

Arene A. Tompkins
Witness

221 Pear Orchard Rd
Ridgeland Ms 39157
Address

Sue T Winstead
Witness

233 Church St
Madison, Ms. 39110
Address

SWORN TO AND SUBSCRIBED BEFORE ME, this the 15th day of July, 1998.

Nannie Lou Morgan
Notary Public

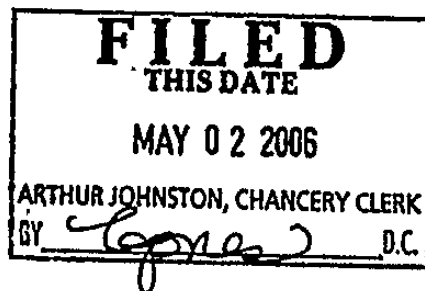


My Commission Expires Aug. 6, 2000

Harris H. Barnes, III (MSB 2018)
BARNES, BROOM, DALLAS and McLEOD, PLLC
Attorneys at Law
Post Office Box 13956
Jackson, Mississippi 39236-3956
Telephone: (601) 981-6336
ATTORNEY



IN THE CHANCERY COURT
OF
MADISON COUNTY, MISSISSIPPI



ESTATE OF LOUISE LACY WALDROM
DECEASED

NO. 2006-366

AFFIDAVIT

STATE OF MISSISSIPPI
COUNTY OF Hinds

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Rebecca W. Dixon, the "Affiant" personally known to me who, after being first duly sworn, states on oath as follows:

1. That Affiant is the Executor of the Estate of Louise Lacy Waldrom, Deceased, and is the daughter of the deceased.
2. That Affiant has made reasonably diligent efforts as required by Section 91-7-145 of the Mississippi Code of 1972, Annotated, to identify persons having claims against the estate but have identified no such persons.

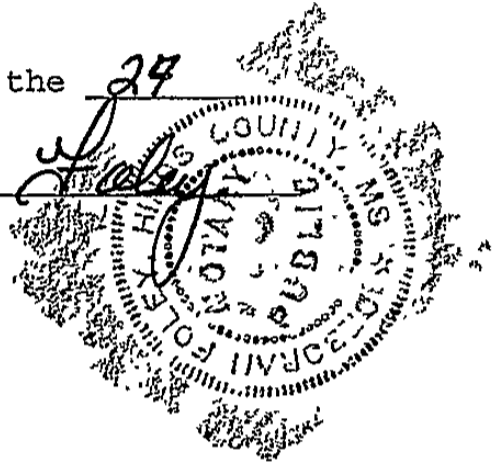
3. That Affiant further states that she has found no claimant to be forwarded a notice by mail before publication of the Notice to Creditors in the estate proceeding.

Rebecca W. Dixon
Rebecca W. Dixon

Executor of the Estate of
Louise Lacy Waldrom,
Deceased

Sworn to, and Subscribed before me, this the 29
day of April, 2006.

Alborah L. Lacey
Notary Public



My Commission expires:
MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES JUNE 9 2011
~~BONDED THRU STEGALL NOTARY SERVICE~~

J. Larry Lee
151 East Griffith St.
Jackson, MS 39201
(601) 925-7134
#1149

MADISON COUNTY, MS This instrument was
filed for record May 2, 2006

Book 46 Page 108
ARTHUR JOHNSTON, CC
BY A. Jones DC



LAST WILL AND TESTAMENT

B 40 P 110

FILED
 THIS DATE
 MAY 02 2006
 ARTHUR JOHNSTON, CHANCERY CLERK
 BY *Kim Slevin* D.C.

OF

THEODORE S. WALDROM

2006-367

I, THEODORE S. WALDROM, an adult resident of Ridgeland, Madison County, Mississippi, make this my Will and revoke all prior Wills and Codicils.

ITEM I.

My wife's name is LOUISE LACY WALDROM, and she is herein referred to as "my wife." I have three (3) children now living, as follows:

- REBECCA WALDROM DIXON, born August 16, 1945;
- THEODORE S. WALDROM, JR., born September 12, 1950; and
- LESLIE WALDROM DAVIS, born December 31, 1957.

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

FOR IDENTIFICATION:

T.S.W.

ITEM II.

I appoint my wife, LOUISE LACY WALDROM, to serve as Executor of my estate under this Will. In the event my wife is or becomes unable or unwilling to serve, I appoint REBECCA WALDROM DIXON to serve as Executor. In the event REBECCA WALDROM DIXON is or becomes unable or unwilling to serve, I appoint THEODORE S. WALDROM, JR. and LESLIE W. DAVIS to service jointly as Executor of my estate.

ITEM III.

My Executor shall pay all funeral expenses, costs of administration and other proper claims against my estate. My Executor may, in my Executor's discretion, pay all or any portion of the administration expenses out of the income and/or principal of the estate during the period of administration and may elect in accordance with applicable federal tax laws, to deduct such expenses either for federal estate tax purposes or federal income tax purposes, or partly for one and partly for the other, irrespective of the source of payment, and without reimbursement or adjustment of the estate accounts or the amounts to which the beneficiaries of my estate may otherwise be entitled. However, my Executor shall not exercise this discretion in a manner that will result in loss of, or decrease in, the marital deduction otherwise allowable in determining the federal estate tax due by my estate.

FOR IDENTIFICATION.

J. B. W.

ITEM IV.

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

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

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

ITEM V.

To my wife, LOUISE LACY WALDROM, if she survives me, I devise and bequeath the following:

A. My interest in our family residence, subject to any indebtedness thereon.

FOR IDENTIFICATION:

J.S.W.

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

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

If my wife does not survive me, I devise and bequeath my interest in the family residence to the Trustee of the "Theodore S. Waldrom Family Trust," provided in this Will, to be held, administered and distributed under the provisions of that trust, and the assets described in Paragraphs B and C to my children in substantially equal shares, to be divided among them as they agree, or in the absence of such agreement, as the Chancery Court administering my estate may determine.

ITEM VI

I give, devise and bequeath to LOUISE LACY WALDROM, Ridgeland, Mississippi, as Trustee under the terms set forth in this Will, 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 that portion of the state death tax credit allowable to my estate under Section 2011 which does not cause an increase in state death taxes. However, the amount of this bequest shall be

FOR IDENTIFICATION:

J. S. W.

B 40 P 114
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 ITEM of my Will or outside of my Will, in such manner as to constitute a part of my gross estate under federal estate tax law or an adjusted taxable gift 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. In computing the dollar amount of property constituting this pecuniary bequest, the values used in finally determining the federal estate 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 property so selected shall be valued at the value thereof as of the date or dates of distribution to the trust. This trust shall be for the benefit of my wife, my children, and my grandchildren. If property passes to this trust which any beneficiary (other than my wife) has disclaimed under Section 2518, that beneficiary shall be treated as if deceased on the day before the date of my death and shall not be a beneficiary of this trust, but the children of that beneficiary shall continue as beneficiaries.

The assets devised and bequeathed under this ITEM of my Will shall be charged with the payment of any estate, inheritance or other death taxes payable by reason of my death, any expenses of my estate not deducted for federal estate tax purposes and any other expenses deducted but not allowed as deductions in finally determining the Federal

FOR IDENTIFICATION:

J. S. W.

Page 5 of 27

estate taxes payable by reason of my death. I recognize the possibility that the amount so disposed of may be affected by the action of my Executor in exercising certain tax elections. As provided in Sections 2206, 2207, 2207A, and 2207B, my Executor shall have the right to recover the appropriate amount of estate taxes from the recipient or recipients of property which is included in my gross estate for federal estate tax purposes, and no provision herein shall be construed to waive such right of recovery.

The Trustee shall hold, administer and distribute the assets of the trust under the following provisions.

A. The Trustee shall pay to and among my wife, my children, and my grandchildren (but not necessarily in equal shares) as much of the net income as the Trustee, in the Trustee's discretion, deems advisable for the education, support, maintenance, and health, including any hospital or other institutional care, of these beneficiaries, and for the maintenance of their accustomed standard of living. These distributions shall be made in proportions and amounts and at such intervals as the Trustee determines. Any income not distributed shall be added to principal and distributed in accordance with subsequent provisions.

FOR IDENTIFICATION:

J. S. W.

B. In addition to the income distributions the Trustee shall pay to or for the benefit of these beneficiaries, or any of them, (but not necessarily in equal shares) as much principal as the Trustee, in the Trustee's discretion, deems advisable for the education, support, maintenance and health, including any hospital or other institutional care, of my beneficiaries or for the maintenance of their accustomed standard of living at the time of my death. In making principal distributions, the Trustee shall consider the needs of the beneficiaries and the funds available to them from other sources.

In making distributions of income and principal, I direct the Trustee to consider my wife as the primary beneficiary and consider her needs above those of my children and my grandchildren. The Trustee shall see that my wife has sufficient funds to enable her to continue, if possible, her accustomed standard of living at the time of my death. Before making distributions of income or principal to my children or my grandchildren, the Trustee shall counsel with my wife to determine the needs of these beneficiaries, but the decision of the Trustee shall be final as to the amounts and recipients of such distributions.

C. Upon my wife's death, the Trustee shall divide this trust into separate shares. There shall be a separate share for each of my then living children and his or her children (being my grandchildren by that child) and one share for the then living children,

FOR IDENTIFICATION.

J. J. W.

collectively, of each deceased child of mine (being my grandchildren by that deceased child). These shares shall be equal in amounts. The shares for each of my then living children shall be distributed to them outright at this time. The Trustee shall hold, administer and distribute the shares for the then living children of a deceased child of mine (being my grandchildren by that deceased child) in trust and each share shall be managed and invested as a separate trust under the following provisions:

1. The Trustee shall distribute, at least annually, to each beneficiary of each trust (but not necessarily in equal shares) as much of the net income of that trust as the Trustee, in the Trustee's discretion, deems advisable for the beneficiary's education, support, maintenance and health, including any hospital or other institutional care, and for the maintenance of the beneficiary's accustomed standard of living. Any income not distributed shall be added to principal and distributed in accordance with subsequent provisions.

2. In addition to the income distributions, the Trustee may distribute to or for the benefit of a beneficiary, as much principal as the Trustee, in the Trustee's discretion, deems advisable for the beneficiary's education, support, maintenance and health, including any hospital or other institutional care, and for the maintenance of the beneficiary's accustomed standard of living. In making

FOR IDENTIFICATION:

J. & W.

principal distributions, the Trustee shall consider the needs of the beneficiaries and the funds available to them from other sources.

3. After the death of my wife, as and when each of my grandchildren attains the age of twenty-five (25) years, the Trustee shall distribute to that grandchild one-third (1/3) of that grandchild's trust estate at that date. Thereafter when each of my grandchildren attains age thirty (30) years, the Trustee shall distribute to such grandchild one-half (1/2) of that grandchild's trust estate at that date. Thereafter when each of my grandchildren attains age thirty-five (35) years, the Trustee shall distribute to such grandchild the remainder of that grandchild's trust estate. If at the time of the death of my wife, any grandchild of mine has attained the age required herein for distribution of part or all of the principal of his or her trust, such part or all of that principal shall be distributed to that grandchild at that time.

4. In the event of death of any of my grandchildren after division of this trust into separate trusts and prior to receipt by that grandchild of his or her entire trust estate, the balance in the trust of my deceased grandchild shall be retained in trust for the benefit of my deceased grandchild's then living children (being my great-

FOR IDENTIFICATION:

J. L. W.

grandchildren by that deceased grandchild). Income and principal shall be distributed among such surviving great-grandchildren as the Trustee determines in accordance with the directions and standards previously set forth in subparagraphs 1 and 2 of this Paragraph C.

The trust estate for the children of a deceased grandchild of mine (being my great-grandchildren by that deceased grandchild) shall be distributed, in equal shares, to the children of such deceased grandchild when the oldest living child of such deceased grandchild attains the age of twenty-five (25) years, except that the then living descendants of a deceased great-grandchild of mine shall take, per stirpes, the share the great-grandchild would have taken if living. If at the death of a grandchild of mine, he or she leaves no surviving descendants, that deceased grandchild's trust estate shall be paid over and added, in equal shares, to the trusts created for my other grandchild or grandchildren and their descendants to be held, administered and distributed in accordance with the provisions of such trusts or shall be distributed outright to a beneficiary who had previously reached the age to have received a distribution of his or her trust estate.

FOR IDENTIFICATION:

J. R. W.

Page 10 of 27

D. Notwithstanding any provision herein to the contrary, the Trustee shall 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 gambling, alcohol, drugs, or other chemical substances, is a party to a pending divorce or marital separation proceeding, is in bankruptcy, or is currently under suit or collection proceedings by creditors, whether or not such beneficiary is in bankruptcy proceedings. The Trustee shall make reasonable inquiries before making distributions of principal to the beneficiaries to ascertain whether any beneficiary is then under any of the above described conditions. In making a determination that a beneficiary is addicted to gambling, alcohol, drugs, or other chemical substances, the Trustee may rely upon the opinion of a physician who has examined the beneficiary. The Trustee may request that the beneficiary be examined by a physician designated by the Trustee and if the beneficiary refuses to be examined by such physician, the Trustee shall not make any distributions to the beneficiary until such time as the beneficiary agrees to be examined by such physician. As and when the beneficiary whose distribution was delayed has recovered from, has resolved, or has been relieved of such condition, the Trustee may then make distribution to such beneficiary of the distribution which was delayed by the Trustee in accordance with this provision.

FOR IDENTIFICATION:

J. S. W.

E. The Trustee shall permit each beneficiary to elect by written direction to the Trustee, at the time all or any portion of his or her trust is to be distributed to him or her, to have such property remain in trust under the terms and provisions hereof for the balance of his or her life or until such time as such beneficiary shall request that the trust assets, or any part thereof, be distributed to him or her outright. In the event of the death of a beneficiary during the period in which the trust is so continued, the Trustee shall make immediate distribution of that beneficiary's trust assets to his or her estate.

F. If at any time, in following the provisions of this Will, the Trustee is required to distribute all or any part of the principal of any trust herein created outright to a person who has not attained twenty-five (25) years of age, the trust principal shall vest in such person but the Trustee shall be authorized to continue to hold the share of such person in trust for that person's benefit until he or she attains age twenty-five (25). Until such time the Trustee is authorized and directed to expend such part of the income and/or principal of the trust belonging to such person as the Trustee in the Trustee's discretion deems necessary to provide for the proper education, support, maintenance and health of said person.

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

FOR IDENTIFICATION:

J.S.W.

H. My wife shall continue as a beneficiary of this trust, notwithstanding her remarriage subsequent to my death.

I. This trust shall be designated and known as the "Theodore S. Waldrom Family Trust."

ITEM VII.

If my wife, LOUISE LACY WALDROM, survives me, I give, devise and bequeath to her outright the rest and residue of my estate, real and personal, of whatsoever kind or character and wheresoever situated.

The assets devised and bequeathed under this ITEM of my Will shall be charged with the payment of any funeral expenses, any expenses of my estate, and any other proper claims against my estate, which are deducted for federal estate tax purposes and which are allowed as deductions in finally determining the federal estate taxes payable by reason of my death.

ITEM VIII.

If I am not survived by my wife, I give, devise and bequeath the rest and residue of my estate, real and personal, of whatsoever kind or character, and wheresoever located, to

FOR IDENTIFICATION

J. L. W.

the Trustee of the "Theodore S. Waldrom Family Trust" created by ITEM VI of this Will to be held, administered and distributed as provided in said trust.

ITEM IX.

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

None of the principal or income of any trust created under this Will or any part of same, shall be liable for debts of any beneficiary or be subject to seizure by creditors of any beneficiary. A beneficiary shall have no power to sell, assign, transfer, encumber or in any manner to anticipate or dispose of any part of his or her interest in the trust assets or the income produced from the assets.

FOR IDENTIFICATION:

T.S.W.

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

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

FOR IDENTIFICATION:

T.S.W.

ITEM XI.

Notwithstanding any provision of this Will to the contrary, the interest of every beneficiary of any trust created by this Will shall vest within the period prescribed by the Rule against Perpetuities or any statute pertaining thereto. Upon such vesting, any trust property then held by the Trustee shall be distributed immediately, free and clear of any trust, to the beneficiary or beneficiaries of this trust (or to his or her legal guardian or other personal representative) as though each such beneficiary had reached the date at which final distribution to him or to her were required pursuant to the provisions hereof

ITEM XII.

During the administration of my estate and until a trust created herein is funded, I authorize the Trustee, in the Trustee's discretion, to request that my Executor, in which case my Executor may comply with that request, make payments out of my estate to the beneficiaries of such trust. These payments shall be an amount which in the judgment of the Trustee and the Executor, jointly, equals the distributions which the beneficiaries would receive from the trust had it been established and funded at my death.

FOR IDENTIFICATION:

J. S. W.

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

No Trustee hereunder shall be required to enter into any bond or to file with any court a formal accounting of the Trustee's administration. The Trustee shall render annual accounts to the income beneficiaries of each trust. No persons paying money or delivering property to the Trustee shall be required to see to its application.

ITEM XIV.

A Trustee may resign and cease to act at any time by giving written notice specifying the effective date of such resignation, by personal delivery or by registered mail, to those persons who are income beneficiaries of each trust at that particular time.

The Trustee or any successor Trustee of any trust created by this Will may be removed by and a successor Trustee appointed by a majority vote of a committee consisting of REBECCA W. DIXON, THEODORE S. WALDROM, JR., and LESLIE W. DAVIS. In the event of the death, incapacity, or unwillingness to serve of a committee member, the other two (2) committee members shall select a replacement, and

FOR IDENTIFICATION:

J.S.W.

insofar as is possible, shall be chosen from the heirs of THEODORE S. WALDROM. In the event LOUISE LACY WALDROM is or becomes unable or unwilling to serve as Trustee, then REBECCA W. DIXON shall serve as successor Trustee. In the event REBECCA W. DIXON is or becomes unable or unwilling to serve as Trustee, then THEODORE S. WALDROM, JR., and LESLIE W. DAVIS shall serve as successor co-Trustees. In the event either of THEODORE S. WALDROM, JR., or LESLIE W. DAVIS is or becomes unable or unwilling to serve as Trustee, then the other shall serve alone as Trustee. The removal of a Trustee or successor Trustee and the appointment of a successor Trustee shall be effective upon written notice to the Trustee or successor Trustee removed or appointed.

The resigning or removed Trustee shall deliver all trust assets to the successor Trustee on the effective date of the 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 income beneficiaries of the trust. Any successor Trustee shall be vested with all the rights, powers, duties and discretions conferred on the original Trustee.

FOR IDENTIFICATION:

T.S.W.

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

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

B. To place, in the discretion of the Trustee, trust funds in a checking, savings or other types of accounts or certificates of deposit in any successor Trustee bank.

C. To receive, invest in, and retain in the trust all types of property and, especially, to receive, invest in, and retain in the trust shares of stock in closely held corporations, partnership interests in general and limited partnerships, oil, gas, and other mineral

FOR IDENTIFICATION:

J. L. W.

interests, standing timber, and unimproved real estate regardless of where it may be situated, without liability and without regard to the proportion such property or property of a similar character so held may bear to the entire amount of the trust estate and whether or not such property is of the class in which Trustees generally are authorized to invest by trust law.

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

E. To retain or invest trust assets in a common fund established by a corporate Trustee pursuant to the Uniform Common Trust Fund Law of Mississippi or in any investment account, mutual fund, or other investment vehicle offered, sponsored, or advised for a fee by any corporate Trustee, or any subsidiary, parent or affiliate of such corporate Trustee or any successor or assign, or subsidiary, parent or affiliate of any successor or assign, to such corporate Trustee.

F. To surrender, disclaim, release, relinquish or amend, after providing written notice to the income beneficiaries, all or any portion of any administrative provision of

FOR IDENTIFICATION:

J. S. W.

any trust created herein which causes or may cause adverse or unanticipated tax liability to my estate, the trust, the Trustee, or the beneficiaries.

G. To take out, apply for, and maintain, paying premiums from income or principal, health, hospitalization, medical or similar insurance covering any beneficiary of the trust.

H. To hold for the benefit of any minor beneficiary of a trust or for an adult beneficiary who is incapable of handling his or her property, any personal effects, automobiles, jewelry and other objects, particularly household contents, antiques, silver, crystal and the like, that are bequeathed to any such beneficiary of a trust until the beneficiary attains the age of twenty-one (21) years or in the case of an adult beneficiary incapable of handling his or her property until such time as, in the sole discretion of the Trustee, that beneficiary is capable of handling his or her property. The Trustee may permit such items to remain in the residence in which the beneficiary resides or in such other storage facility as the Trustee deems appropriate for such items and shall pay all costs of maintaining, storing and insuring the items. The Trustee shall have the authority to give the Executor or other personal representative of the estate of a decedent a receipt for such objects on behalf of such beneficiary.

FOR IDENTIFICATION:

J. S. W.

I. To retain any interest in oil, gas or other mineral resources received from any source and to acquire and retain other interests in oil, gas or mineral resources; to execute as to those interests any agreements, assignments, contracts, deeds, grants, leases for any term (even though the term may extend beyond the termination of the trust) and any other instruments or documents; to manage, control, operate, explore, mine, develop or take any action for the production, recovery, sale, treatment, storage or transportation of any interest in oil, gas or other mineral resources; to drill, rework or recomplete wells of any type; to conduct or participate in secondary recovery operation; to enter into agreements for pooling or unitization, and to install, operate or participate in the operation of any plant, mine or other facilities. Interests in oil, gas and other mineral resources may be retained and acquired without liability for any loss and without application to any court.

ITEM XVI.

If my wife and I die simultaneously, or under circumstances which make it difficult to determine which died first, I direct that my wife shall 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.

FOR IDENTIFICATION.

J. S. W.

Page 22 of 27

ITEM XVII.

Any recipient of property or beneficiary of a trust hereunder, or the Executor or other personal representative of the estate of any of them who may be deceased, shall have the right to disclaim all or any part of his or her interest in any property which I have devised or bequeathed to him or her whether outright or in trust or all or any part of his or her interest in any trust created herein. Any disclaimer shall be made within the time period and in a manner required for the disclaimer to qualify under Section 2518. Any such disclaimer shall be made in writing, stating specifically the property or interest disclaimed, and may be filed with the Chancery Court in which my Will is probated and shall also be delivered to my Executor. If my wife or any other person or a Trustee disclaims any portion of a bequest, I give, devise and bequeath the property disclaimed to the Trustee of the "Theodore S. Waldrom Family Trust" created by ITEM VI of this Will to be held, administered and distributed as provided herein.

ITEM XVIII

In addition to the powers and authorities specifically granted to my Executor under this Will, I expressly confer upon my Executor all rights, powers, duties, and authorities conferred upon a Trustee under the Uniform Trustees' Powers Law of Mississippi as it now exists or may hereafter be amended. I authorize my Executor to exercise any such powers and authorities granted in this Will or by the Uniform Trustees' Powers Law of

FOR IDENTIFICATION:

J. S. W.

Mississippi without the necessity of obtaining court approval. All rights, powers, duties and discretion granted to or imposed upon my Executor shall be exercisable by and imposed upon any successor Executor or Administrator. I direct that neither my Executor nor any successor Executor or Administrator shall be required to make any bond as Executor or Administrator. To the extent permissible by law, I waive the requirement that my Executor, or any successor Executor or Administrator, be required to make a formal appraisal, provide an inventory, or file an accounting for my estate with any court.

Except where specific property is devised or bequeathed, my Executor shall have discretion to select property to be distributed in satisfaction of any devise or bequest provided in this Will. In making a selection, my Executor is excused from any duty of impartiality with respect to the income tax basis of the property. However, my Executor shall not exercise this discretion or any other discretion in a manner that will result in loss of, or decrease in, the marital deduction otherwise allowable in determining the federal estate tax due by my estate. I authorize my Executor to exercise, at such times and in such manner as my Executor shall deem appropriate, any rights of election or other rights which are available to me or my estate in respect of the provisions of the Internal Revenue Code or of any other tax law. I specifically authorize my Executor to allocate any of my available generation-skipping tax exemptions from the federal generation-skipping tax as allowed by Section 2631 to any property of which I am

FOR IDENTIFICATION:

J.S.W.

deemed to be the transferor under Section 2652(a), including any property not in my probate estate and any property transferred by me during life as to which no allocation of the exemption was made prior to my death.

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

My Executor shall have authority to continue all business operations in which I am interested at my death for the time permitted by law in order to avoid depreciation in value of the interests or losses to my estate or associates. My Executor may continue to act as partner, engage in any partnership, and take all actions with regard to any partnership my Executor deems advisable. I specifically authorize my Executor to sell, without the necessity of court approval, any stock or partnership interest held by my

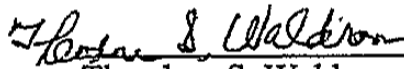
FOR IDENTIFICATION:

J.S.W.

estate under the terms of any stock agreement or partnership agreement to which I was a party during my lifetime.

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

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 15 day of July, 1998.



Theodore S. Waldrom

FOR IDENTIFICATION:

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

Opene A. Tompkins 221 Pear Orchard Rd, Ridgeland Ms 3915
Address

Sue T Winstead 233 Church St, Madison, ms. 39110
Address

PROOF OF WILL

STATE OF MISSISSIPPI

COUNTY OF MADISON

Before me, the undersigned authority, on the 15th day of July, 1998, personally appeared THEODORE S. WALDROM, who is known to me to be the testator to the foregoing Last Will and Testament, Drene a. Tompkins, who resides at 221 Pear Orchard Rd Ridgeland, Madison County, Mississippi, and Sue T. Winstead who resides at 233 Church St, Madison, Miss, Madison County, Mississippi, who are both known to me to be subscribing witnesses to the foregoing Last Will and Testament. All of these persons were duly sworn by me, and the testator, THEODORE S WALDROM declared to me and to the witnesses in my presence that the foregoing instrument was the testator's Last Will and Testament, and that the testator had willingly made and executed it as the testator's free act and deed for the purposes therein expressed. The witnesses, each on his or her oath, stated to me, in the presence and hearing of the testator, that the testator had declared to them that the instrument was the testator's Last Will and Testament, and that the testator had executed the will as such, and wanted each of Drene a. Tompkins and Sue T. Winstead to sign it as a witness. On their oaths, each witness stated further that they did sign the will as witnesses in the presence of the testator and at the testator's request, and they knew and understood that the testator was at the time over the age of eighteen (18) years and was of sound and disposing mind and memory.

Theodore S. Waldrom

Theodore S Waldrom

J. Rene A. Tompkins
Witness

221 Pear Orchard Rd

Ridgeland MS 39157
Address

Sue T Winstead
Witness

233 Church St.

Madison, Ms. 39110
Address

SWORN TO AND SUBSCRIBED BEFORE ME, this the 15th day of July, 1998.

Minnie Lou Morgan
Notary Public

My Commission Expires: aug. 6, 2000

Harris H Barnes, III (MSB 2018)
BARNES, BROOM, DALLAS and McLEOD, PLLC
Attorneys at Law
Post Office Box 13956
Jackson, Mississippi 39236-3956
Telephone (601) 981-6336
ATTORNEY

MADISON COUNTY, MS This instrument was
filed for record May 2, 2006

Book 40 Page 110
ARTHUR JOHNSTON, C C
BY: R. Jewell DC



original in lock box
at bank

B 40 P. 139

**COPY FOR YOUR
INFORMATION**

LAST WILL AND TESTAMENT

OF

MARGARET W. PEARMAN

I, MARGARET W. PEARMAN, an adult resident citizen of the City of Cleveland, Second Judicial District of Bolivar County, Mississippi, being over twenty-one years of age and of sound and disposing mind, memory and understanding, do hereby make, declare, publish and execute the following as my true and original Last Will and Testament, hereby expressly revoking all former wills or codicils which may have been made by me at any time heretofore.

ITEM I.

I direct that my Executor pay as soon as practicable after the date of my death all of my lawful debts which are then due, my funeral expenses and the expenses of my last illness, but no trust is created for the payment of said debts.

ITEM II.

I hereby give, devise and bequeath unto my beloved husband, DEAN PEARMAN, if he survives me all property owned by me located in the State of South Carolina. In the event my husband shall not survive me, then I give, devise and bequeath said property located in the State of South Carolina in equal shares to my children, DOROTHY ALLRED, MARGARET FRANCES THIGPEN and CHARLES RICHARD POOLE, SR.

ITEM III.

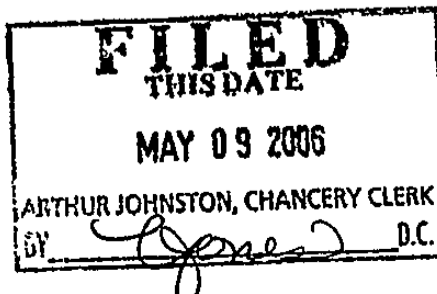
I hereby give and bequeath unto DOROTHY ALLRED, my walnut antique chest of drawers and my china soup tureen.

ITEM IV.

I hereby give and bequeath unto MARGARET FRANCES (SHANNY) THIGPEN, my antique love seat and my antique marble top table.

ITEM V.

I hereby give and bequeath unto MARGARET DEBRAH THIGPEN DONNELLY my diamond engagement ring.



ITEM VI.

I hereby give and bequeath unto JOY MALINDA ALLRED SMARTT, my cook book collection and my Gorham, Strasburg silver flatware.

ITEM VII.

I hereby give and bequeath unto EMILY MARGARET FRYANT my gold watch on the gold chain.

ITEM VIII.

My son, CHARLES RICHARD POOLE, SR., gave me several gifts which he purchased in Hawaii while he was living there. I hereby give and bequeath unto my said son all of those said gifts.

ITEM IX.

All of the rest, remainder and residue of my property, whether real, personal or mixed of which I die seized and possessed, I hereby give, devise and bequeath unto my beloved husband, DEAN PEARMAN, if he survives me.

ITEM X.

In the event I am not survived by my beloved husband, then I give, devise and bequeath all of the rest, remainder and residue of my property, of which I die seized and possessed, including real, personal, and mixed property in equal shares unto my beloved children, DOROTHY ALLRED, MARGARET FRANCES THIGPEN, and CHARLES RICHARD POOLE, SR..

ITEM XI.

I hereby appoint my husband, DEAN PEARMAN, as the Executor of this my true and original Last Will and Testament. In the event said Dean Pearman is unable to serve in said capacity as Executor, then I hereby appoint DOROTHY ALLRED and MARGARET FRANCES THIGPEN as Co-Executrixes herein. Said Executor (and the term Executor shall also mean Executrix) is hereby expressly relieved of entering into any bond in such capacity and is further expressly relieved of making any accounting of any kind to any court for his handling of the assets of this estate.

I hereby give my Executor the right to carry on any business in which I might be engaged at the time of my death, mortgage,

lease for any term (whether or not the lease extends past the closing of my estate), convey with or without warranty, dispose of and otherwise deal with any and all of my property, real or personal, without seeking or obtaining the authority of any court and without any bond whatsoever, and same may be done at private or public sale or transaction upon such terms of cash or credit or both as are considered proper by me said Executor. Said Executor is authorized to sign, acknowledge or deliver and otherwise execute any and all instruments reasonably necessary to accomplish the foregoing. No purchaser, grantee, mortgagee, lessee, contracting party or any other person whatever dealing with the Executor in respect to said transactions herein shall be required to make inquiry into the purposes or validity of such transactions, or to see to the proper application by the Executor of the proceeds or avails thereof.

IN WITNESS WHEREOF, I have in the presence of the attesting witnesses whose names are to be subscribed hereto, signed, declared, executed and published this instrument as my true and original Last Will and Testament, consisting of this and two prior typewritten pages and one following page, and have requested them to sign in my presence and in the presence of each other as such witnesses to such execution and publication, on this the 28 day of August, 1985.

Margaret W. Pearman
MARGARET W. PEARMAN

The preceding instrument consisting of this and two other prior typewritten pages, and one following page, signed in the margin by the Testatrix, MARGARET W. PEARMAN, was on the day and year therein signed, executed, published and declared by the said MARGARET W. PEARMAN, who is known to us to be of sound and disposing mind, memory and understanding, as and for her Last

Will and Testament, in our presence, and we, at her request, and in the presence of each other, have hereunto subscribed our names as witnesses, on this the 28th day of August, 1985.

Garold N. Jarm residing at Cleveland, Ms.
Editha Perry residing at Cleveland MS

STATE OF LOUISIANA
PARISH OF WASHINGTON

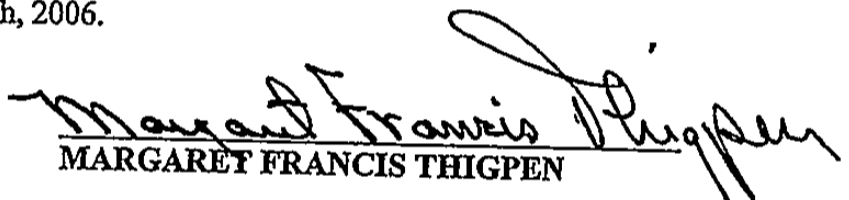
AFFIDAVIT

MARGARET FRANCIS THIGPEN, of lawful age and a resident of Bogalusa, Louisiana, being first duly sworn, upon her oath deposes and says:

1. That she is the daughter of the Decedent, Margaret W. Pearman, and that said Decedent departed this life in Madison County, Mississippi, on or about June 16, 2002.
2. That Decedent's Last Will and Testament names Affiant, along with her sister, Dorothy Allred, as the Co-Executors of Decedent's Estate.
3. Affiant states that she is unwilling to serve in the capacity of Executor for the Decedent's estate due to her own age and other responsibilities.
4. Affiant recommends to the Chancery Court of Madison County that Dean Douglas Thigpen, being her son and the Decedent's grandson, is qualified in all respects to serve in her capacity as Executor of the Estate of the Decedent.
5. Affiant further recommends to the Court that Douglas Dean Thigpen be bestowed all powers, rights and duties of the Executor of Decedent's Estate as bestowed by Decedent's Last Will and Testament.

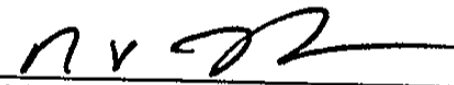
FURTHER AFFIANT SAITH NOT.

Executed on this the 23 day of March, 2006.



 MARGARET FRANCIS THIGPEN

SWORN TO AND SUBSCRIBED BY ME this 23 day of March, 2006.



 NOTARY PUBLIC # 3095
(SEAL)

My Commission Expires:
death

EXHIBIT C

STATE OF MISSISSIPPI

COUNTY OF HINDS

AFFIDAVIT

DOROTHY ALLRED, of lawful age and a resident of Jackson, Mississippi, being first duly sworn, upon her oath deposes and says:

1. That she is the daughter of the Decedent, Margaret W. Pearman, and that said Decedent departed this life in Madison County, Mississippi, on or about June 16, 2002.
2. That Decedent's Last Will and Testament names Affiant, along with her sister, Margaret Francis Thigpen, as the Co-Executors of Decedent's Estate.
3. Affiant states that she is unwilling to serve in the capacity of Executor for Decedent's Estate due to her own age and other responsibilities.
4. Affiant recommends to the Chancery Court of Madison County that Dean Douglas Thigpen, being her nephew and Decedent's grandson, is qualified in all respects to serve in her capacity as Executor of the Estate of the Decedent.
5. Affiant further recommends to the Court that Douglas Dean Thigpen be bestowed all powers, rights and duties of the Executor of Decedent's Estate as bestowed by Decedent's Last Will and Testament.

FURTHER AFFIANT SAITH NOT.

Executed this the 21 day of March, 2006.

Dorothy Allred
 DOROTHY ALLRED

SWORN TO AND SUBSCRIBED BY ME this 21 day of March, 2006.

Lauren Banks
 NOTARY PUBLIC

My Commission Expires



(SEAL)

STATE OF LOUISIANA

PARISH OF Ouachita

AFFIDAVIT

CHARLES RICHARD POOLE, SR., of lawful age and a resident of West Monroe, Louisiana, being first duly sworn, upon his oath deposes and says:

1. That he is the son of the Decedent, Margaret W. Pearman, and that said Decedent departed this life in Madison County, Mississippi, on or about June 16, 2002.
2. That Decedent's Last Will and Testament names Affiant, along with his sisters, Dorothy Allred and Margaret Francis Thigpen as the beneficiaries of Decedent's Estate.
3. Affiant recommends to the Chancery Court of Madison County that Dean Douglas Thigpen, being his nephew and the Decedent's grandson, is qualified in all respects to serve as Executor of the Estate of the Decedent.
4. Affiant further recommends to the Court that Douglas Dean Thigpen be bestowed all powers, rights and duties of the Executor of Decedent's Estate as bestowed by Decedent's Last Will and Testament.

FURTHER AFFIANT SAITH NOT.

Executed on this the 10th day of April, 2006.

Charles Richard Poole Sr.
CHARLES RICHARD POOLE, SR.

SWORN TO AND SUBSCRIBED BY ME this 10th day of April, 2006.

Altheia Owens
NOTARY PUBLIC

My Commission Expires:

Life

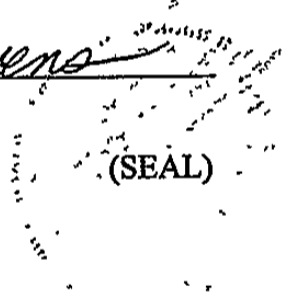
16904

ALTHEIA OWENS
Notary Public, Ouachita Parish, Louisiana
My Commission Expires at Death

MADISON COUNTY, MS This instrument was
filed for record May 9, 2006

Book 40 Page 139
ARTHUR JOHNSTON, C C

BY: L. Jones D.C.



FILED
THIS DATE
APR 24 2006
ARTHUR JOHNSTON, CHANCERY CLERK
BY: L. Jones D.C.

Last Will and Testament
of

2006-354

ARLENA STEWARD

I, Arlena Steward, domiciled and resident in Michigan City, LaPorte County, Indiana, declare this to be my Will revoking all previous Wills.

This Will is executed in duplicate, and it is my intention that the executed original and the executed copy shall each be a valid Will.

I am married to Caleb Steward, hereafter called my "husband". I have thirteen (13) children, born of this marriage, who are as follows; Willie L. Steward, Arlena Steward, Evelyn Ruth Steward, Jessie Lee Edmond, Callie Mae Steward, Henreitta White, Luedoris Hull, Arlene J. Miller, Johnnie Lee Steward, Robert Steward, L.B. Steward, LeRoy Steward and L.P. Steward.

"Descendants" means the lawful, lineal descendants of the person referred to who are in being at the time they must be ascertained in order to give effect to the reference to them. Persons who take as Descendants take by right of representation in accordance with per stirpes, rather than per capita distribution.

"Survive me" or words of like import are to be construed to require that the person referred to survive me for thirty (30) days.

ARTICLE I

I direct that my debts, expenses of my last illness and funeral expenses shall be paid by my Executrix from the principal of my residuary estate.

All expenses of administering my estate and all inheritance, estate and succession taxes, including interest and penalties payable by reason of my death, which may be assessed or imposed with respect to my estate, or any part hereof, wheresoever situated, whether or not passing under my Will, including the taxable value of all policies of insurance on my life and of all transfers, powers, rights or interest includible in my estate for the purposes of such taxes and duties, shall be paid out of my residuary estate as an expense of administration and without apportionment, and shall not be prorated or charged against any of the other gifts of this Will or against property not passing under this Will.

FILED
THIS DATE
MAY 09 2006
ARTHUR JOHNSTON, CHANCERY CLERK
BY Done DC

Arlena Steward
Arlena Steward

ARTICLE II

I appoint my son, Willie L. Steward as Executor of this Will. No bond shall be required by my Executor if serving under the provisions of this article. If such bond is required by law, no surety shall be required on the bond.

ARTICLE III

It is my intent under this my Last Will and Testament to leave nothing my following named children, Johnnie Lee Steward, Robert Steward, L.B. Steward, LeRoy Steward and L.P. Steward.

ARTICLE IV

I leave to my niece, Betty Jean Sims, one acre of the land I own at Route 4, Box 45, Sharon, Mississippi. If my niece, Betty Jean Sims, should predecease me, this specific gift is cancelled.

ARTICLE V

The entire residue estate, including my bank accounts, stock, household effects and like not otherwise effectively disposed of, such as clothing, furniture, fixtures, books, pictures, statues, automobiles and jewelry, including policies of insurance thereon, if feasible; which residue estate will also include the remainder of the land I own at Route 4, Box 45, in Sharon, Mississippi, shall be divided into ten (10) equal shares.

Each of the following named individuals are to receive one (1) share;

1/10 share to my husband, Caleb Steward
 1/10 share to my grandson, Freddie Steward
 1/10 share to my son, Willie L. Steward
 1/10 share to my daughter, Arlena Steward
 1/10 share to my daughter, Evelyn Ruth Steward
 1/10 share to my daughter, Jessie Lee Steward
 1/10 share to my daughter, Callie Mae Steward
 1/10 share to my daughter, Henreitta White
 1/10 share to my daughter, Luedoris Hull
 1/10 share to my daughter, Arlene J. Miller

If one or more of these individuals should predecease me, I then leave his, her or their share to the remaining individuals in this Article.

If one or more of my heirs wish to sell his, her or their share of the land located at Route 4, Box 45, Sharon, Mississippi, they shall give the remaining heirs the first option to purchase the land at a fair market value.


 Arlena Steward

ARTICLE VI

My Executor may make such elections under the tax laws applicable to my estate as he determines should be made. No compensating adjustments with respect to any bequests or devise shall be made even though the election so made may affect, beneficially or adversely, the interests of any persons. The action of my Executor shall be binding upon all beneficiaries.

ATTESTATION

IN WITNESS WHEREOF, I have hereunto subscribed my name and signed my name on the bottom of the preceding pages of this my Last Will and Testament, on this the 10 day of JAN., 1990.

Arlena Steward
Arlena Steward

Subscribed by the said Arlena Steward, in the presence of the below signed witnesses, and by her declared to be her Last Will and Testament, and attested by us as such at her request, and in her presence, and in the presence of each other, on this the 10 day of JAN., 1990.

Mary L. [Signature]

X Gloria [Signature]

UPON PENALTIES FOR PERJURY, we, Arlena Steward, and the below signed witnesses, the testatrix and the witnesses respectively, whose names are signed to the foregoing instrument declare:

1. That the testatrix executed the instrument at her will;
2. That in the presence of both witnesses, she signed her signature;
3. That she executed the Will as her free and voluntary act for the purposes established in it;
4. That each of the witnesses, in the presence of the testatrix, and of each other, signed the Will as witness;
5. That the testatrix was of sound mind; and,
6. That, to the best of their knowledge, the testatrix was at the time eighteen (18) or more years of age and not a member of the Armed Services or the Merchant Marines of the United States or its allies.

IN AN. 10, 1990
Dated

Arlena Steward
Arlena Steward

Mary Lee

Gloria Hunt

1411 So Woodland Ave
Address

202 Washington PK. Blvd.
Address
in City, Ill.

Mich City Int. Stee Co

874-4382



#2006-244

LAST WILL AND TESTAMENT
OF
ERNESTINE KING DODSON

FILED
THIS DATE
MAY 12 2006
ARTHUR JOHNSTON, CHANCERY CLERK
BY Stacy Town DC

STATE OF MISSISSIPPI
COUNTY OF MADISON

I, ERNESTINE KING DODSON, an adult resident citizen of Madison County, Mississippi, being of sound and disposing mind and memory, do hereby revoke all Wills and Codicils heretofore made by me, and do hereby make, publish and declare this to be my Last Will and Testament.

ITEM ONE

I direct that all of my lawful debts, the expenses of last illness and funeral, be paid out of my estate as soon as practicable after my death I desire and direct that my remains, after cremation, be buried in the Columbarium of St. James' Church, Jackson, Mississippi I further direct that any unpaid charitable pledges, whether such pledges are legally enforceable or not, be paid out of my estate as soon as practicable.

ITEM TWO

Among the assets of my estate may be found various items of personal property, the disposition of which I may have expressed my wishes from time to time to my Executor by written instruction and it is my wish and desire that my Executor carry out such written instructions insofar as the property described in such written instrument is a portion of my estate at the time of my death. In the event of conflicting written instruction, the last dated written instruction shall prevail. I specifically give, devise and bequeath to my following friends the following.

Richard O. Perry, if living at the time of my passing, the sum of \$5,000 00. The Reverend Floyd 'Buddy' Stallings, if living at the time of my passing, the sum of \$5,000.00

LAST WILL AND TESTAMENT OF
ERNESTINE KING DODSON
PAGE 1

ERK

ITEM THREE

All of the rest, residue and remainder of my estate of whatsoever nature and wheresoever located, including lapsed or void bequests and devises and any property over which I may have the power of appointment or disposition, I give, devise and bequeath said property to be divided and distributed as follows:

(a) One-third of such property shall be distributed, in fee simple, to my niece, NORMA HAYES DICKY, provided she survives me as herein defined and if not, said property shall be distributed to her heirs-at-law determined according to the laws of descent and distribution then in force and effect in the State of Mississippi as though she had died intestate at the time of my death; and

(b) One-third of such property shall be distributed, in fee simple, to my husband's niece, JANIS DODSON GAMBLE, provided she survives me as therein defined and if not, said property shall be distributed to her heirs-at-law determined according to the laws of descent and distribution then in force and effect in the State of Mississippi as though she had died intestate at the time of my death, and

(c) One-third of such property shall be distributed, in fee simple, to my husband's niece, LINDA DODSON HOLT, provided she survives me as herein defined and if not, said property shall be distributed to her heirs-at-law determined according to the laws of descent and distribution then in force and effect in the STATE OF MISSISSIPPI as though she had died intestate at the time of my death.

ITEM FOUR

No beneficiary shall be deemed to have survived me within the meaning of this Will unless it can be established by competent legal evidence that he or she was in life for a period of at least thirty (30) days after my death.

ITEM FIVE

All bonds, bank accounts, savings accounts and similar property in which I have any interest or

E.K.D.

ownership, but which are by their terms payable upon my death to any person, shall be the sole property of such person, and my Executor shall not make any claim that such property is a part of my estate.

ITEM SIX

If ancillary administration be required in any state in which my Executor shall be unable or unwilling to qualify, then the domiciliary Executor shall designate in writing the person or corporate fiduciary to act in such capacity, with all the powers and immunities of the domiciliary Executor. Unless prohibited by the law of the state in which such property is located, I direct that upon sale by the ancillary fiduciary of any property, the net proceeds thereof shall be paid to my domiciliary Executor.

ITEM SEVEN

I name and appoint as Executor of this my Last Will and Testament my friend RICHARD P. PERRY, presently residing in Atlanta, Cobb County, Georgia, as Executor of this my Last Will and Testament, together with all of the rights, powers and immunities granted in this Will.

ITEM EIGHT

All fiduciaries created by or as a result of this Will, whether singular or plural, together with their successors or alternates, shall have the power to do all things and to execute all instruments as may be deemed necessary or proper, to the fulfilling of the intents and purposes of this Will without application to or approval of or accounting to any Court whatsoever.

Without limiting the foregoing, I relieve said fiduciaries from the necessity of making any bond or inventory or appraisal and from the necessity of making any report or accounting to any Court whatsoever. I further relieve them from the necessity of obtaining any Order of any Court in performing any of the acts of such fiduciary. I authorize them to buy, sell, exchange, lease, mortgage, pledge, or otherwise dispose of any asset without the necessity of Order of Court, with or without advertising, at public or at private sale, for cash or upon terms as such fiduciary determines, and direct that no purchaser shall be required to inquire

ERK

into the disposition of any proceeds paid for any such property I further authorize them to make any such settlement or adjustment of any claims for or against the estate as they in their best discretion shall deem proper.

I authorize said fiduciaries to distribute my estate and the principal of any trust hereby created in kind or in cash, or partly in kind and partly in cash, and, in their discretion, to allocate particular assets or portions thereof or undivided interests therein to any one or more of the beneficiaries hereunder taking into account the income tax bases of such assets as they shall deem to be for the best interests of the beneficiaries of my estate and of any trust hereby created. The decision of said Executor shall be final and binding upon all parties in interest, subject to the approval of a Court of competent jurisdiction.

My Executor shall have the power in his absolute discretion to take any action and to make any election to minimize the tax liabilities of my estate and its beneficiaries, and to allocate the benefits among the various beneficiaries, and to make adjustments in the rights of any beneficiaries, or between the income and principal accounts, to compensate for the consequences of any tax election or administrative decision that my Executor believes has had the effect of directly or indirectly preferring one beneficiary or group of beneficiaries over others. In recognition, however, of the difficulties in determining the law and facts applicable to such situations, I expressly exonerate my Executor from any and all liability to my estate or to any person interested therein on the ground that any tax paid by my estate or by those interested therein was more than required by law or on the ground that any adjustment of beneficial interests made or omitted was more or less than the adjustment required by law.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal to this sixth page of my seven-page Last Will and Testament, on the margins of the preceding five pages of which I have written my initials, on this 24 day of July, 2003

LAST WILL AND TESTAMENT OF
ERNESTINE KING DODSON
PAGE 4

EKS

Ernestine King Dodson
ERNESTINE KING DODSON

This instrument was on this day and year shown above, signed, published and declared by ERNESTINE KING DODSON 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.

Amy R. Smith residing at 213 Woodgreen Cove, Flowood, MS 39232

Preston Lee residing at 103 Fairmont Cove, Brandon, MS 39047

EKS

FILED
THIS DATE
MAY 12 2006
ARTHUR JOHNSTON, CHANCERY CLERK
by: *Stacy Toton* D.C.

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF MADISON

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Amy R. Smith, who by me being first duly sworn, depose and says on oath that she is one of the subscribing witnesses to that certain instrument of writing purporting to be the Last Will and Testament of Ernestine King Dodson and that said Ernestine King Dodson signed, published and declared said instrument to be her Last Will and Testament on the 24th day of July, 2003, in the presence of this affiant and Preston Lee, the other subscribing witness to said instrument; and said Testatrix who was then of sound and disposing mind and memory and over the age of eighteen years; that this affiant and Preston Lee subscribed and have attested said instrument as witnesses to the signature and publication thereof at the special instance and request and in the presence of said Testatrix and the presence of each other.

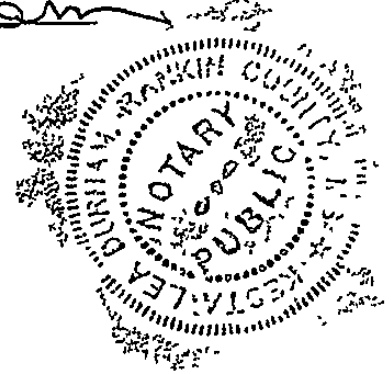
Amy R. Smith

SWORN TO AND SUBSCRIBED before me, this the 24 day of July, 2003.

Kestadea Duban
Notary Public

My Commission Expires.

MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES AUG. 30, 2003
BONDED THRU STEGALL NOTARY SERVICE



LAST WILL AND TESTAMENT OF
ERNESTINE KING DODSON
PAGE 6

EX-25

FILED
THIS DATE
MAY 12 2006
ARTHUR JOHNSTON, CHANCERY CLERK
of Stacy Johnston D.C.

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF MADISON

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid,
Preston O. Lee, who by me being first duly sworn, depose and says on oath that she is one of the subscribing witnesses to that certain instrument of writing purporting to be the Last Will and Testament of Ernestine King Dodson and that said Ernestine King Dodson signed, published and declared said instrument to be her Last Will and Testament on the 24th day of July, 2003, in the presence of this affiant and Amy R. Smith, the other subscribing witness to said instrument; and said Testatrix who was then of sound and disposing mind and memory and over the age of eighteen years; that this affiant and Amy R. Smith subscribed and have attested said instrument as witnesses to the signature and publication thereof at the special instance and request and in the presence of said Testatrix and the presence of each other

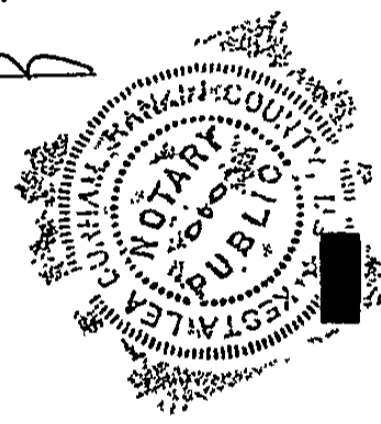
[Signature]

SWORN TO AND SUBSCRIBED before me, this the 24th day of July, 2003.

[Signature]
Notary Public

My Commission Expires

MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES AUG. 30 2003
BONDED THRU STEGALL NOTARY SERVICE



LAST WILL AND TESTAMENT OF
ERNESTINE KING DODSON
PAGE 7

ERD

FILED
THIS DATE
MAY 12 2006
ARTHUR JOHNSTON, CHANCERY CLERK
of Jaron Totten D.C.

PROOF OF WILL

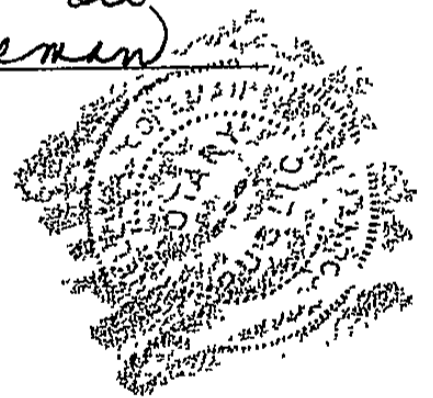
STATE OF MISSISSIPPI
COUNTY OF MADISON

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Nelle Coleman, who by me being first duly sworn, depose and says on oath that she is one of the subscribing witnesses to that certain instrument of writing purporting to be the Last Will and Testament of Ernestine King Dodson and that said Ernestine King Dodson signed, published and declared said instrument to be her Last Will and Testament on the 20 day of ~~August~~^{Oct}, 1999, in the presence of this affiant and Martha Patton, the other subscribing witness to said instrument; and said Testatrix who was then of sound and disposing mind and memory and over the age of eighteen years, that this affiant and Eva Morgan subscribed and have attested said instrument as witnesses to the signature and publication thereof at the special instance and request and in the presence of said Testatrix and the presence of each other.

Ernestine K. Dodson

SWORN TO AND SUBSCRIBED before me, this the 20 day of ~~August~~^{Oct}, 1999

Nelle Coleman
Notary Public



My Commission Expires:

Notary Public State of Mississippi At Large
My Commission Expires: October 21, 2000
BONDED THRU HEIDEN MARCHET UNITE

LAST WILL AND TESTAMENT OF
ERNESTINE KING DODSON
PAGE 8

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF MADISON

FILED
THIS DATE
MAY 12 2006
ARTHUR JOHNSTON, CHANCERY CLERK
OF Madison County D.C.

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Nelle Coleman, who by me being first duly sworn, depose and says on oath that she is one of the subscribing witnesses to that certain instrument of writing purporting to be the Last Will and Testament of Ernestine King Dodson and that said Ernestine King Dodson signed, published and declared said instrument to be her Last Will and Testament on the 20 day of ^{October} August, 1999, in the presence of this affiant and Martin Patton, the other subscribing witness to said instrument, and said Testatrix who was then of sound and disposing mind and memory and over the age of eighteen years; that this affiant and Eva Morgan subscribed and have attested said instrument as witnesses to the signature and publication thereof at the special instance and request and in the presence of said Testatrix and the presence of each other.

Ernestine K. Dodson

SWORN TO AND SUBSCRIBED before me, this the 20 day of ^{Oct} August, 1999.

Nelle Coleman
Notary Public

My Commission Expires.

Notary Public State of Mississippi
My Commission Expires October 21, 2000
BONDED THRU HEIDEN-MARCHETTI, INC

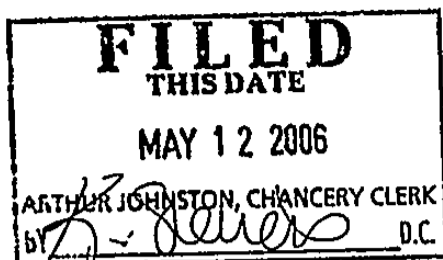


LAST WILL AND TESTAMENT OF
ERNESTINE KING DODSON
PAGE 9

MADISON COUNTY, MS This instrument was
filed for record May 12 2006

Book 40 Page 150
ARTHUR JOHNSTON, C.C
BY: Arthur Johnston D.C.





LAST WILL AND TESTAMENT

2006396

OF

TOM DRUEY

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

ARTICLE I
PAYMENT OF EXPENSES AND DEBTS

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

ARTICLE II
RESIDUARY ESTATE

A. Primary Disposition.

If my wife, VARNIE DEE DRUEY, survives me, I will, devise and bequeath unto her all of the rest, residue and remainder of my estate, whether real, personal or mixed, and of whatsoever kind or character and wheresoever situated.

B. Secondary Disposition.

If my said wife, VARNIE DEE DRUEY, predeceases me, then, in that event, I will, devise and bequeath all the rest, residue and remainder of my estate, whether real, personal or mixed, and of whatsoever kind or character and wheresoever situated, unto my son, JIMMY FRANK DRUEY, or, if not living, his issue, equally.

ARTICLE III
APPOINTMENT OF FIDUCIARY

A. I appoint my wife, VARNIE DEE DRUEY, as Executrix of this my Last Will and Testament. If my said wife shall predecease me or be unwilling or unable to serve as such Executrix, then I appoint my son, JIMMY FRANK DRUEY, as successor-Executor of my estate.

B. I direct that neither my Executrix nor my successor-Executor shall be required to file any inventory or appraisal of

my estate or be required to give any bond whatsoever or to give any accounting to any court or obtain the order or approval of any court in the exercise of any power or discretion herein given.

C. I do hereby grant unto my Executrix or successor-Executor, during the administration of my estate, the power to sell any of my estate, whether real, personal or mixed, at public or private sale, to be exercised without any court order and at such price and on such terms and conditions as my Executrix or successor-Executor, in her or his sole and absolute discretion, may determine, and to execute and deliver any and all instruments in writing which may be advisable to carry out said powers, and no party to such instruments in writing, signed by the Executrix or successor-Executor, shall be obliged to inquire into its validity, or be bound to see to the application by the Executrix or successor-Executor of any money or other property paid or delivered to said Executrix or successor-Executor, pursuant to the terms of any such instrument; to make distribution of my estate in cash or in kind; and to employ agents, attorneys, auditors, bookkeepers and depositories, with or without discretionary powers; to exercise in her or his sole and absolute discretion, all of the powers, rights and discretions granted by virtue of the "Uniform Trustees' Powers Law," being Sections 91-9-101 through 91-9-119, inclusive, of the Mississippi Code of 1972, Annotated, or as hereafter amended, which "Uniform Trustees' Powers Law" is hereby incorporated herein by reference as though fully and completely copied herein. Should said "Uniform Trustees' Powers Law" be repealed, then my Executrix or successor-Executor, herein named, shall continue to have all of the powers, rights, and discretions granted by said "Uniform Trustees' Powers Law," the same as if it were still in effect.

ARTICLE IV
SIMULTANEOUS DEATH

In the event that both my said wife and I should die in a common accident, or under such circumstances that it cannot be

determined which of us is the survivor, I hereby declare that she shall be deemed to have survived me, and this Will and all of its provisions shall be construed upon that assumption.

IN WITNESS WHEREOF, I, TOM DRUEY, have to this my Last Will and Testament, consisting of three (3) pages, subscribed my name, this the 1st day of December, 1993.

Tom Druey
TOM DRUEY

Becky Jones

WITNESSES

Catherine B. Wedgworth

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

Becky Jones
WITNESS

1018 Honeycuckle Dr
ADDRESS
Madison, MS 39110

Catherine B. Wedgworth
WITNESS

214 N Church St.
ADDRESS
Florence, MO. 39073

PROOF OF HANDWRITING OF TESTATOR

STATE OF MISSISSIPPI
COUNTY OF MADISON

PERSONALLY APPEARED before me, the undersigned authority in and for said county and state, Bentley E. Conner, who is an adult resident citizen of Madison County, Mississippi, and who, being duly sworn, deposed and said that he knew and was personally acquainted with Tom Druey for several years, and is well acquainted with the handwriting and signature of the said Tom Druey; and that the instrument dated December 1, 1993, purporting to be the Last Will and Testament of Tom Druey, has his signature subscribed thereto; that on the date of the said Tom Druey's Last Will and Testament, the said Tom Druey was over the age of 21 years, and at the time said Will was made and executed, Tom Druey, as far as is known to this affiant, was of sound mind and had testamentary capacity

WITNESS my hand this 12th day of May, 2006

Bentley E. Conner
Bentley E. Conner

SWORN TO AND SUBSCRIBED before me this 12th day of May, 2006

My Commission Expires
My Commission Expires
January 7, 2008



Arthur Johnston Chancery Clerk
In Office By: Kim Pieters, D.C.

MADISON COUNTY, MS This instrument was
filed for record May 12, 2006
Book 40 Page 159
ARTHUR JOHNSTON, C.C.
BY: R. Seaver DC



FILED
THIS DATE
MAY 12 2006
ARTHUR JOHNSTON, CHANCERY CLERK
BY *K. Stevens* D.C.

FIRST CODICIL
TO
LAST WILL AND TESTAMENT
OF
TOM DRUEY

I, TOM DRUEY, of Madison, Madison County, Mississippi, being of sound and disposing mind and memory and over the age of twenty-one (21) years, and under no disabilities of any kind or character, do hereby make, publish and declare this the First Codicil to my Last Will and Testament heretofore executed by me on the 1st day of December, 1993.

ARTICLE I

I became married to Frances Bufkin Peacock on January 8, 2000, and prior thereto on January 7, 2000, and in contemplation of said marriage, she and I executed and entered into a Pre-Nuptial Agreement that states the manner in which we each want our separate assets and property interests handled at the time of death for either of us. It is my desire and I hereby direct that the letter and intent of said Pre-Nuptial Agreement be enforced as fully and completely as possible. To the extent there is any conflict between my Last Will and Testament and the said Pre-Nuptial Agreement, the Pre-Nuptial

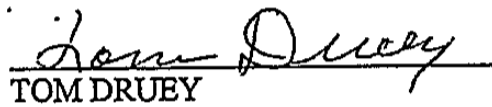
TD
TD

Agreement shall control To the extent there is any conflict between my rights under the common law and said Pre-Nuptial Agreement, the Pre-Nuptial Agreement shall control.

ARTICLE II

Except as modified above via Article I hereof and as a result of the preceding death of my previous wife, Varnie Dee Druey, I hereby ratify, confirm and re-publish my Last Will and Testament of December 1, 1993.

WITNESS my signature on this the 15 day of Jan., 2000.


TOM DRUEY

The foregoing instrument, consisting of this and two preceding typewritten pages, was signed, published and declared by TOM DRUEY in our presence to be the First Codicil to his Last Will and Testament previously executed on December 1, 1993, and we, at his request, have subscribed our names to such codicil as witnesses in his presence and in the presence of each other.

WITNESSES:

Candice L. Green residing at 1045 Flint Dr. E. 6
Jackson, MS 39208

Arnold P. Wynn residing at 3020 Tidewater Cr.
Madison, MS 39110

Carol L. Azlin residing at P.O. Box 13582
Jackson, MS 39236

PROOF OF WILL

STATE OF Mississippi
COUNTY OF Madison

PERSONALLY APPEARED before me, the undersigned authority in and for said county and state, Arnold D. Dyre, one of the subscribing witnesses to a certain instrument of writing, a copy of which is attached hereto, purporting to be the First Codicil to Last Will and Testament of Tom Druey, who, being duly sworn, deposed and said that Tom Druey signed, published and declared said instrument as his First Codicil to Last Will and Testament on January 25 2000, in the presence of this deponent, and in the presence of Candie L. ^{Gross} Graves ^(ADD) and Carol L. Azlin, the other subscribing witnesses, and that Tom Druey was then of sound and disposing mind and memory, and more than twenty-one years of age, and this deponent and ^{Gross} ^(ADD) Candie L. Graves and Carol L. Azlin subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of Tom Druey, and in the presence of Tom Druey and in the presence of each other, on the day and year of the date of said instrument.

Arnold D. Dyre
Arnold D. Dyre

SWORN TO AND SUBSCRIBED before me this 2nd day of

December, 2005.

Archer Johnston Chancery Clerk
Notary Public

By Lakisha Jones s.c.

My Commission Expires:
My Commission Expires
January 7, 2008

PROOF OF WILL

STATE OF MS
COUNTY OF RANKIN

B 40 P 167

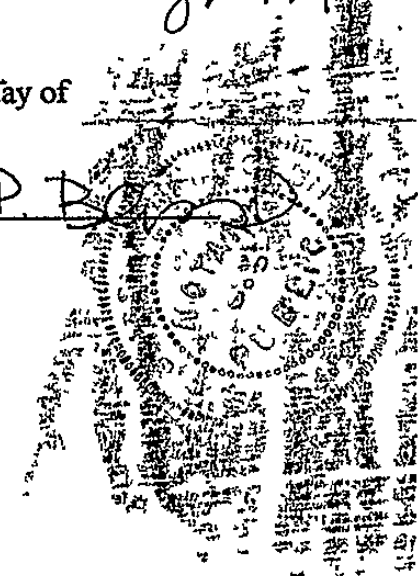
PERSONALLY APPEARED before me, the undersigned authority in and for said county and state, Catherine B. Hedgepeth, one of the subscribing witnesses to a certain instrument of writing, a copy of which is attached hereto, purporting to be the Last Will and Testament of Tom Druey, who, being duly sworn, deposed and said that Tom Druey signed, published and declared said instrument as his Last Will and Testament on December 1, 1993, in the presence of this deponent, and in the presence of Becky Jones, the other subscribing witness, and that Tom Druey was then of sound and disposing mind and memory, and more than twenty-one years of age, and this deponent and Becky Jones subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of Tom Druey, and in the presence of Tom Druey and in the presence of each other, on the day and year of the date of said instrument.

Catherine B. Hedgepeth
Catherine B. Hedgepeth

SWORN TO AND SUBSCRIBED before me this 25TH day of

November, 2005

Pamela P. B...
Notary Public



My Commission Expires:

NOTARY PUBLIC
MY COMMISSION EXPIRES OCT 4 2008
COMDED THRU STEGALL NOTARY SERVICE

MADISON COUNTY, MS This instrument was
filed for record May 12, 2006
Book 40 Page 163
ARTHUR JOHNSTON, CC
BY R. Stevens DC

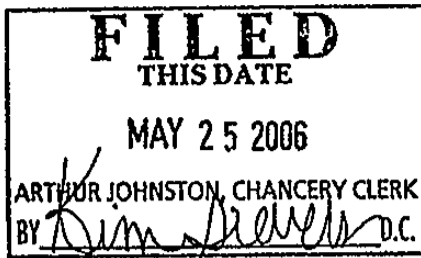


LAST WILL AND TESTAMENT

OF

CLARENCE TAYLOR

2006-431



I, CLARENCE TAYLOR, an adult resident citizen of Madison County, Mississippi, and being above the age of twenty-one years, and of sound and disposing mind and memory, do hereby make, publish and declare this instrument to be my Last Will and Testament, hereby revoking all previous wills or codicils thereto heretofore made by me.

ITEM I

I hereby direct the Executrix, hereafter named, to pay all my just debts which may be probated, registered or allowed against my Estate as soon after my death as is practical and, in any event, prior to distribution of the assets of my Estate.

ITEM II

I hereby name, constitute and appoint my wife, CATHERINE TAYLOR, as my Executrix and direct that she be allowed to act in that capacity without the necessity of posting bond to insure the faithful performance of her duties. I further, insofar as is lawful, waive inventory, appraisal, and accounting of the assets of my Estate. In the event my wife is unable, unwilling, or incompetent to act as my Executrix, or if we should be killed in a common disaster, I then hereby name, constitute and appoint my daughter, DELLA DELORES TAYLOR, as an alternate Executrix under the same terms and conditions heretofore imposed upon my Wife.

ITEM IV

I hereby give, devise and bequeath all property owned by me at the time of my death, whether

Clarence¹ Taylor

the same is real, personal or mixed, and wheresoever the same may be situated, to my wife, CATHERINE TAYLOR, should she survive me. In the event my wife has predeceased me, or if we are killed in a common disaster, or under such circumstances that it cannot be determined which of us survived the other, I hereby give, devise and bequeath all property owned by me at the time of my death, real, personal, or mixed, and wheresoever the same may be situated, to my daughter, DELLA DELORES TAYLOR, as her own, in fee simple, absolutely, or to her issue, per stirpes.

IN WITNESS WHEREOF, I have hereunto set my hand to this my Last Will and Testament on this, the 28th day of March, 1996.

Clarence Taylor
CLARENCE TAYLOR

CERTIFICATE OF SUBSCRIBING WITNESSES

We, the undersigned subscribing witnesses to the Last Will and Testament of CLARENCE TAYLOR hereby certify that he signed his Last Will and Testament in our presence, and that we signed our names as subscribing witnesses thereto in his presence, and in the presence of each other and at his special instance and request. We further certify that when he signed his Last Will and Testament CLARENCE TAYLOR was above the age of twenty-one years and was of sound and disposing mind and memory.

WITNESS OUR SIGNATURES on this, the 28th day of March, 1996

Ronald M. Kutz Residing at Flora, MS 39071

Susan C. Phillips Residing at Bolton MS 39041

IN THE MATTER OF THE ESTATE
OF CLARENCE TAYLOR, DECEASED

CIVIL ACTION NO. _____

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF MADISON

PERSONALLY APPEARED BEFORE ME, the undersigned authority at law in and for the jurisdiction aforesaid, the within named RONALD M. KIRK, who being by me first duly sworn according to law, says on oath:

1. This Affiant is one of the Subscribing Witnesses to an attached instrument of writing purporting to be the Last Will and Testament of Clarence Taylor, deceased, who was personally known to the Affiant, and whose signature is affixed to the Last Will and Testament dated the 28th day of March, 1996.
2. That on the 28th day of March, 1996, Clarence Taylor signed, published and declared the instrument of writing as his Last Will and Testament, in the presence of the undersigned Affiant, and also in the presence of Susan C. Phillips, the other Subscribing Witness to the instrument.
3. That Clarence Taylor was then and there of sound and disposing mind and memory and well above the age of twenty-one years.
4. That Ronald M. Kirk and Susan C. Phillips subscribed and attested said instrument, as

witnesses to the signature and publication thereof, and at the special instance and request of, and in the presence of the said Clarence Taylor, and in the presence of each other.

5. And further, your Affiant says naught.

Ronald M Kirk
RONALD M. KIRK

SWORN TO AND SUBSCRIBED BEFORE ME on this the 15th day of May, 2006.

Susan Coy Phillips
NOTARY PUBLIC

MY COMMISSION EXPIRES:
6/4/2006

C:\DOCS\PROBATE\TAYLOR.CLA\AFFIDAVI.WIT

MADISON COUNTY, MS. This instrument was
filed for record May 25th 2006
Book 40 Page 168
ARTHUR JOHNSTON, C C
BY R. Stevens DC



Last Will and Testament
of
R. Clyde Sullivan

I, R. Clyde Sullivan, 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 give, devise and bequeath all the rest and remainder of my property, real, personal and mixed, which I own at the time of my death to my wife, Winifred R. Sullivan, but in Trust nevertheless for the following uses and purposes, and under the following conditions:

A. With regard to any trust assets that are to benefit my wife, Winifred R. Sullivan, under any trust created in this Will, I specifically admonish the Trustee of such Trust to abide by the provisions set forth in this Paragraph A, as follows:

PAGE NUMBER 1 OF 14 PAGES

FILED
THIS DATE
MAY 3 1 2006
ARTHUR JOHNSTON, CHANCERY CLERK
BY *[Signature]* D.C.

RCS

R. Clyde Sullivan

The intent of this trust in benefitting my wife, Winifred R. Sullivan, is to supplement any benefits received (or for which Winifred R. Sullivan may be eligible) through or from various governmental assistance programs. All actions of the Trustee shall be directed toward carrying out this intent. Winifred R. Sullivan shall not be considered to have access to income and/or principal of the trust and she has no power to direct the Trustee to make distributions of income and/or principal to her.

Currently there exist basic living needs, such as dental care and outdoor recreation, which public benefit programs for the disabled do not provide. It is vitally important that Winifred R. Sullivan continues to have these program in order to maintain a level of human dignity and humane care. If this trust were to be invaded by creditors, subject to any liens or encumbrances, or cause public benefits to be terminated, it is likely that trust corpus would be depleted prior to her death, especially since the cost of care for disabled persons (not including any emergency needs) is high. Accordingly, the Trustee shall hold, administer and distribute any assets of this trust benefitting my wife, Winifred R. Sullivan, as follows:

1. The Trustee shall, in the Trustee's sole and absolute discretion, distribute so much income and principal to or for the benefit of the beneficiary of this trust as the Trustee shall, in the Trustee's sole discretion, determine in order to provide supplemental benefits, as hereinafter defined, to the benefits receivable by the beneficiary through or from various governmental assistance programs. The Trustee is prohibited from making any distribution to any governmental entity to replace or reimburse or supplant any public assistance benefit of any county, state, federal or other governmental agency which has a legal responsibility to serve persons with disabilities which are the same or similar to the impairment(s) of the beneficiary herein, and shall not distribute trust assets to

R C S

R. Clyde Sullivan

or for the benefit of the beneficiary for such needs as would be provided for in the absence of this trust by governmental financial assistance and/or benefits and/or by any provider of services. In no event shall trust property be distributed in such manner that any governmental financial assistance, which would be available to the beneficiary if this trust did not exist, is in any way reduced, diminished, altered or denied. All terms of this trust, wherever they may appear, shall be interpreted to conform to this primary goal, namely that the governmental financial assistance which would otherwise be available to the beneficiary if this trust did not exist will in no way be reduced, diminished, altered or denied. However, a distribution may be made by the Trustee, in the Trustee's sole discretion, in order to meet a need of the beneficiary for supplemental benefits not otherwise met by governmental financial assistance.

2. The Trustee shall, on an annual or more frequent basis, consult with an attorney with appropriate expertise in the area of public benefits and trust law to review state and federal legislation, regulations, and other requirements so that the public benefits eligibility of the beneficiary is not jeopardized by inappropriate actions or distributions by the Trustee. The cost of such attorney consultations shall be paid by the Trustee from trust assets.

3. This trust shall be primarily for the benefit of Winifred R. Sullivan, and the rights of the remainder beneficiary(ies) shall be of secondary importance. The Trustee shall not be required to distribute income currently. The Trustee shall not be held accountable to any beneficiary if part or all of the principal shall be depleted as a result of distributions under this trust in accordance with the terms of this trust. Any income not distributed shall be added to and become a part of the principal.

RC S

R. Clyde Sullivan

Any determination made by the Trustee in good faith as to the manner in which or the extent to which the powers granted by this trust shall be exercised shall be binding and conclusive upon all persons who might then or thereafter have or claim any interest in the trust property.

4. The Trustee shall pay to or apply for the benefit of Winifred R. Sullivan for her lifetime, such amounts of principal or income, up to the whole thereof, as the Trustee in its discretion may from time to time deem necessary or advisable for the satisfaction of the beneficiary's special needs, and any income not distributed shall be added to the principal. As used in this instrument, "special needs" refers to the requisites for maintaining the beneficiary's good health, safety and welfare when, in the discretion of the Trustee, such requisites were not being provided by any public agency, office or department of the State of Mississippi, or of any other state, or of the United States.

The term "special needs" or "supplemental benefits" would or could include, but not be limited to, health services not otherwise available, programs of training, education and treatment, supplemental dietary needs, radios, record players, television sets, vacations, athletic contests, movies, and trips. The aforesaid specifications of supplemental benefits are illustrative only.

5. It is my intent, as expressed herein, that because Winifred R. Sullivan is likely to become disabled and will be unable to maintain and support herself independently, the Trustee shall, in the exercise of its best judgment and fiduciary duty, seek support and maintenance for her from all available public resources, including Supplemental Security Income (SSI), Medicaid, and federal Social Security Disability Insurance (SSDI). In making distributions to the beneficiary for her special needs, as herein defined, the Trustee shall take into consideration the applicable resource limitations of the public assistance programs for which the beneficiary is eligible.

RCS

R. Clyde Sullivan

6. No public assistance benefits for the beneficiary of this trust shall be added to this trust.

7. It is further my intention that no part of the interest earned by or the corpus of the trust created herein shall be to supplant or replace public assistance benefits of any county, state, federal or other governmental agency which has a legal responsibility to serve persons with disabilities.

For purposes of determining the beneficiary's Medicaid or any other public benefits programs eligibility, no part of the principal or income of the trust estate shall be considered available to said beneficiary. In the event the Trustee is requested by any department or agency administering Medicaid or any other benefits to release principal or income of the trust to or on behalf of a beneficiary to pay for equipment, medication, or services which Medicaid or any other government benefit program is authorized to provide, or in the event the Trustee is requested by any department or agency administering Medicaid or any other benefits to petition to court or any other administrative agency for the release of trust principal or income for this purpose, the Trustee is authorized to deny such request and is authorized to defend, at the expense of the trust estate, any contest or other attack of any nature on the provisions of this trust concerning the benefits and distributions to Winifred R. Sullivan.

In addition, it is my hope, which is precatory, and not mandatory, that the trust property shall be expended for such advocates, both legal and non-legal, as may be necessary in order to protect any and all rights of the beneficiary as well as to protect the integrity of this trust.

8. I intend for the Trustee to provide for Winifred R. Sullivan in a manner and means that will allow Winifred R. Sullivan to live a lifestyle that has a level of human dignity. I understand that the benefits and distributions made to Winifred R. Sullivan may be limited by applicable state and federal law and regulations. I

RCS

R. Clyde Sullivan

admonish the Trustee to institutionalize Winifred R. Sullivan, if in the Trustee's sole discretion, such institutionalization is in the best interest of Winifred R. Sullivan.

9. Notwithstanding anything to the contrary contained herein, in the event that the Trustee's discretionary right to invade trust principal for the beneficiary herein has the effect of rendering the beneficiary ineligible for Supplementary Security Income (SSI) or Medicaid, the Trustee is authorized to terminate this trust, and the undistributed balance of the trust estate shall be distributed, free of trust, to the remainder beneficiary in the same manner and upon the same terms set forth above in this Last Will and Testament, as if Winifred R. Sullivan were deceased.

In determining whether the existence of the trust has the effect of rendering said beneficiary ineligible for SSI or Medicaid, the Trustee is hereby granted full and complete discretion to initiate either administrative or judicial proceedings, or both, for the purpose of determining eligibility, and all costs relating thereto, including reasonable attorney fees, shall be a proper charge to the trust estate.

10. The assets held in trust for Winifred R. Sullivan shall remain in trust ~~for her lifetime and be distributed under the provisions set forth in this Paragraph~~

A. Upon Winifred R. Sullivan's death, this trust shall terminate, and the assets shall be held, administered and distributed to the remainder beneficiaries of Winifred R. Sullivan under the provisions set forth in the next subparagraph of this Will.

11. At the death of the primary beneficiary, Winifred R. Sullivan, or if she shall not survive me, then the rest, residue and remainder of the assets shall be distributed as follows:

RES

R. Clyde Sullivan

In three equal shares, one to each of the children of the Testator, who are Sam A. Sullivan, Susan S. Carpenter and Ralph C. Sullivan, Jr.

B. Notwithstanding any provision herein to the contrary, the Trustee shall 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, or is currently under suit or collection proceedings by creditors, whether or not such beneficiary is in bankruptcy proceedings. The Trustee shall make reasonable inquiries before making distributions of principal to the beneficiaries to ascertain whether any beneficiary is then under any of the above described conditions. In making a determination that a beneficiary is addicted to alcohol, drugs, or other chemical substances, the Trustee may rely upon the opinion of a physician who has examined the beneficiary. The Trustee may request that the beneficiary be examined by a physician designated by the Trustee and if the beneficiary refuses to be examined by such physician, the Trustee shall not make any distributions to ~~the beneficiary until such time as the beneficiary agrees to be examined by such~~ physician. As and when the beneficiary whose distribution was delayed has recovered from, has resolved, or has been relieved of such condition, the Trustee may then make distribution to such beneficiary of the distribution which was delayed by the Trustee in accordance with this provision.

C. In the event all of the persons and classes designated as beneficiaries of this trust die prior to the distribution of all trust assets, the share of such beneficiary shall be given to the issue of such beneficiary, if any, and if none, then to the siblings of such

R C S

R. Clyde Sullivan

beneficiary, and if none, then equally to the other named beneficiaries hereunder. In the event that there are no named beneficiaries surviving, then the trust assets shall be distributed to the surviving issue of such deceased beneficiary per stirpes.

D. The Trustee shall permit each beneficiary to elect by written direction to the Trustee, at the time all or any portion of his or her trust is to be distributed to him or her, to have such property remain in trust under the terms and provisions hereof for the balance of his or her life or until such time as such beneficiary shall request that the trust assets, or any part thereof, be distributed to him or her outright. In the event of the death of a beneficiary during the period in which the trust is so continued, the Trustee shall make immediate distribution of that beneficiary's trust assets to his or her estate.

ITEM III.

I do direct that Sam A. Sullivan shall serve as executor of this my Last Will and Testament. In the event that this person should be unable or unwilling to serve, then Susan S. Carpenter shall so serve, and if she shall not be able or willing to serve, then Ralph C. Sullivan, Jr., 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 appraisement by the Executor of my estate. These same~~ persons in the same order shall serve as the Trustee of the Trust created hereunder. This Trust so created is a private Trust. The Trustee shall not be required to obtain the order or approval of any court for the exercise of the Trustee's powers and discretions.

No Trustee hereunder shall be required to enter into any bond or to file with any court a formal accounting of the Trustee's administration. The Trustee shall render annual accounts to the income beneficiary, if any. No persons paying money or delivering property to the Trustee shall be required to see to its application.

R C S

R. Clyde Sullivan

ITEM IV.

A Trustee may resign at any time by giving written notice, specifying the effective date of resignation, to the persons who are income beneficiaries of the trust at that particular time. The notice may be made by personal delivery or sent by registered mail.

The resigning Trustee shall deliver all trust assets to the successor Trustee on the effective date of the resignation, and shall, within sixty (60) days of such date, submit a full and final accounting to the successor Trustee and to the income beneficiaries of the trust. Any successor Trustee shall be vested with all the rights, powers, duties and discretions conferred upon the original Trustee.

ITEM V.

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

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

B. To place, in the discretion of the Trustee, trust funds in a checking, savings or other types of accounts or certificates of deposit in any successor Trustee bank.

C. To receive, invest in, and retain in the trust all types of property and, especially, to receive, invest in, and retain in the trust shares of stock in closely held corporations, partnership interests in general and limited partnerships, oil, gas, and other

 R c S

R. Clyde Sullivan

mineral interests, standing timber, and unimproved real estate regardless of where it may be situated, without liability and without regard to the proportion such property or property of a similar character so held may bear to the entire amount of the trust estate and whether or not such property is of the class in which Trustees generally are authorized to invest by trust law.

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

E. To retain or invest trust assets in a common fund established by a corporate Trustee pursuant to the Uniform Common Trust Fund Law of Mississippi or in any investment account, mutual fund, or other investment vehicle offered, sponsored, or advised for a fee by any corporate Trustee, or any subsidiary, parent or affiliate of such corporate Trustee or any successor or assign, or subsidiary, parent or affiliate of any successor or assign, to such corporate Trustee.

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

~~G. To take out, apply for, and maintain, paying premiums from income or principal, health, hospitalization, medical or similar insurance covering any beneficiary of the trust.~~

H. To hold for the benefit of any minor beneficiary of a trust or for an adult beneficiary who is incapable of handling his or her property, any personal effects, automobiles, jewelry and other objects, particularly household contents, antiques, silver, crystal and the like, that are bequeathed to any such beneficiary of a trust until the beneficiary attains the age of twenty-one (21) years or in the case of an adult beneficiary incapable of handling his or her property until such time as, in the sole discretion of the

RCS

R. Clyde Sullivan

Trustee, that beneficiary is capable of handling his or her property. The Trustee may permit such items to remain in the residence in which the beneficiary resides or in such other storage facility as the Trustee deems appropriate for such items and shall pay all costs of maintaining, storing, and insuring the items. The Trustee shall have the authority to give the Executor or other personal representative of the estate of a decedent a receipt for such objects on behalf of such beneficiary.

I. To retain any interest in oil, gas or other mineral resources received from any source and to acquire and retain other interests in oil, gas or mineral resources; to execute as to those interests any agreements, assignments, contracts, deeds, grants, leases for any term (even though the term may extend beyond the termination of the trust) and any other instruments or documents; to manage, control, operate, explore, mine, develop or take any action for the production, recovery, sale, treatment, storage or transportation of any interest in oil, gas or other mineral resources; to drill, rework or recomplete wells of any type; to conduct or participate in secondary recovery operation; to enter into agreements for pooling or unitization; and to install, operate or participate in the operation of any plant, mine or other facilities. Interests in oil, gas and other mineral resources may be retained and acquired without liability for any loss and without application to any court.

ITEM VI.

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.

(Continued at the top of the following page.)

RCS

R. Clyde Sullivan

ITEM VII.

I intentionally omit any further provision for any other issue of mine presently living or hereafter born.

ITEM VIII.

All payments of income and principal under this Will shall be inalienable by the beneficiaries and free from the interference or control or claims of their creditors and all payments of income and principal to any beneficiary of the Will shall be made only to him or her or to their sole credit and never by anticipation or by way of assignment, and the same shall never be alienable or subject to the control or claims of any husband, wife or creditor of such beneficiary; which claim shall include secured as well as unsecured creditors of any type, public or private. To the extent a creditor (either public or private) asserts a claim, said gift, devise, or bequeath shall lapse and the proceeds instead shall be distributed to those who would be that beneficiary's heirs as if said beneficiary had predeceased me.

ITEM IX.

If any beneficiary shall contest the probate or validity of this Will or any part of it, ~~or shall institute or join in, except as a party defendant, any proceeding to contest the validity of this Will from being carried out in accordance with its terms, regardless of whether or not such proceedings are instituted in good faith and for probable cause, then all benefits provided for such beneficiary and his or her issue are revoked and shall pass under my Will as if the beneficiary and his or her issue had predeceased me.~~

(Continued at the top of the following page.)

RCS

R. Clyde Sullivan

IN WITNESS WHEREOF, I have executed the foregoing instrument and do declare the same to be my Last Will and Testament on this the 26 day of July, 2002.

R. Clyde Sullivan
R. Clyde Sullivan

RCS
R. Clyde Sullivan

CERTIFICATE OF SUBSCRIBING WITNESSES

We, Jaqueline M. Watkins and Mary L. Robinson,

do hereby certify that R. Clyde Sullivan 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 Testator and in the presence of each other, that the Testator was over the age of eighteen (18) years, and believing the Testator to be of sound and disposing mind and memory.

WITNESS OUR SIGNATURES this the 26 day of July, 2002.

Jaqueline M. Watkins

Mary L. Robinson

WITNESS:

Jaqueline M. Watkins

PO Box 14

Jackson, MS 39205

WITNESS:

MARY L. Robinson

PO Box 1876

Ridgeland MS 39158

RCS

R. Clyde Sullivan

**AFFIDAVIT OF WITNESSES TO THE
LAST WILL AND TESTAMENT OF
R. CLYDE SULLIVAN**

STATE OF MISSISSIPPI
COUNTY OF MADISON

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, MARY L. ROBINSON and Jacqueline M. Watkins subscribing witnesses to the Last Will and Testament of R. Clyde Sullivan, 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 R. Clyde Sullivan, which was executed by him on the 26 day of July, 2002, 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 R. Clyde Sullivan.

That at the time of the execution of said Last Will and Testament by R. Clyde Sullivan, 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.

Mary L. Robinson
WITNESS

Jacqueline M. Watkins
WITNESS

SWORN TO AND SUBSCRIBED BEFORE ME, this the 26th day of July, 2002.

[Signature]
NOTARY PUBLIC

My Commission Expires:
MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES JULY 19, 2006
BONDED THRU STEGALL NOTARY SERVICE



MADISON COUNTY, MS This instrument was
filed for record May 31, 2006

Book 40 Page 172
ARTHUR JOHNSTON, C.C.

BY [Signature] D.C.



#2006-452

LAST WILL AND TESTAMENT

OF

GRACE H. AUWARTER

<p>FILED THIS DATE JUN 02 2006 ARTHUR JOHNSTON, CHANCERY CLERK BY <u>Jacoby Tolson</u> D.C.</p>
--

I, GRACE H. AUWARTER, of Hinds County, Mississippi, being of sound and disposing mind and memory and over the age of twenty-one (21) years, and under no disabilities of any kind or character, do hereby make, publish and declare this instrument to be my Last Will and Testament, hereby revoking all wills, testaments and codicils heretofore made by me.

ITEM I.

I direct that all of the reasonable expenses of my last illness and funeral be paid as soon as conveniently can be done, and the administration of my estate be completed and closed as soon after my death as may be reasonably possible.

ITEM II.

I hereby nominate, appoint and constitute Carolyn Alexander as the Executrix of this my Last Will and Testament. In the event that she shall predecease me, I hereby nominate, appoint and constitute William D. Auwarter as the Alternate Executor of my estate. My Executrix is given the full power and discretion of any owner in fee simple in the handling of my estate, and to the extent that such requirement may be legally waived, I hereby expressly waive inventory and appraisal of my estate, accounting and every other formality, save only the probating of this Will. I hereby direct my Executrix to serve without the necessity of a bond to any Court.

ITEM III.

If my husband, Charles W. Auwarter, survives me, I give, devise and bequeath all of my property, real, personal and mixed, wheresoever located, to my husband, except for specific bequests hereinafter listed.

Oct-31, 1984
Date

Grace H. Auwarter
GRACE H. AUWARTER

ITEM IV.

I give, devise and bequeath to my daughter, Carolyn Alexander, my five cluster diamond ring.

I give, devise and bequeath to my son, William D. Auwarter, my diamond solitaire ring.

ITEM V.

In the event that my husband predeceases me, I give, devise and bequeath all of my property, real, personal and mixed, wheresoever located to my children, Carolyn Alexander and William D. Auwarter, equally, share and share alike, per stirpes.

ITEM VI.

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

ITEM VII.

If any provision of this Will is unenforceable, the remaining provisions shall nevertheless be carried into effect.

IN WITNESS WHEREOF, I have hereunto signed and subscribed my name in the presence of two witnesses who have attested the same in my presence and in the presence of each other on this the 31st. day of October, 1984.

Grace H. Auwarter
GRACE H. AUWARTER

October 31, 1984
Date

Grace H. Auwarter
GRACE H. AUWARTER

ATTESTATION

This instrument was, on the date shown above, signed, published and declared by GRACE H. AUWARTER to be her Last Will and Testament in our presence, and we, at her request, have subscribed our names as witnesses in her presence and in the presence of each other.

WITNESSES:

William Kimber
(witness)

4317 Robinson Rd.
(street address)

Jackson, MS. 39209
(city and state)

Neil J. Breder
(witness)

4317 Robinson Road
(street address)

Jackson, MS 39209
(city and state)

MADISON COUNTY, MS this instrument was
filed for record June 2nd 2006

Book 40 Page 187
ARTHUR JOHNSTON, CC

BY Saxon Toton DC



October 31, 1984
Date

Grace H. Auwarter
GRACE H. AUWARTER

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF HINDS

FILED
THIS DATE
JUN 02 2006
ARTHUR JOHNSTON, CHANCERY CLERK
BY Stacy Teton D.C.

Personally appeared before me the undersigned authority in and for the State and County aforesaid, Mel J. Breeden, Jr., who being first by me duly sworn, stated on oath that affiant, as one of the subscribing witnesses to the foregoing and annexed instrument of writing, purporting to be the last Will and Testament of Grace H. Auwarter, Deceased, late of Madison County, and that the said Grace H. Auwarter, signed, published and declared said instrument as her last Will and Testament, on the 31st day of October, 1984, the day of the date of said instrument, in the presence of this affiant, and in the presence of William O. Marble (deceased), the other subscribing witness thereto, and that the said testatrix, was then of sound, disposing mind and memory, was more than twenty-one years of age, and that this affiant and William O. Marble (deceased), the other subscribing witness, subscribed and attested said instrument, as witnesses to the signature and publication thereof, at the special instance and in the presence of testatrix, and in the presence of each other, on the day and year of the date thereof and the affiant's address is P.O. Box 1812, Jackson, MS.

Mel J. Breeden, Jr.
Mel J. Breeden, Jr.

SWORN TO and subscribed before me, on this the 31 day of May, 2006.

Michelle M. Ball
Notary Public

My Commission Expires _____



OF

GRACE H. AUWARTER

FILED

THIS DATE

JUN 02 2006

ARTHUR JOHNSTON, CHANCERY CLERK
BY _____ D.C.

I, GRACE H. AUWARTER, of Hinds County, Mississippi, being of sound and disposing mind and memory and over the age of twenty-one (21) years, and under no disabilities of any kind or character, do hereby make, publish and declare this instrument to be my Last Will and Testament, hereby revoking all wills, testaments and codicils heretofore made by me.

ITEM I.

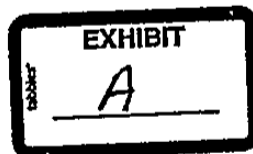
I direct that all of the reasonable expenses of my last illness and funeral be paid as soon as conveniently can be done, and the administration of my estate be completed and closed as soon after my death as may be reasonably possible.

ITEM II.

I hereby nominate, appoint and constitute Carolyn Alexander as the Executrix of this my Last Will and Testament. In the event that she shall predecease me, I hereby nominate, appoint and constitute William D. Auwarter as the Alternate Executor of my estate. My Executrix is given the full power and discretion of any owner in fee simple in the handling of my estate, and to the extent that such requirement may be legally waived, I hereby expressly waive inventory and appraisal of my estate, accounting and every other formality, save only the probating of this Will. I hereby direct my Executrix to serve without the necessity of a bond to any Court.

ITEM III.

If my husband, Charles W. Auwarter, survives me, I give, devise and bequeath all of my property, real, personal and mixed, wheresoever located, to my husband, except for specific bequests hereinafter listed.



Oct-31, 1984
Date

Grace H. Auwarter
GRACE H. AUWARTER

ITEM IV.

I give, devise and bequeath to my daughter, Carolyn Alexander, my five cluster diamond ring.

I give, devise and bequeath to my son, William D. Auwarter, my diamond solitaire ring.

ITEM V.

In the event that my husband predeceases me, I give, devise and bequeath all of my property, real, personal and mixed, wheresoever located to my children, Carolyn Alexander and William D. Auwarter, equally, share and share alike, per stirpes.

ITEM VI.

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

ITEM VII.

If any provision of this Will is unenforceable, the remaining provisions shall nevertheless be carried into effect.

IN WITNESS WHEREOF, I have hereunto signed and subscribed my name in the presence of two witnesses who have attested the same in my presence and in the presence of each other on this the 31st day of October, 1984.

Grace H. Auwarter
GRACE H. AUWARTER

October 31, 1984
Date

Grace H. Auwarter
GRACE H. AUWARTER

This instrument was, on the date shown above, signed, published and declared by GRACE H. AUWARTER to be her Last Will and Testament in our presence, and we, at her request, have subscribed our names as witnesses in her presence and in the presence of each other.

WITNESSES:

William D. Dyer
(witness)

4317 Robinson Rd.
(street address)

Jackson, MS. 39209
(city and state)

W. J. Borden
(witness)

4317 Robinson Road
(street address)

Jackson, MS 39209
(city and state)

MADISON COUNTY, MS This instrument was
filed for record June 2nd, 2006.

Book 40 Page 190
ARTHUR JOHNSTON, C.C.

BY Stacy T. Jones C.C.



October 31, 1984
Date

Grace H. Auwarter
GRACE H. AUWARTER

LAST WILL AND TESTAMENT
OF
JENNIFER LEIGH GRIFFIN

2006-388

KNOW ALL MEN BY THESE PRESENTS that I, JENNIFER LEIGH GRIFFIN, a resident citizen of Madison County, Mississippi, being over the age of twenty-one years, and being of sound and disposing mind, memory, and understanding and being mindful of the uncertainty of life as well as the certainty of death do hereby make, publish and declare this instrument of writing to be my Last Will and Testament, and I hereby revoke any and all other Wills and Codicils thereto heretofore made by me.

I.

It is my will that all my just debts, including the cost of my last illness, if any, and all funeral expenses which have been probated in the manner and within the time required by law be first paid.

II.

I hereby will, devise and bequeath unto my children, Robert Terrell Griffin of 5133 Canton Heights Drive, Jackson, MS 39211, Debra Charlene Anderson, 1219 Moore's Mill Road, Atlanta, GA 30327, Tracy Dwayne Griffin, 508-B Smith Carr Road, Canton, MS 39046, and Lori Janine Meadows, 801 Leeds Court, Madison, MS 39110, all my property, other than partnership interests and homestead, both real and personal, to be

JLG

theirs, absolutely and without limitation, share and share alike.

III.

I leave all my interest in Lee Associates, Partnership, as follows: Robert Terrell Griffin, 150,000 units, Lori Janine Meadows, 150,000 units, Tracy Dwayne Griffin Irrevocable Trust, 50% of the remaining units after Robert and Lori, Debra Charlene Anderson Irrevocable Trust, 50% of the remaining units after Robert and Lori. The above for Robert and Lori shall be reduced by any units gifted to them or to their children from August 24, 2000 to the date of my death.

IV.

If any of my children shall predecease me, it is my intent and wish that his/her per stirpes shall share equally that which is willed herein to such deceased child. If there are no per stirpes of the deceased child, then the units listed above and all other dividable assets shall be divided equally to my other children, including an equal child's share to be divided equally among the per stirpes of any other of my children who are deceased at the time of my death, with the exception of my homestead.

LAST WILL AND TESTAMENT
OF JENNIFER LEIGH GRIFFIN

JLG
Page 2 of 4

It is my will that my homestead not be conveyed, transferred or sold for a period of two years after my death, and it shall go to my son Tracy Dwayne Griffin and my daughter Debra Charlene Anderson as Tenants-in-Common, and upon the sale of this homestead the proceeds shall be split fifty/fifty between the Tracy Dwayne Griffin Irrevocable Trust and the Debra Charlene Anderson Irrevocable Trust.

VI.

I hereby nominate and appoint Robert Terrell Griffin as Executor of this, my Last Will and Testament and direct that he be permitted to serve in said capacity without bond or the necessity of inventory or appraisal. Should he predecease me, then I hereby nominate and appoint Debra Charlene Anderson as Executor of this, my Last Will and Testament. If both Robert and Debra should predecease me then I hereby nominate and appoint Lori Janine Meadows as Executor of this, my Last Will and Testament.

IN TESTIMONY WHEREOF, I have signed, published and declared the foregoing instrument as and for my Last Will and Testament on this the 25th day of August 2000. 1:50 P.M. JLG

Jennifer Leigh Griffin
JENNIFER LEIGH GRIFFIN

LAST WILL AND TESTAMENT
OF JENNIFER LEIGH GRIFFIN

Page 3 of 4

The foregoing instrument consisting of three(3) pages, was, on the date thereof signed, published and declared by the said JENNIFER LEIGH GRIFFIN, the Testator therein named, as and for her Last Will and Testament in the presence of us, the undersigned, who, at her request, and in her presence, and in the presence of each other, have hereto signed our names as subscribing witnesses hereto.

This, the above clause, having been first read to us in the presence of the Testator, and in the presence of each other, and we now intending to clarify that the matters herein specified took place, in fact, and in the order as herein stated.

WITNESSES:

<i>[Signature]</i>	8-25-00	1:50 PM.
<i>[Signature]</i>	8/25/00	1:50 PM
<i>[Signature]</i>	8/25/00	1:50 PM

[Handwritten initials]

Codicil to my last will
 and testament that I desire
 to change the executors from
~~the~~ co-executors Robert Griffin
 and Debra Anderson to Robert
 Griffin and Tracy Griffin.
 This the April 2, 2006.

Jennifer Griffin
 Jennifer Griffin 4/13/06
 date

Mr. Park
4/2/06
 date

Witness
 441 North Park
 Ridge land, Ms

Charles H. Anderson
 witness 04-02-2006
 date

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

ESTATE OF JENNIFER LEIGH GRIFFIN
DECEASEDCIVIL ACTION, FILE NO. 2006-388AFFIDAVIT OF SUBSCRIBING WITNESSSTATE OF MISSISSIPPI
COUNTY OF HINDS

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

(1) That this affiant is one of the subscribing witnesses to an instrument of writing dated August 25, 2000 purporting to be the Last Will and Testament of Jennifer Leigh Griffin, Deceased, who was personally known to the affiant, and whose signature is affixed to such instrument;

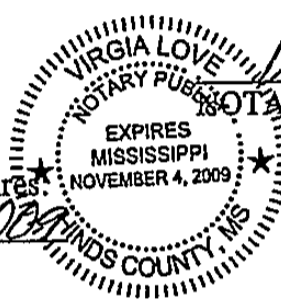

(2) That on August 25, 2000, Jennifer Leigh Griffin signed, published and declared the instrument of writing as her Last Will and Testament, in the presence of this affiant and in the presence of Teresa Lynn Frazier and R. Phillip Parker, the other subscribing witnesses to the instrument.

(3) That Jennifer Leigh Griffin was then of sound and disposing mind and memory, was above the age of eighteen (18) years, and did not appear to be acting under duress or undue influence.

(4) That this affiant, together with Teresa Lynn Frazier and R. Phillip Parker, subscribed and attested the instrument as witnesses to the signature and publication thereof, at the special instance, request, and in the presence of Jennifer Leigh Griffin, and in the presence of each other.


Robert D. Parker

SWORN TO AND SUBSCRIBED BEFORE ME, this 10th day of May, 2006.



My Commission Expires: Nov. 4, 2009

A. M. EDWARDS, III (MBN 5478)
WELLS, MOORE, SIMMONS, & HUBBARD, PLLC
4450 Old Canton Road, Suite 200
P. O. Box 1970
Jackson, Mississippi 39215
(601) 354-5400

CKNAME-ESTGRIFFINAFFI-SUB WIT

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

ESTATE OF JENNIFER LEIGH GRIFFIN
DECEASEDCIVIL ACTION, FILE NO 2006-388AFFIDAVIT OF SUBSCRIBING WITNESSSTATE OF MISSISSIPPI
COUNTY OF HINDS

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

(1) That this affiant is one of the subscribing witnesses to an instrument of writing dated April 2, 2006 purporting to be a Codicil to the Last Will and Testament of Jennifer Leigh Griffin, Deceased, who was personally known to the affiant, and whose signature is affixed to such instrument;

(2) That on April 2, 2006, Jennifer Leigh Griffin signed, published and declared the instrument of writing as a Codicil to her Last Will and Testament, in the presence of this affiant and in the presence of Vickie D. Lawson, the other subscribing witness to the instrument.

(3) That Jennifer Leigh Griffin was then of sound and disposing mind and memory, was above the age of eighteen (18) years, and did not appear to be acting under duress or undue influence.

(4) That this affiant, together with Vickie D. Lawson, subscribed and attested the instrument as witnesses to the signature and publication thereof, at the special instance, request,

and in the presence of Jennifer Leigh Griffin, and in the presence of each other.

Robert D. Parker
Robert D. Parker

SWORN TO AND SUBSCRIBED BEFORE ME, this 10th day of May, 2006.

Virginia Love
NOTARY PUBLIC
EXPIRES MISSISSIPPI NOVEMBER 4, 2009
HINDS COUNTY, MS

My Commission Expires: Nov. 4, 2009

A. M. EDWARDS, III (MBN 5478)
WELLS, MOORE, SIMMONS, & HUBBARD, PLLC
4450 Old Canton Road, Suite 200
P. O. Box 1970
Jackson, Mississippi 39215
(601) 354-5400

CKAME-EST\GRIFFINAFFI-SUB WIT

MADISON COUNTY, MS This instrument was
filed for record June 7, 2006
Book 40 Page 194
ARTHUR JOHNSTON, C.C
BY: R. Sellers D.C.

