworn, the said JULIUS ASHLEY HAMILTON, Testator, declared to me and to the said witnesses, in my presence that said instrument is his LAST WILL AND TESTAMENT, and that he had willingly made and executed it as his free act and deed for the purposes therein expressed, and the said witnesses, each on his own oath stated to me, in the presence and hearing of the said Testator, that the said Testator had declared to them that said instrument is his LAST WILL AND TESTAMENT, and that he executed same as such and wanted each of them to sign it as a witness, and, upon their oaths, each witness stated further that they did sign the same as witnesses in the presence of the said Testator, and at his request; that he was at that time over twenty-one (21) years of age and was of sound mind; and that each of said witnesses was then at least fourteen years of age.

Julius Ashley Hamilton
JULIUS ASHLEY HAMILTON

680-62-0622

Debbie McCurdy
WITNESS

Linda Scott
WITNESS



Donna Gordon
Notary Public in and for Harris County, Texas
My commission expires 2/14/96

RECORDER'S MEMORANDUM:
At the time of recordation, this instrument was found to be inadequate for the best photographic reproduction because of illegibility, carbon or photo copy, discolored paper, etc. All blockouts, additions and changes were present at the time the instrument was filed and recorded.

A CERTIFIED COPY

ATTEST: MAR 08 2001
BEVERLY B. KAUFMAN, County Clerk
Harris County, Texas

Cheryl D. Kindell
Deputy

CHERYL D. KINDELL

FILED
A 1163
Test

807814

BOOK 0033 PAGE 578

PROBATE COURT 2

OFFICE OF BEVERLY B. KAUFMAN, COUNTY CLERK, HARRIS COUNTY, TEXAS
PROBATE COURTS DEPARTMENT

IN MATTERS OF PROBATE
PROBATE COURT NO. 2
HARRIS COUNTY, TEXAS

§
§
§
§
§

DOCKET NO. 313,601

680-62-0620

STYLE OF DOCKET: ESTATE OF JULIUS ASHLEY HAMILTON,
DECEASED

TESTIMONY FOR SELF PROVEN WILLS

On May 3rd, 2000, personally appeared in open Court
Warren Y. Pennington, Attorney of 4900 Bissonnet, Suite #101, Bellaire, Tx. 77402-0548
who being duly sworn, deposes and says:

That on January 19, 2000, the said Julius Ashley Hamilton
died in the County of Harris, State of Texas

That he had his domicile in Harris County, Texas, at and before his death;

That he died without having revoked the Will dated April 7, 1993 so far as known to Affiant;

That no child or children were born to or adopted by the deceased subsequent to the execution of said Will;

That the testator was not divorced after signing and publishing said Will;

That four (4) years have not elapsed between the death of Testator and the filing in this Docket of application for probate of said Will.

FILED
NO MAY -3 AM 11:58
COUNTY CLERK
HARRIS COUNTY

Warren Y. Pennington
WITNESS
Warren Y. Pennington
4900 Bissonnet, Suite # 101
Bellaire, Texas 77402-0548
ADDRESS

SWORN TO AND SUBSCRIBED in open Court, before me, on May 3, 2000



BEVERLY B. KAUFMAN, Clerk
Probate Court No. 2
Harris County, Texas

Steven S. Hahn
Deputy

FORM NO. CC-D-02-03-77 (Rev. 03/94)

A CERTIFIED COPY

ATTEST MAR 08 2001
BEVERLY B. KAUFMAN, County Clerk
Harris County, Texas

Cheryl D. Kindell
Deputy
CHERYL D. KINDELL

CFPA
A
88
Pw at

OFFICE OF BEVERLY B. KAUFMAN, COUNTY CLERK, HARRIS COUNTY, TEXAS PROBATE COURT 2
PROBATE COURTS DEPARTMENT

807816

IN MATTERS OF PROBATE

DOCKET NO. 313,601

680-62-0623

PROBATE COURT NO. 2

HARRIS COUNTY, TEXAS

STYLE OF DOCKET: ESTATE OF JULIUS ASHLEY HAMILTON, DECEASED

DECREE ADMITTING WILL TO PROBATE

On this day the court heard the application of Frances Jane Hamilton for probate of the Last Will and Testament (the "Will") of Julius Ashley Hamilton, deceased, (the "Decedent"); and it appearing to the Court that notice of the filing of said application to probate has been provided in the manner and for the length of time required by law; that Decedent died on the 19th day of January, 2000. Also, that Decedent was domiciled and had his/her residence and principal estate at death situated in Harris County, Texas; that four years has not elapsed since Decedent's death and prior to this application being filed; that the Will dated April 7, 1993 was executed when Decedent was of legal age and of sound mind; that the Will was executed by the Decedent with all the formalities and solemnities required by law; that the Will was never revoked; that no child or children were born to or adopted by the Decedent after the execution of the Will; that Decedent was never divorced; that no contest or objection to the admission of this Will to probate has been filed; and that this Court has jurisdiction and venue.

It also appears from said Will that Frances Jane Hamilton was named Independent Executrix of said Will without bond and that said Will provided that no action be taken in this Court other than the probating of said Will and filing of an inventory, appraisal and list of claims of this estate.

It is, therefore, ORDERED, ADJUDGED and DECREED that said Will dated April 7, 1993 is admitted to probate as the Last Will and Testament of said Decedent and the clerk is hereby ORDERED to record in the official records said Will and the testimony of the witness for the purpose of establishing said Will.

It is further ORDERED that Frances Jane Hamilton is appointed Independent Executrix and that the County Clerk issue Letters Testamentary to the said individual(s) without bond, upon taking an oath as required by law.

It is further ORDERED that the appointment of an appraiser of said estate is waived at this time; that upon the return of an inventory, and list of claims of said estate, and the payment of costs of Court, this estate shall be dropped from the court's active docket.

Signed this 2nd day of May, 2000.

FILED
00 MAY -3 AM 11:00
COUNTY CLERK
HARRIS COUNTY, TEXAS

W. L. Wood

Judge, Probate Court No. 2

A CERTIFIED COPY
ATTEST: MAR 08 2001
BEVERLY B. KAUFMAN, County Clerk
Harris County, Texas
Cheryl D. Kindell Deputy
CHERYL D. KINDELL

IN MATTERS OF PROBATE

PROBATE COURT NO. 2

HARRIS COUNTY, TEXAS

DOCKET NO. 313,601

ESTATE OF: JULIUS ASHLEY HAMILTON
DECEASED


LETTERS TESTAMENTARY

KNOW ALL MEN BY THESE PRESENTS THAT IT IS HEREBY CERTIFIED:

1. ON MAY 3, 2000, FRANCES JANE HAMILTON WAS DULY APPOINTED BY ORDER OF SAID COURT AS INDEPENDENT EXECUTRIX OF THE LAST WILL OF JULIUS ASHLEY HAMILTON, DECEASED;
2. ON MAY 8, 2000, SAID INDEPENDENT EXECUTRIX QUALIFIED AS THE LAW REQUIRES;
3. INsofar AS THE RECORDS IN MY OFFICE SHOW, SAID INDEPENDENT EXECUTRIX, IS STILL ACTING IN SAID CAPACITY.

WITNESS MY HAND AND SEAL OF SAID COURT, AT HOUSTON, TEXAS, ON MARCH 8, 2001.

BEVERLY B. KAUFMAN, CLERK
PROBATE COURT NO. 2
HARRIS COUNTY, TEXAS


ALYSTAN L. RANDALL
DEPUTY COUNTY CLERK

No. 150795/ALR

DROP
CAUSE NO. 313,601

827299
H.C.
DROP

ESTATE OF
JULIUS A. HAMILTON,
DECEASED

IN PROBATE COURT NO. 2
OF
HARRIS COUNTY, TEXAS

ORDER

ON THIS day, it having been brought to the attention of this Court that the above entitled and numbered estate should be dropped from the Court's docket,

It is hereby **ORDERED, ADJUDGED and DECREED** that the Clerk is hereby authorized and directed to drop the aforementioned estate from this Court's active docket.

It is **FURTHER ORDERED** that all costs incident with the filing of this order are hereby waived.

SIGNED this 25 day of MAY, 2000.

Mike Wood

MIKE WOOD
Judge, Probate Court No. 2
Harris County, Texas

WFA

FILED
00 JUN -1 AM 11:49
COUNTY CLERK
HARRIS COUNTY TEXAS

A CERTIFIED COPY
MAR 08 2001
BEVERLY B. KAUFMAN County Clerk
Harris County, Texas

Cheryl D. Kindell Deputy
CHERYL D. KINDELL

CONGRESSIONAL CERTIFICATE

THE STATE OF TEXAS §
COUNTY OF HARRIS §

I, MIKE WOOD, a presiding Judge of one of the Probate Courts of Harris County, Texas do hereby certify that the following attestation and certificate of BEVERLY B. KAUFMAN, is in due form of law, and that the said BEVERLY B. KAUFMAN, is now, and was, at the time of making said certificate and attestation, the Clerk of the Probate Courts in and for Harris County, Texas; that she is the proper officer to make such certificate and attestation; that her signature thereto is genuine, and that as such Clerk of the Probate Courts, she is the sole custodian of papers, documents, records and seal pertaining to said Court.

IN TESTIMONY WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF SAID COURT, at my office in the Harris County Courthouse, Houston, Texas, on

MARCH 8, 2001

[Handwritten signature of Mike Wood]

Judge, Probate Court, Harris County, Texas

THE STATE OF TEXAS §
COUNTY OF HARRIS §

I, BEVERLY B. KAUFMAN, Clerk of the Probate Courts in and for Harris County Texas do hereby certify that the HONORABLE MIKE WOOD, whose genuine signature appears on the foregoing certificate is now, and was, at the time of signing said certificate, a presiding Judge of one of the Probate Courts of Harris County, Texas, duly commissioned and qualified in accordance with the laws of the State of Texas, and that said attestation is in due form of law. I further certify that the attached is a true and correct copy of the

2 LETTERS, TESTIMONY, WILL, ORDER, AND DROP ORDER

in Cause No. 313601 the Estate of JULIUS ASHLEY HAMILTON as the same appears on file and of record in my office.

IN TESTIMONY WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF SAID COURT, at my office in the Harris County Courthouse, Houston, Texas, on

MARCH 8, 2001

[Handwritten signature of Beverly B. Kaufman]

Clerk, Probate Courts, Harris County, Texas

Form No. CC-D-02-03-154 (R-03/94)

STATE OF MISSISSIPPI, COUNTY OF MADISON



I certify that the within instrument was filed for record in my office this 23rd day of May, 2001, at 1:30 o'clock P.M., and was duly recorded on the MAY 23 2001, Book No. 33, Page 576.

STEVE DUNCAN, CHANCERY CLERK

BY: [Handwritten signature of Steve Duncan] D.C.

#2001-441

LAST WILL AND TESTAMENT
OF
EMMETT HENRY KRAUSE, JR.

FILED
THIS DATE
MAY 25 2001
STEVE DUNN
CHANCERY CLERK

I, EMMETT HENRY KRAUSE, JR., an adult resident citizen of Ridgeland, Madison County, Mississippi, being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all other wills and codicils heretofore made by me.

ITEM I.

I appoint my wife, SHERI JANE RONE KRAUSE, as Executor of my Estate under this Will I direct my Executor to pay all of my just debts and obligations which may be probated, registered and allowed against my estate as soon as may be conveniently done

ITEM II.

My wife's name is SHERI JANE RONE KRAUSE, and she is sometimes referred to herein as "my wife." I have three (3) children now living and they are:

- EMYLEE HAYS KRAUSE HELMS ("EMYLEE"), born February 3, 1958;
- MICHAEL HENRY KRAUSE ("MICHAEL"), born June 8, 1962; and
- MARK HAROLD KRAUSE ("MARK"), born May 6, 1969.

They are herein referred to as "my children."

Emmett Henry Krause, Jr.

EMMETT HENRY KRAUSE, JR.

ITEM III.

I devise and bequeath to my wife, SHERI, 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 son, MARK HAROLD KRAUSE. If he is not living at the time of my death, I devise and bequeath my interest in our home to my then living children in equal shares.

ITEM IV.

A. I give and bequeath to my wife, SHERI, if she survives me, my automobiles, clothing, books, jewelry, sport equipment and other personal effects. If my wife does not survive me, I bequeath my automobiles and all of my jewelry to my son, MARK, and all of the remaining items of my personal property to my children, MICHAEL and EMYLEE, in equal shares.

B. I may leave a separate memorandum containing directions for the specific disposition to be made of certain of the assets bequeathed under this Item. In such event, the provisions of that memorandum shall be given the same legal effect as if included in this Will and the assets described therein shall be distributed to the named beneficiaries.

ITEM V.

A. I give and bequeath to my wife, SHERI, if she survives me, all of my interest in the furniture, furnishings, ornamental decorations, silverware, china, pictures, linens, glassware and the like located in our home. If my wife does not survive me, I give and bequeath to my son, MARK, any of the said contents of our home that he may choose. I then give and bequeath any remaining items to my children, MICHAEL and EMYLEE, in equal shares.

B. I may leave a separate memorandum containing directions for the specific disposition to be made of certain of the assets bequeathed under this Item. In such event, the provisions of that memorandum shall be given the same legal effect as if included in this Will and the assets described therein shall be distributed to the named beneficiaries.



EMMETT HENRY KRAUSE, JR.

ITEM VI.

A. I give, devise and bequeath all the rest and residue of my estate to my wife, SHERI, if she survives me.

B. If my wife shall not survive me, then I give, devise and bequeath the residue of my estate in the following manner:

1. Seventy-five percent (75%) to my son, MARK;
2. Ten percent (10%) to my son, MICHAEL; and
3. Fifteen percent (15%) to my daughter, EMYLEE.

C. If one (or more) of my children is not living at the time this distribution is required, my deceased child's share of my estate shall be distributed to my deceased child's then living children, in equal shares. If my deceased child leaves no surviving children, his or her share of my estate shall be distributed to my other children, in equal shares per stirpes.

D. In the event all of the persons and classes designated as beneficiaries of my estate predecease me, the assets of my estate 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.

ITEM VII.

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 that assumption, irrespective of any provisions of law establishing a contrary presumption or requiring survivorship as a condition of taking property by inheritance.



EMMETT HENRY KRAUSE, JR.

ITEM VIII.

A. In the event my wife, SHERI, is or becomes unable or unwilling to serve as my Executor, I appoint my son, MARK HAROLD KRAUSE, presently residing in Memphis, Tennessee, to serve as my successor Executor. All rights, powers, duties and discretions granted to or imposed upon my Executor shall be exercisable by and imposed upon any successor Executor or Administrator. Where used throughout this Will, the terms "Executor" and "Administrator" may be used interchangeably and shall apply to whoever may be serving as personal representative of my estate, whether one or more than one.

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

C. 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.

D. 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.

E. 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 is also authorized to renew any indebtedness I may have incurred during my lifetime where my Executor deems such action to be in the best interest of my estate. My Executor shall not be required to pay or otherwise satisfy any 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 property at its value net of any such loan.

Emmett Henry Krause Jr

EMMETT HENRY KRAUSE, JR.

F. I further nominate and appoint my Executor herein named to petition the proper Court and to take all necessary action to effect an ancillary administration covering any property I may own in any other state. I direct that no bond or other security shall be required of my Executor named herein, nor shall my Executor be required to file an inventory or accounting with any court in any foreign jurisdiction. If the laws of any foreign jurisdiction in which I may own property require that a resident of that state serve as Executor or Administrator in any ancillary proceeding by my estate, my Executor shall have the power and right to select and designate a proper party resident of the foreign jurisdiction involved to serve with the Executor of my estate as Co-Administrators. In such event, the Co-Administrators shall not be required to post any bond or other security or file any accounting or inventory with any court in the foreign jurisdiction.

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

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

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

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


EMMETT HENRY KRAUSE, JR.

IN WITNESS WHEREOF, I have hereunto set my hand and seal to this my Last Will and Testament, consisting of 6 pages on the 31st day of December, 2000.

Emmett Henry Krause Jr
EMMETT HENRY KRAUSE, JR.

WITNESSES:

Charles B. Smith
H. Mitchell Cowell

ATTESTATION

We, the undersigned, as subscribing witnesses, do hereby acknowledge and affirm that the foregoing written instrument was exhibited to us by EMMETT HENRY KRAUSE, JR. 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 31 day of December, 2000.
December RBC

Charles B. Smith
H. Mitchell Cowell

PROOF OF WILL

STATE OF MISSISSIPPI

COUNTY OF MADISON

We, Edward A Butler and H. Mitchell Cowen on oath state that we are the subscribing witnesses to the attached written instrument dated on the 31st day of December, 2000, which has been represented to us to be the Last Will and Testament of EMMETT HENRY KRAUSE, JR., who indicated to us that he is a resident of and has a fixed place of residence in the City of Ridgeland, County of Madison, State of Mississippi. On the execution date of the instrument, the Testator, in our presence and in the presence of each of us, signed the instrument at the end thereof and declared the instrument to be his Will, and requested that we attest to the execution thereof whereupon, in the presence of the Testator and in the presence of each other, each of us signed our respective names as attesting witnesses. At the time of the execution of the instrument, the Testator was over eighteen (18) years of age, and in our opinion was of sound mind, in full possession of his mental faculties, and acting without undue influence, fraud or restraint.

DATED this 31st day of December, 2000.

Edward A. Butler
Signature of Witness
133 RICHARDSON RD.
Street Address
RIDGELAND, MS. 39157
City and State

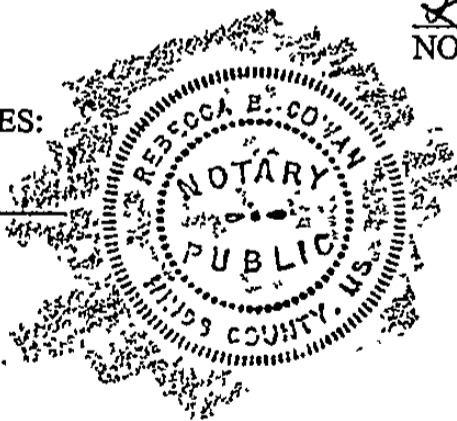
H. Mitchell Cowen
Signature of Witness
157 Richardson Road
Street Address
Ridgeland, MS 39157
City and State

Subscribed and sworn before me on this the 31st day of December, 2000.

Rebecca B Cowan
NOTARY PUBLIC

MY COMMISSION EXPIRES:

4/22/02



STATE OF MISSISSIPPI, COUNTY OF MADISON



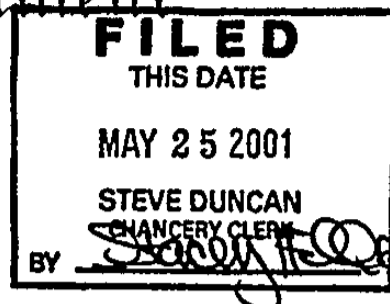
I certify that the within instrument was filed for record in my office this 25th day of May, 2001, at 1:15 o'clock P. M., and was duly recorded on the 25th day of May, 2001, Book No. 33, Page 583.

STEVE DUNCAN, CHANCERY CLERK

BY: Karen Supp D.C.

Last Will and Testament

#2001-438



OF

SARAH FRANCES PHILLIPS FRIZSELL

I, SARAH FRANCES PHILLIPS FRIZSELL, an adult resident citizen of Madison County, Ridgeland, Mississippi, being of sound and disposing mind, memory and understanding and fully able and competent to make a will, and not under the restraint and influence of any person do hereby make, declare, and publish this to be my last will and testament, hereby revoking any and all other wills and codicils heretofore made by me.

I am married to WILLIAM FARISH FRIZSELL who is also referred to herein as "my husband." We have no children born of our marriage, but my said husband has one (1) son, WILLIAM THOMAS FRIZSELL, by a previous marriage, who may be referred to herein as "my step-son" or "my step-child", and he has two (2) children, and they are as follows:

INITIALED FOR IDENTIFICATION

S.F.P.F.

S.F.P.F.

a son, Chad Joseph Frizzell, who was born on June 1, 1978; and

a son, William Christopher Frizzell, who was born on June 1, 1984.

I have two (2) children by a previous marriage, who may be referred to as "my son", "my daughter", "my child" or "my children", and they are as follows: a son, THOMAS ELLIOTT DAME III, who is single and has no children, and a daughter, SYLVIA DAME GUNTER, who is married and has three (3) children, and they are as follows:

a son, John Charles Gunter, who was born on September 4, 1964;

a son, David Robert Gunter, who was born on March 13, 1968; and

a daughter, Elizabeth Shannon Gunter, who was born on November 13, 1972.

All of the above mentioned persons are now living at the time of the execution of this last will and testament and they now comprise the members of my immediate family. The word "descendants" as used in this will shall include any person hereafter born to any of my descendants or to any descendants of my said husband. Each of the words "child", "children", "step-son", "step-child", "step-children" and "descendants" shall be deemed to include an adopted child or

INITIALED FOR IDENTIFICATION

S.F.P.F.

S.F.P.F.

adopted children, irrespective of any provisions of law establishing a contrary.

ARTICLE I.

I appoint my brother, DONALD E. PHILLIPS, as Executor of this my Last Will and Testament. If my said brother should predecease me or is unable or unwilling to serve in such capacity, then I appoint my husband, WILLIAM FARISH FRIZSELL, to serve as Successor Executor. My Executor shall not be required to enter into any bond to insure the faithful performance of his duties, nor be required to return to any Court any formal appraisal, inventory or accounting, including final accounting, of the administration of my Estate.

The terms "Executor", "Executrix" and "Administrator" may, where used in this Will, be used interchangeably and shall apply to whomever may be serving as personal representative of my estate and to any Successor Executrix or Administrator.

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

INITIALED FOR IDENTIFICATION

S.F.P.F.

S.F.P.F.

ARTICLE II.

I direct my Executor to pay all expenses of my last illness, funeral, the debts properly probated against my estate, and the cost of administration of my estate, as well as, all federal and state estate, inheritance, succession and transfer or other death taxes which are assessed on account of life insurance proceeds or other property which shall be included in my gross estate, whether or not included in my estate for probate purposes, out of my residuary estate.

ARTICLE III.

I may leave a memorandum, written in my own handwriting, signed and dated, directing disposition of certain household property, automobiles, trucks, jewelry, china, silverware, furniture, pictures, furnishings, appliances, tools, equipment and supplies, books, ornaments, works of art and personal effects. My Executor shall carry out the directions of such memorandum. If I leave such memorandum covering some of these types of items, but not all, or if I leave no such memorandum, any of these types of items not disposed of by such memorandum I give and bequeath to my husband, WILLIAM FARISH FRIZSELL.

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S.F.P.F.

S.F.P.F.

If my said husband shall not survive me, I bequeath to my step-son and my children named on page 1 of this will, who are living at the time of my death, all of the above described personal property owned by me or in which I shall have any interest at the time of my death, which is not covered by a memorandum as mentioned above. It is my wish that each of them will select the items that they shall prefer to the extent that they will agree about the selections; otherwise, my Executor shall determine the approximate equal distribution to be made, by lot or other method of division deemed to be fair and practical and the Executor's determination shall be conclusive and binding on the legatees.

ARTICLE IV.

I give, devise and bequeath all of the rest, residue and remainder of my property of every kind and description, real and personal, tangible and intangible, wheresoever situated and howsoever held, including lapsed legacies and devises, and whether acquired before or after the execution of this Will, to my husband, WILLIAM FARISH FRIZSELL, if he survives me.

INITIALED FOR IDENTIFICATION.

S. J. P. F.

S. F. P. F.

ARTICLE V.

A. In the event I am predeceased by my said husband, I give, devise and bequeath all of the rest, residue and remainder of my property of every kind and description, real and personal, tangible and intangible, wheresoever situated and howsoever held, including lapsed legacies and devises, and whether acquired before or after the execution of this Will as follows: one-fourth (1/4) to SYLVIA DAME GUNTER; one-fourth (1/4) to THOMAS ELLIOTT DAME III; one-fourth (1/4) to WILLIAM THOMAS FRIZSELL; and one-fourth (1/4) to my brother, DONALD E. PHILLIPS, as Trustee, to be held in trust for the benefit of CHAD JOSEPH FRIZSELL and WILLIAM CHRISTOPHER FRIZSELL until each reaches the age of twenty four (24) years, at which time the balance of his share shall be distributed to him outright, free of any trust.

During the term of this trust, the Trustee shall distribute to or for the beneficiary's benefit income or principal of the trust as the Trustee in his discretion shall determine to be necessary for his education, maintenance and health, including any hospital or other institutional care and for the maintenance of his accustomed standard of living at the time of my death keeping in mind the size of the trust principal, the financial condition of the trust, and the funds and resources available to him from other

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S.F.P.F.

S.F.P.F.

sources. Any income not distributed shall be accumulated and reinvested.

B. If my step-son or a child of mine has died, his or her share shall be distributed to his or her living descendants, per stirpes, if any, and if none, then to the other then surviving children or step-son of my husband and I, in equal shares, but if WILLIAM THOMAS FRIZSELL becomes entitled to a distribution under the provisions of this Paragraph, one-half (1/2) of his share shall be distributed to DONALD E. PHILLIPS as Trustee for CHAD JOSEPH FRIZSELL and WILLIAM CHRISTOPHER FRIZSELL under the same terms and conditions as provided for them in Paragraph A above, but if the said Chad Joseph Frizsell or William Christopher Frizsell is above the age of twenty-four (24) years, then his share shall be distributed to him outright, free of any trust.

ARTICLE VI.

A. Neither the income nor the principal of the trusts created hereunder shall be alienable by any beneficiary either by assignment or by any other method and the same shall not be subject to be taken by his or her creditors by any process whatsoever.

B. Payments of income and principal for a beneficiary may be paid, in the discretion of the Trustee, directly to such beneficia-

INITIALED FOR IDENTIFICATION

S.F.P.F.

S.F.P.F.

ry without the intervention of any legal guardian or conservator, to a relative of such beneficiary for use on such beneficiary's behalf, or to the legal guardian or conservator of such beneficiary; or may be expended directly by the Trustee for the maintenance, support and education of such beneficiary; and such payment or expenditure shall, in each instance, be a full acquittance to the Trustee.

ARTICLE VII.

A. Any provision of this will to the contrary, notwithstanding, the Trustee shall have the discretionary power to terminate any separate trust created by this instrument whenever the continued management thereof is no longer economical because of the small size of such trust, taking into consideration financial or other special advantages to the beneficiary or beneficiaries of continuing the trust estate. Upon the termination of any trust estate, the then remaining corpus and undistributed income shall be distributed outright and free of trust to the beneficiaries thereof, to a custodian named for a beneficiary under a Mississippi Uniform Transfers to Minors Act, or to the beneficiaries' legal representatives in proportion to their respective interests in the trust or share at the time of such termination. Upon such

INITIALED FOR IDENTIFICATION

S.F.P.F.

S.F.P.F.

distribution and delivery, the said trust or share shall terminate and the Trustee shall not be liable or responsible to any person or persons whomsoever for so acting. The Trustee shall not be liable for failing or refusing at any time to terminate the trust or a share thereof as authorized by this paragraph.

B. Notwithstanding any provision herein to the contrary, the Trustee may, without any liability to anyone for so doing or for not so doing, retain in trust for the benefit of any beneficiary, any distribution otherwise required to be made to such beneficiary, if in the Trustee's sole discretion such beneficiary is, at the time the distribution would otherwise be required, involved in a lawsuit, addicted to alcohol, drugs, or other chemical substances, is a party to a pending divorce or marital separation proceeding, is in bankruptcy, has judgments pending, or is currently under suit or collection proceedings by creditors, whether or not such beneficiary is in bankruptcy proceedings. As and when the Trustee believes the beneficiary whose distribution was delayed has recovered from, has resolved, or has been relieved of such condition, the Trustee may in its sole discretion, without any liability to anyone for so doing, then make distribution to such beneficiary of the distribution which was delayed by the Trustee in accordance with this provision.

INITIALED FOR IDENTIFICATION

S.F.P.F.

S.F.P.F.

ARTICLE VIII.

The 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 or discretions, but it may seek the aid of the court at its discretion. The Trustee shall not be required to enter into any bond or to file with any court a formal inventory, appraisement or accounting of the Trustee's administration. The Trustee shall render annual accounts to the beneficiaries or to the beneficiary's Guardian of each trust.

ARTICLE IX.

If my husband, WILLIAM FARISH FRIZSELL, shall die simultaneously with me or under such circumstances as to render it impossible or difficult to determine who predeceased the other, I direct that I shall be deemed to have survived him. The provisions of my will shall be construed upon this assumption notwithstanding the provisions of any law establishing a different presumption of order of death or providing for survivorship for a fixed period as a condition of inheritance of property.

INITIALED FOR IDENTIFICATION

S. J. P. F.

S.F.P.F.

ARTICLE X.

The Trustee of the Trusts provided for in this Will may resign at any time by giving written notice, specifying the effective date of resignation to the beneficiaries of such trusts. The notice may be made by personal delivery or sent by registered mail. In the event that my brother, DONALD E. PHILLIPS, the original Trustee named herein, shall resign or shall be unable or unwilling to serve or shall for cause be removed, a Successor shall be appointed as Successor Trustee by the Chancery Court of Madison County, Mississippi upon the petition of any interested party. The resigning or removed Trustee shall deliver all trust assets to the Successor Trustee on the effective date of such resignation or removal, and shall, within sixty (60) days of such date, submit a full and final accounting to the Successor Trustee and to the beneficiaries of such trust. Any Successor Trustee shall be vested with all of the rights, power, duties and discretions conferred upon the original Trustee.

ARTICLE XI.

In the administration of my estate and trusts provided for herein, I give and grant to my Executor and the Trustee and their successors all of the powers and discretions given Trustees under

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statutes of the Uniform Trustees' Powers Law of Mississippi as set forth in the Miss. Code Ann. (1972), and any additional powers and discretions as may result from subsequent legislation. No legislation subsequent to the date of the execution of this will shall reduce or limit these powers and discretions.

In addition to the powers afforded to my said personal fiduciaries by the aforesaid statutes of the Miss. Code Ann. (1972), which statutes are hereby adopted by reference thereto, I specifically give and grant to my fiduciaries the continuing, absolute, discretionary power to deal with any property, real or personal, held in my estate, as freely as I might in the handling of my own affairs. This shall include the power to sell and transfer any interest I may own in a home or any real estate or personal property of any kind including my personal effects and household goods without prior or subsequent approval of any judicial authority. My fiduciaries shall also have the following powers:

A. To retain, or invest in assets in the form of securities of any bank or financial institution and to participate in any buy-sell stock redemption or other corporate agreements to which I shall be a party and to invest trust assets in any investment account, common trust fund, mutual fund or other investment vehicle

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offered, sponsored, or advised for a fee by any bank or financial institution, or by any successor or assign, and any such successor's or assign's subsidiaries, parents or affiliates. This authority shall apply to banks or financial institutions that might become a successor trustee.

B. To borrow money from any financial institution or any individuals, 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 my estate and any trust established by this will; and to pledge any securities or other assets as security for such loan. This authority shall apply to banks or financial institutions that might become a successor trustee.

ARTICLE XII.

No persons dealing with the fiduciaries hereunder shall be obligated to see to the application of any moneys, securities, or other property paid or delivered to them, or to inquire into the expediency or propriety of any transaction or the authority of such fiduciaries to enter into and consummate the same upon such terms as they may deem advisable.

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ARTICLE XIII.

The fiduciaries named herein, both my Executor and Trustee, shall be entitled to reasonable and normal fees for their services and they are hereby also fully empowered to engage the services of attorneys, accountants, or others capable of rendering services in pursuance of the administration of my estate and the trusts herein.

IN WITNESS WHEREOF, I, SARAH FRANCES PHILLIPS FRIZSELL, have hereunto subscribed my name to this, my Last Will and Testament consisting of 15 pages, in the presence of two (2) witnesses, who have attested the same in my presence, and at my request and in the presence of each other, on this the 30th day of July, 1997.

Sarah Frances Phillips Frizsell
SARAH FRANCES PHILLIPS FRIZSELL

WITNESSES:

Myra Ritchie

[Signature]

ATTESTATION

We, MYRA Ritchie and Lowell F. Stephens, the subscribing witnesses to the above and foregoing last will and testament of SARAH FRANCES PHILLIPS

FRIZSELL, certify that the said Testatrix declared to us that the above and foregoing instrument is her true last will and testament and that she especially requested us to act as subscribing and attesting witnesses thereto; that said Testatrix signed said instrument in our presence on the day and year therein mentioned; that we signed said instrument as attesting witnesses on said day and year in the presence of said Testatrix, and in the presence of each other; and that to the personal knowledge of each of us the said Testatrix was at such time above the age of eighteen (18) years and of sound and disposing mind, memory and understanding.

This the 30th day of July, 1997.

Myra Ritchie
Address 360 Hanley Circle
Brandon, MS 39042

[Signature]
Address 1750 Pinehaven Dr.
Clinton, MS 39056

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STATE OF MISSISSIPPI, COUNTY OF MADISON



I certify that the within instrument was filed for record in my office this 26th day of May, 2001, at 1:00 o'clock P.M., and was duly recorded on the MAY 25 2001, Book No. 33, Page 590.

STEVE DUNCAN, CHANCERY CLERK

BY: [Signature] D.C.