

**FILED**  
THIS DATE  
JUN 06 2007  
ARTHUR JOHNSTON, CHANCERY CLERK  
BY *Stacy Toton* DC

#2007-533-B

**LAST WILL AND TESTAMENT**

**OF**

**DUDLEY R. BOZEMAN**

I, **DUDLEY R. BOZEMAN**, an adult resident of Madison County, Mississippi, make this my Will and revoke all prior Wills and Codicils

**ITEM I**  
**Family**

I am married; my Spouse's name is **MAE COX BOZEMAN** I have 3 Children as follows:

**DUDLEY R. BOZEMAN, JR.,**  
**PRENTISS W. BOZEMAN and**  
**HARVEY C. BOZEMAN.**

**ITEM II**  
**Executor**

I appoint the person listed below in the section 1<sup>st</sup> below in this ARTICLE to serve as my Executor of my estate under this Will. In the event the person listed in the section 1<sup>st</sup> is unable or unwilling to serve, the person listed in the next section shall serve and so on until a person so serves

- 1st. **RICHARD W. RUSS, CPA or**
- 2nd. **PINNACLE TRUST COMPANY, LLC,**  
**A MISSISSIPPI TRUST COMPANY**

If there is no person serving as Executor, the Trustee of the **DUDLEY R. BOZEMAN REVOCABLE LIVING TRUST** shall serve

**ITEM III**  
**Personal Property Statement**

I may leave a signed written statement or electronic recording (herein the "Statement") designating certain tangible personal property to go to certain persons at my death. This Statement should be attached to my Will or Revocable Trust. I grant to the Executor a special power of appointment over the tangible personal property described in

the Statement, and the Executor shall distribute such tangible personal property to the persons designated in the Statement to receive such tangible personal property. This paragraph shall apply only to an item of tangible personal property if such item has a value of \$20,000 and no more than a total of \$100,000 shall pass under such Personal Property Statement.

ITEM IV.  
Specific Property

To my Spouse, MAE COX BOZEMAN, if MAE COX BOZEMAN survives me, I leave the following:

- A. Miscellaneous. Ten Dollars (\$10) and my automobiles and other vehicles, club memberships, clothing, jewelry, sports equipment and other personal effects.
- B. Property in Home. My interest in the furniture, furnishings, decorations, silverware, china, pictures, linens, glassware and the like located in our home
- C. Vehicles. Any vehicle I may own to my Spouse if living but if not to my Children if living outright.

I leave any assets remaining after the application of the above Paragraphs in this ARTICLE as provided below.

ITEM V.  
Residue to Revocable Trust

I give, devise and bequeath to the Trustee of the DUDLEY R. BOZEMAN REVOCABLE LIVING TRUST created by me on the 2<sup>nd</sup> day of May, 2007 (the "Revocable Living Trust"), the rest and residue of my estate, real and personal, of whatsoever kind or character and wheresoever situated, including any bequest that may lapse or be renounced or disclaimed or that may otherwise be ineffective for any reason, to be held, administered and distributed as provided therein

The assets devised and bequeathed under this ARTICLE of my Will shall be charged with the payment of any estate, inheritance or other death taxes 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 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, the 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.

ITEM VI  
Simultaneous Death Clause

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

ITEM VII.  
Disclaimer

Any recipient of property 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. Any disclaimer shall be made within the time period and in a manner required for the disclaimer to qualify under Mississippi law and Section 2518. Any such disclaimer shall be made in writing, stating specifically the property or interest disclaimed, and shall be filed with the Chancery Court in which my Will is probated and shall also be delivered to the Executor of my estate

If my Spouse disclaims any portion of a bequest, I give, devise and bequeath the property disclaimed outright to my Children. In the event a Child of mine is not then living, his or her share of the disclaimed property shall go to his or her Descendants, Per Stirpes. If a deceased Child of mine leaves no surviving Descendants, his or her share of the disclaimed property shall be divided, in equal shares, among my other surviving Children, except that the living Descendants of a deceased Child of mine shall take, Per Stirpes, the share my Child would have taken if living.

In the event a Child of mine disclaims any portion of a bequest, I give, devise and bequeath the property disclaimed to his or her Descendants, Per Stirpes, or if none, in equal shares, to my other Children then living, except that the then living Descendants of a deceased Child of mine shall take, Per Stirpes, the share such Child would take if living.

ITEM VIII  
Duties and Powers of the Executor

The Executor shall pay all funeral expenses, costs of administration and other proper claims against my estate. The Executor may, in the 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, the

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.

In addition to the powers and authorities specifically granted to the Executor under this Will, I expressly confer upon the 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 the Executor to exercise any such powers and authorities granted in this Will or by the Uniform Trustees' Powers Law of Mississippi without the necessity of obtaining court approval. All rights, powers, duties and discretion granted to or imposed upon the Executor shall be exercisable by and imposed upon any successor Executor or Administrator. I direct that neither the 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 the 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, the 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, the Executor is excused from any duty of impartiality with respect to the income tax basis of the property. However, the 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 The Executor to exercise, at such times and in such manner as the 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. If property is included in my estate which may otherwise qualify, if it passes to a qualified heir, for valuation for federal estate tax purposes under Section 2032A, and the Executor has the discretion to allocate and distribute such property in satisfaction of devises or bequests herein, the Executor shall, in exercising such discretion, allocate and distribute such property to persons or trusts who will be qualified heirs so as to qualify the property for valuation pursuant to Section 2032A. I specifically authorize the 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 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.

The 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 the 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 Mississippi law and Section 2518

The 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. The Executor may continue to act as partner, engage in any partnership, and take all actions with regard to any partnership the Executor deems advisable.

I specifically authorize the 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 the Executor shall not pledge any property specifically devised or bequeathed herein. The Executor shall not be required to pay or otherwise satisfy such loan or any loan to which my property is subject at my death prior to the closing of my estate and the discharge of the Executor, but may distribute such property at its value net of such loan in satisfaction of any bequest herein

ITEM IX.  
Other Provisions

I have not entered into any contract, actual or implied, to make a will.

ITEM X  
Definitions and Miscellaneous

Singular terms shall include the plural; plural terms shall include the singular. Text in bold is intended to draw the reader's attention, but has no legal significance. Some of the definitions below may not be used in this Will. Capitalized terms in the Will shall have the meanings specifically defined herein or alternatively as stated below.

- A. Child means issue born one generation below the applicable person and shall include an adopted child, grandchild or descendant if under the age of eighteen (18) years at the time of adoption and shall include a child, grandchild or descendant born after the date of this Agreement
- B. Code means the Internal Revenue Code of 1986, as amended.
- C. Descendant means issue including a Child, Grandchild and any person hereafter born to any descendant of the applicable person and shall include an adopted Descendant if under the age of eighteen (18) years at the time of adoption and shall include a descendant born after the date of this Agreement.
- D. Executor means the person appointed to administer an estate by a court with jurisdiction including the remaining in Section 2203 of the Internal Revenue Code and shall include, if no Executor or Administrator is appointed, any person in actual or constructive possession of property of the decedent

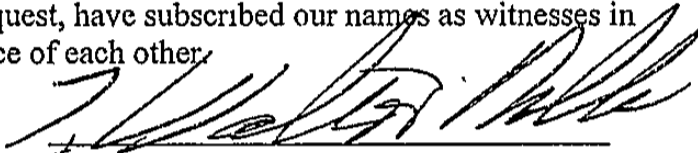
- E Grandchild shall include issue born 2 generations below the applicable person. Grandchild shall include an adopted person if under the age of eighteen (18) years at the time of adoption and shall include a grandchild born after the date of this Agreement
- F. Internal Revenue Code or Code means the Internal Revenue Code of 1986, as amended or corresponding provisions of future law.
- G ITEM means the greatest subdivision of the Will.
- H. Marital Share means a share intended to qualify under Section 2056 of the Code to qualify for the estate tax marital deduction.
- I. Marital Deduction Trust means a trust intended to qualify under Section 2056 of the Code to qualify for the estate tax marital deduction and composed of by the Exempt Marital Deduction Trust and the Non Exempt Marital Trust.
- J Mississippi Code means the Mississippi Code of 1972, as amended.
- K Nephew means the male Child of one's Sibling.
- L Niece means the female Child of one's Sibling.
- M Non Marital Share means a share not intended to qualify under Section 2056 of the Code to qualify for the estate tax marital deduction.
- N. Paragraph means the next greatest subdivision of the Will after an ITEM.
- O Personal Representative means the executor of an estate, the trustee of a revocable trust, an agent under a power of attorney or other applicable person with the legal right to take action on or on behalf of the applicable person
- P Per Stirpes means a disposition of property to a named person or class of persons (a First Generation Person) If a First Generation Person (so named or identified) is not living, the interest of that First Generation Person passes to that First Generation Person's children (the Second Generation Persons) in equal shares; if a Second Generation Person is not living, the interest of that Second Generation Person passes to the Second Generation Person's children (the Third Generation Persons) in equal shares. This disposition pattern continues as needed. Property left Per Stirpes in trust for the benefit of a person would be held for the benefit of that person, who would become the Primary Beneficiary for that trust, and at the Primary Beneficiary's death pass to that person's descendants.
- Q. Primary Beneficiary means the beneficiary for whom a trust is created although that trust may also include that beneficiary's descendants. The identification of a Primary Beneficiary follows the Per Stirpes pattern. For example in the case of leaving property to a trust for a Child, the Primary Beneficiary of that trust would be that living Child.
- R. Sibling means the full-blooded brother or sister of a person.
- S Spouse means the person legally married to an applicable party and not a party to any action of divorce. However, a person married to the person shall continue to be qualified as the Spouse of the applicable party, if such person was married and not a party to a divorce at the time of the death of the person.
- T State means Mississippi, unless property of mine is subject to the laws of another jurisdiction and in that case State of that applicable jurisdiction for that property only. In the event of a conflict as to the State, State shall mean the State of Mississippi.

- U. State Death Tax Credit means the credit allowable to the estate under Section 2011 of the Code.
  - V. Subparagraph means the greatest subdivision of a Paragraph
  - W. Trustee means the Trustee then qualified and acting and shall include an individual Trustee, corporate Trustee, or any successor Trustee. 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.
  - X. Unified Credit means the credit pursuant to Section 2010 of the Code.
- Unified Credit Exclusion means the amount sheltered from federal gift and estate tax pursuant to Section 2010 of the Code.

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 2<sup>nd</sup> day of May, 2007

  
 DUDLEY R. BOZEMAN

This instrument was, on the day and year shown above, signed, published and declared by DUDLEY R. BOZEMAN to be such person's Last Will and Testament in our presence, and we at such person's request, have subscribed our names as witnesses in such person's presence and in the presence of each other.

  
 \_\_\_\_\_  
 Signature

Jackson, MS.  
 \_\_\_\_\_  
 Address

Richard W. Run  
 \_\_\_\_\_  
 Signature

Ridgeland, MS  
 \_\_\_\_\_  
 Address

STATE OF MISSISSIPPI

COUNTY OF Madison

THIS DATE PERSONALLY APPEARED BEFORE ME, the undersigned authority at law, in and for the jurisdiction aforesaid, the within named T. Walton Dallas and Richard W. Russ, respectively, whose names appear as subscribing witnesses to the foregoing and attached instrument of writing, who after having been duly sworn, say on oath that on the 24<sup>th</sup> day of May, 2007, DUDLEY R. BOZEMAN, in their presence, signed such person's name thereto, and in their presence declared the same to be such person's Last Will and Testament; that at such person's request and in such person's presence, and in the presence of each other, the said affiants subscribed their names thereto as witnesses to its execution and publication; that the said DUDLEY R. BOZEMAN, on the 24<sup>th</sup> day of May, 2007, was of lawful age, was of sound and disposing mind and memory and there was no evidence of undue influence.

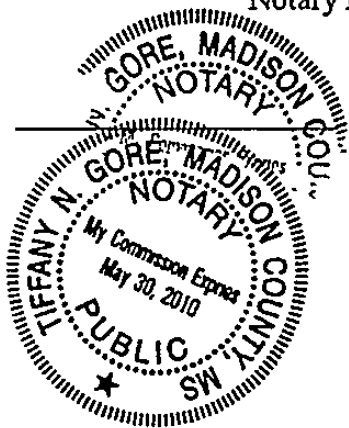
T. Walton Dallas  
Signature

Richard W. Russ  
Signature

SWORN TO AND SUBSCRIBED before me, this, the 24<sup>th</sup> day of May, 2007.

Stephanie N. Gore  
Notary Public

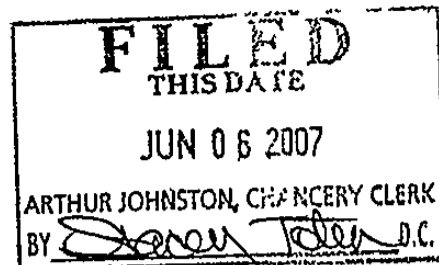
My Commission Expires \_\_\_\_\_





#2007-525-G

BOOK 1114 PAGE 0505



LAST WILL AND TESTAMENT  
OF  
BERNICE LOWRY

I, BERICE LOWRY, an adult resident of Madison County, Mississippi, being above the age of eighteen (18) years and being of sound and disposing mind and memory, do hereby declare this my Last Will and Testament and revoke all prior wills and codicils heretofore made by me.

ITEM I.

I appoint my niece, BARBARA RIGDON, of Little Rock, Mississippi, in Newton County, Mississippi residing at 373 Russell Road, as EXECUTRIX of this my Last Will and Testament, and in the event she is unable or unwilling to serve, then I appoint her father, Lamar McKinlon, to serve as Executor.

ITEM II.

My Executrix shall pay all expenses of my last illness, funeral and other related expenses, costs of administration and other properly probated and allowed claims against my Estate.

ITEM III.

When used throughout this Will, the Term "Executrix" shall apply to whomever may be serving as personal representative of my Estate, and to any Executor or Administrator. Any reference to gender in referring to a fiduciary shall include neuter.

masculine and feminine, and any reference to singular shall also include plural or vice versa.

ITEM IV.

I give and bequeath to my niece, BARBARA RIGDON, a cash sum of One Thousand (\$1,000.00) Dollars.

ITEM V.

I give all of the rest, residue and remainder of my Estate, real and personal, including land in Neshoba County, tangible and intangible, of whatsoever kind and character to my Cousin, LAMAR MCKINION, presently residing at 324 Russell Road, Little Rock, Mississippi, in Newton County, if he shall survive me; and in the event he does not survive me, then to his daughter, BARBARA RIGDON, my Executrix, and to his son Steve McKinion, in equal shares.

IN WITNESS WHEREOF I have signed and declared this my Last Will and Testament on this the 11th day of April 2003.

Bernice Lowry  
BERNICE LOWRY, TESTATOR

## ATTESTATION

This Instrument was, on the day and year shown above, signed, published and declared by BERNICE LOWRY 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.

Charles A. Carter  
WITNESS

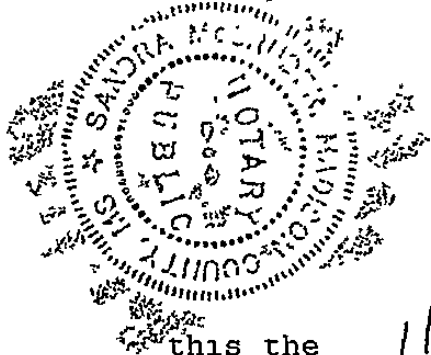
Margie L. Williams  
WITNESS

IN THE MATTER OF THE WILL AND ESTATE  
OF BERNICE LOWRY, NO. \_\_\_\_\_

AFFIDAVIT OF SUBSCRIBING WITNESSES

This day personally came and appeared before me, the undersigned authority in and for said jurisdiction, CHARLES H. CARTER and MARJORIE L. WILLIAMS two subscribing witnesses to a certain instrument of writing entitled " Last Will and Testament of BERNICE LOWRY, who each, having been first duly sworn, make oath that the said BERNICE LOWRY signed, published and declared the original of said instrument as her Last Will and Testament on the \_\_\_ day of April, 2003, the day and date of said instrument, in the presence of said affiants, that the said Testator was then of sound and disposing mind and memory and above the age of Eighteen (18) years; and said affiants subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request and in the presence of said Testator and in the presence of each other

WITNESS OUR SIGNATURES this the 11th day of April 2003.



Charles A. Carter  
AFFIANT

Marjorie J. Williams  
AFFIANT

SWORN to and subscribed before me,  
this the 11 day of April, 2003.

Notary: Sandra K. Williams

MISSISSIPPI STATEWIDE NOTARY PUBLIC  
MY COMMISSION EXPIRES MARCH 8, 2004  
BONDED THRU STEGALL NOTARY SERVICE  
My Commission Expires: \_\_\_\_\_

#2007-525-8

FILED  
THIS DATE  
JUN 06 2007  
ARTHUR JOHNSTON, CHANCERY CLERK  
BY *[Signature]* D.C.

CODICIL TO  
LAST WILL AND TESTAMENT OF  
BERNICE LOWRY

I, BERNICE LOWRY, an adult resident of Madison County, Mississippi, being above the age of eighteen years and of sound and disposing mind and memory, do hereby declare this my Codicil to my Last Will and Testament dated April 11, 2003. I have made no prior Codicils to my said Will.

ITEM I

I hereby waive the necessity of bond, inventory and accounting of my Executrix to the extent that I am empowered to do so.

ITEM II

I give, devise and bequeath to Barbara Rigdon, as Trustee, the sum of \$3,000 00 IN TRUST to be used and applied to the purchase of flowers to be placed upon the graves of my father and mother and myself as my Trustee may in her discretion determine until such funds are exhausted

IN WITNESS WHEREOF, I have signed and declared this my Codicil to my Last Will and Testament, dated April 11, 2003, on this the 27<sup>th</sup> day of February, 2007.

*Bernice Lowry*  
BERNICE LOWRY Testator

WITNESSES:

*Charles A. Carter*  
*Nois A. Carter*

ATTESTATION

We, the undersigned, as subscribing witnesses, do hereby acknowledge and affirm that the foregoing written instrument was exhibited to us by BERNICE LOWRY as a Codicil to her Last Will and Testament dated April 11, 2003, that she signed the same in our presence and in the presence of each of us, and that we, at her request, and in her presence and in the presence of each other, hereto affixed our signatures as subscribing witnesses thereto, this the 27<sup>th</sup> day of February, 2007.

Charles A. Carter

Doris H. Carter

PROOF OF CODICIL

STATE OF MISSISSIPPI

COUNTY OF MADISON

We, CHARLES A. CARTER and DORIS H. CARTER, on oath state that we are the subscribing witnesses to the attached written instrument dated the 27<sup>th</sup> day of February, 2007, which has been represented to us to be a Codicil to the Last Will and Testament of BERNICE LOWRY, who indicated to us that she is a resident of and has a fixed place of residence in the County of Madison, State of Mississippi. On the execution date of the instrument, the Testatrix, in our presence and in the presence of each of us, signed the instrument at the end thereof and declared the instrument to be a Codicil to her Will, and requested that we attest to the execution thereof whereupon, in the presence of the Testatrix and in the presence of each other, each of us signed our respective names as attesting witnesses. At the time of the execution of the instrument, the Testatrix was over eighteen (18) years of age, and in our opinion was of sound mind, in full possession of her mental faculties, and acting without undue influence, fraud or restraint

DATED this 27<sup>th</sup> day of February, 2007

Charles A. Carter  
 Signature of Witness  
414 Eastpointe Cove  
 Street Address  
Madison MS 39110  
 City and State

Doris H. Carter  
 Signature of Witness  
414 Eastpointe Cove  
 Street Address  
Madison MS 39110  
 City and State

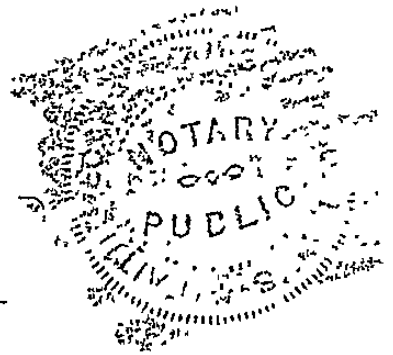
Subscribed and sworn to before me on this the 27<sup>th</sup> day of February, 2007.

Faith McCann  
 NOTARY PUBLIC

My Commission Expires:

~~MISSISSIPPI STATEWIDE NOTARY PUBLIC  
 MY COMMISSION EXPIRES MARCH 8, 2008  
 BONDED THROUGH STELLAR NOTARY SERVICE~~

MADISON COUNTY MS This instrument was  
 filed for record June 6<sup>th</sup>, 2007  
 Book 41 Page 505  
 ARTHUR JOHNSTON, C C  
 BY Steton D.C.



# Last Will and Testament

2001-499

<p><b>FILED</b> THIS DATE JUN 08 2007 ARTHUR JOHNSTON, CHANCERY CLERK BY <u>Sharon Tolson</u> D.C.</p>
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OF

ELIZABETH C. DALE

I, **ELIZABETH C. DALE**, a resident of and domiciled in Madison County, State of Mississippi, being over the age of twenty-one (21) years and of sound and disposing mind and memory, and in all respects competent and qualified, do hereby make, publish and declare this to be my true Last Will and Testament, hereby revoking all previous wills and codicils heretofore made by me

## ARTICLE I

### Family Members

At the time of the execution of this Will, I am married to **THOMAS DOUGLAS DALE**, and all references in this Will to "my husband" or "said husband" shall be deemed to refer to him. I have three (3) children now living, namely. **DAPHNE ELIZABETH DALE CLARK**, **THOMAS DOUGLAS DALE, JR.** and **DOROTHY STEWART DALE GRUBBS**, and all references in this Will to "my children" or "said children" shall mean and refer to them.

## ARTICLE II

### Payment of Debts and Expenses of Administration

I hereby direct my 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; provided, however, that my Executor is authorized to pay any debt which I may owe at the time of my death not exceeding Five Hundred Dollars (\$500.00) without the necessity of such debt being probated, registered or allowed against my estate so long as my Executor determines that such debt is a valid debt of my estate. It is my intention, however, that nothing in this Article of my Will shall be construed as creating an express trust or fund for the

chd  
E.C.D.



payment of my debts and expenses which would in any way extend the statute of limitations for the payment of debts or enlarge upon my duty or the duty of my Executor to pay debts.

My Executor may, in his discretion, pay all or any portion of the expenses of the administration of my estate 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 beneficiaries of my estate may otherwise be entitled. However, my Executor shall not exercise this discretion in a manner that would result in loss of, or decrease in, the marital deduction otherwise allowable in determining the Federal estate tax due by my estate; provided, however, that nothing in this Will shall be construed as a directive by me to my Executor to exercise any election or option which may be available under any tax or other law in such a manner as will result in a larger amount passing to my husband in a manner which qualifies for the estate tax marital deduction than if the contrary election were made.

### ARTICLE III

#### Payment of Taxes

I direct my Executor to pay all Federal and State estate, inheritance, succession and other death taxes which are assessed against my estate, or against any beneficiary, if any, including estate and inheritance taxes assessed on account of life insurance proceeds or any other property which shall be included in my estate for the purpose of such taxes, whether or not included in my estate for probate purposes. Provided, however, that if the assets included in my estate for probate purposes are insufficient to pay all administrative expenses of my estate and all such estate, inheritance, succession and other death taxes assessed against my estate or any beneficiary, my Executor shall have all rights under law to seek reimbursement from any beneficiary who receives property which is included in my estate for tax purposes but which is not a part of my probate estate, for the proportionate share of such taxes attributable to the inclusion of such property in my estate for tax purposes.

ARTICLE IV

**Specific Bequests of Personal Property**

I will, give and bequeath unto my husband, if he survives me, the following described personal property that I own at the time of my death:

- A All of my personal belongings and effects, including jewelry, wearing apparel, sporting equipment, and similar personal property;
- B All vehicles and equipment relating thereto;
- C My interest in the household furniture, furnishings and effects, including but not limited to chinaware, silverware, glassware, linens, rugs, fixtures, pictures, portraits and works of art, which are in or used in connection with our homestead; and
- D All club memberships.

I also will, give and bequeath unto my said husband, if he survives me, any and all policies of insurance and rights thereunder pertaining to or insuring the tangible personal property bequeathed under this Article.

If my husband does not survive me, I give and bequeath all such personal property described in this Article and owned by me at the time of my death unto my children in equal shares to be divided among them as they agree. In the absence of such agreement as to the division of said personal property, my Executors shall have full power and authority to make division thereof, or prescribe the method of making division thereof, in such manner as my Executors shall deem equitable in my Executors' absolute discretion.

ARTICLE V

**Specific Devise of Homestead Property**

I will, give and devise unto my husband, if he survives me, any interest in our homestead which I may own at the time of my death, including in this devise any land adjacent to said homestead and used as a part thereof. At the present time, our homestead is located at 111 Katherine Pointe Drive, Madison, Mississippi. I also give and bequeath unto my husband, if he survives me, all insurance policies and rights thereunder which I may have under any policy of insurance pertaining to our homestead. If my husband does not survive me, the devise and bequest provided

for under this Article shall lapse and the property which would have otherwise been distributed to my husband under this Article shall instead be distributed as hereinafter set forth

ARTICLE VI

**Marital Deduction Bequest**

If my husband, THOMAS DOUGLAS DALE, survives me, I will, devise and bequeath unto my said husband an amount of property the value of which is equal to the maximum estate tax marital deduction (allowable in determining the Federal estate tax payable by reason of my death) reduced by an amount, if any, needed to increase my taxable estate (taking into account the marital deduction allowed under Federal estate tax law) to the largest amount that will, after taking into account all allowable deductions and credits, including, but not limited to, the applicable credit amount (also known as the "applicable exclusion" and "unified credit") allowed under Section 2010 (also referred to as the "unified credit against estate tax"), result in the imposition of no, or the smallest possible amount of, Federal estate tax; provided, however, that in determining said amount any credit for state death taxes that may be available under Section 2011 (or other applicable laws) shall be taken into account only to the extent that such credit does not result in an increase in state estate or death taxes payable by reason of my death. In computing the dollar amount of this pecuniary bequest, the values as finally determined for Federal estate tax purposes shall be used. Further, in determining the amount which will be distributed to my husband under the terms of this Article of my Will my Executor shall consider and take into account all property included in my gross estate for Federal estate tax purposes which passes or has passed to my said husband either under any other Article of my Will or outside of my Will and which qualifies for the marital deduction allowed for Federal estate tax purposes, including but not limited to property which passes or has passed to my husband by beneficiary designation, by contract or by virtue of his being a survivor with respect to property which we own as joint tenants with rights of survivorship or as tenants by the entirety. My Executor shall, in his sole discretion, select the assets to be distributed to my husband to fully satisfy the bequest under this Article, which assets may consist of cash or other property, or partly cash and partly other property. For purposes of determining the amount of cash or other property to be distributed in satisfaction of the bequest under this Article, any property

distributed in kind shall be valued at the values thereof as finally fixed in the Federal estate tax proceeding relating to my estate and shall be selected in a manner which is fairly representative of the net appreciation or depreciation in the value or values to the date or dates of distribution of all property, including cash, then available for distribution, provided, however, that no property shall be made a part of this marital deduction bequest which does not qualify for said marital deduction. The selection by my Executor of property used to satisfy the bequest under this Article shall not be subject to question by any beneficiary.

The property passing under this Article of my Will shall be charged with the payment of (1) administrative expenses, taxes 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, and (2) all estate management expenses, whether or not deductible, attributable to property passing to my husband under this Will.

If my husband does not survive me, the bequest under this Article shall lapse and the property which would have otherwise been distributed to my husband under this Article shall instead be added to and become a part of my residuary estate to be distributed as hereinafter provided.

#### ARTICLE VII

##### Disposition of Residuary Estate

I will, devise and bequeath all the rest, residue and remainder of my property and estate, real, personal and mixed, of whatsoever kind and character and wheresoever situated, together with any lapsed bequests and devises (my "residuary estate"), unto my Trustee, in trust, nevertheless, to be held, maintained, administered, invested, reinvested and distributed for the uses and purposes and upon the terms and conditions hereinafter provided.

The property passing under this Article shall be charged with the payment of (1) all Federal and State estate, inheritance, succession and other death taxes which are payable by reason of my death and which are not deducted for Federal estate tax purposes or not allowed as deductions in finally determining the Federal estate taxes payable by reason of my death, (2) any expenses of my estate which are paid out of the principal of my estate but not deducted for Federal estate tax purposes (other than estate management expenses attributable to property passing to my husband

under this Will) and (3) any other expenses which are paid out of the principal of my estate and deducted but not allowed as deductions in finally determining the Federal estate taxes payable by reason of my death.

The assets of this trust shall be held, maintained, administered, invested, reinvested and distributed under the following provisions:

- A. The name of this trust shall be the "Elizabeth C. Dale Family Trust."
- B. This trust shall be for the benefit of my husband, my children and my grandchildren
- C. During the life of my husband, the Trustee shall distribute to or among my husband, my children and my grandchildren (but not necessarily in equal shares) so much of the net income of the trust as the Trustee, in its sole discretion, shall determine is necessary or desirable for each beneficiary's health, support, maintenance and education (including college, graduate and professional education) and for any medical, dental, hospital, nursing and institutional care expenses which the beneficiaries, or any of them, may require. Said distributions of income 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.
- D. In addition to said distributions of income, the Trustee may, at any time, or from time to time, distribute to or for the benefit of a beneficiary so much of the principal, whether the whole or a lesser amount, as the Trustee may determine, in its sole discretion, is necessary or desirable for the beneficiary's health, support, maintenance and education (including college, graduate and professional education) and for any medical, dental, hospital, nursing and institutional care expenses which the beneficiary may require. In exercising this discretionary power, the Trustee shall consider the needs of the beneficiary and the resources available to him or her from other sources.
- E. In making distributions of income and principal from this trust, my Trustee shall consider my husband as the primary beneficiary and consider his needs above those

of my children and my grandchildren. The Trustee shall see that my husband has sufficient funds to enable him to continue, if possible, his 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 husband 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.

F. Upon the death of my said husband (or upon my death if my husband shall predecease me), the Trustee shall pay or reserve from the trust estate any taxes and expenses attributable to the property and income of the trust, which are then unpaid, and the Trustee shall then take the following actions:

- 1 My Trustee shall then divide and set apart the trust into equal shares, one share for each of my children who are then living and one share for the descendants, as a group, of any child of mine who is then deceased. Each such share created for a child of mine who is then living shall be a separate trust, and each such separate trust shall be held by my Trustee subject to the terms and provisions of Article VIII below. Provided, however, that from the equal share created for a living child of mine, I direct that my Trustee shall first set apart from such share cash or liquid assets, or a combination of cash and liquid assets, having a value of \$100,000 for each of the then living children of such child of mine and shall distribute such cash or other property, or partly cash and partly other property, having a value of \$100,000 to each of the then living children of such living child of mine (my grandchildren) from that child's trust share outright and discharged of trust. Provided, however, that as to any grandchild of mine then living who has not attained twenty-one (21) years of age, the distribution shall be made to a custodian for the benefit of such grandchild in accordance with the provisions of Article X of this, my Last Will and Testament. It is my desire that this gift to each child of my living children in the amount of \$100,000 shall be used

to assist or to help defray the cost of private school tuition, college or university education, professional education, technical education or other educational expenses, and for other beneficial and educational experiences, such as, for example, summer camps and travel. This expression of my desire for the use of these funds is precatory only and is not legally binding upon the custodian or any other person. Provided, further, that the \$100,000 to be distributed to my grandchildren from the equal share created for each of my living children shall be paid and distributed only if and to the extent such grandchild of mine has not received a \$100,000 distribution from my husband's estate or any trust created under her Will, it being my intention that my grandchild shall receive from the equal share created for my child the total sum of \$100,000, taking into account the amount received from my husband's estate or any trust created under her Will, and my estate or this trust created under my Will

2. Each such share created for the descendants of a deceased child of mine (the equal one-third (1/3) share that would have been held in trust for my child had he or she been living) shall be further divided into as many shares as necessary to create a separate share for each descendant of such deceased child of mine such that each share for the descendants of a deceased child of mine is divided on a per stirpes basis. Each such share created for a descendant of a deceased child of mine shall be a separate trust, and each such separate trust shall be held by my Trustee subject to the terms and provisions of Article IX below. In this case, where a child of mine is deceased at the time of the division of this trust, the \$100,000 distribution to each child of my deceased child shall not be made and, instead, the entire one-third (1/3) share shall be divided and held in trust as hereinabove described for the benefit of the descendants of my deceased child.

- G In dividing the assets of this trust into separate shares in accordance with Paragraph F above, to the extent other property is available for other shares, my Trustee shall allocate to each share so set apart for the descendants of a deceased child of mine only
1. Property that has an inclusion ratio of zero (or would have an inclusion ratio of zero if (i) it were allocated pro rata to, and were the only asset of, each share so set apart with respect to a deceased child of mine and (ii) my GST exemption that is unallocated immediately before my death were allocated pro rata to it; and
  2. If the division into shares occurs upon my death, other property of which I am the transferor for generation-skipping tax purposes
- H. The provisions of Paragraph G of Article IX below shall apply to all distributions of income and principal from this trust.
- I. If my husband predeceases me, then, in that event, my residuary estate (which in that case will consist of my entire estate except the property passing outright to my children under Article IV of this Will) shall be divided by my Executor in the same manner as hereinabove described in Paragraph F of this Article of my Will, and I will, give, devise and bequeath the shares so divided to my Trustee to be held and administered for the benefit of my living children under Article VIII and for the benefit of the descendants of any deceased child of mine under Article IX of this, my Last Will and Testament as hereinabove described in this Article of my Will.

ARTICLE VIII

**Trusts for Children**

Whenever any property is held, or distributed to my Trustee to be held, in trust for the benefit of a child of mine, my Trustee shall hold such property, in trust nevertheless, and shall maintain, administer, invest, reinvest and distribute such property and the income thereof for the uses and purposes and upon the terms and conditions hereinafter set forth.



- A. The trust shall be named for the child of mine who is the beneficiary thereof
- B. My Trustee shall distribute to my child for whose benefit such trust is created cash or other property, or partly cash and partly other property, having a value of one-third (1/3) of the trust share created for the benefit of such child of mine, outright and discharged of trust.
- C. My Trustee shall retain and hold for the benefit of my child the remaining balance of the trust share created for such child. My Trustee shall distribute to beneficiary of the trust, or apply for his or her benefit, so much of the net income of the trust as the Trustee, in its sole discretion, shall determine is necessary or desirable for the beneficiary's health, support, maintenance and education (including college, graduate and professional education) and for any medical, dental, hospital, nursing and institutional care expenses which the beneficiary may require. Said distributions of income 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
- D. In addition to said distributions of income, the Trustee may, at any time, or from time to time, distribute to or for the benefit of the beneficiary so much of the principal, whether the whole or a lesser amount, as the Trustee may determine, in its sole discretion, is necessary or desirable for the beneficiary's health, support, maintenance and education (including college, graduate and professional education) and for any medical, dental, hospital, nursing and institutional care expenses which the beneficiary may require. In exercising this discretionary power, the Trustee shall consider the needs of the beneficiary and the resources available to him or her from other sources.
- E. Upon the attainment of age 40 by a child of mine for whom a trust share is created hereunder, my Trustee shall distribute to such child property having a value of one-half (1/2) of the trust share as it exists upon such child's attainment of age 40, outright and discharged of trust. Then, upon such child's attainment of 45 years of

age, the Trustee shall distribute the balance then remaining in the trust share to such child, outright and discharged of trust, thereby terminating the trust. During the continued administration of the trust share until my child attains 45 years, my Trustee shall continue to have the authority to distribute income and principal to my child as hereinabove described in this Article of my Will.

F With respect to any trust under this Article which has an inclusion ratio, as defined in Section 2642(a)(1), greater than zero, a child of mine who is a beneficiary of the trust shall have a general testamentary power of appointment exercisable by a provision in such child's Last Will and Testament or codicil which makes specific reference to this Will as the source of power to appoint the assets of the trust. The child of mine may exercise such power of appointment to appoint the remaining assets and any undistributed income of the trust of which he or she is a beneficiary, in such proportions as my child shall determine, to or for the benefit of such persons, trusts or other entities as he or she alone in all events shall determine, including without limitation, his or her creditors, his or her estate and the creditors of his or her estate. In the event of an effective exercise of the general power of appointment granted to such child of mine, and after payment of all taxes and expenses attributable to the property and income of the trust, which are then unpaid, the appointed assets shall be paid over, delivered, assigned, transferred or conveyed to or held in further trust for the benefit of any or all of the appointees, as such child of mine so directs. In the exercise of this general power of appointment, such child of mine may.

- (1) appoint outright or in trust;
- (2) select the trustee if he or she appoints in trust;
- (3) if he or she appoints in trust, grant such administrative powers to the trustee as he or she deems appropriate;
- (4) impose lawful conditions or restrictions upon any appointment;
- (5) appoint different types of interests to different appointees;

- (6) appoint to one or more objects to the exclusion of other objects; and
- (7) <sup>4</sup>impose lawful spendthrift restrictions.

G. If a child of mine who is a beneficiary of a trust share created under this Will shall die before the trust is terminated by distributions to such child of mine, then my Trustee shall pay or reserve from the trust estate any taxes and expenses attributable to the property and income of the trust, which are then unpaid, and shall then distribute the remaining trust estate to the person or persons appointed, and in the manner designated, by such deceased child of mine through the exercise of the general power of appointment provided under Paragraph F of this Article. To the extent the general power of appointment granted to such child of mine under Paragraph F of this Article is not exercised by such child of mine (or with respect to any trust for which no such general power of appointment is granted), the Trustee shall divide and set apart the remaining trust estate into equal shares, one share for each of the children of my deceased child who are then living and one share for the descendants, as a group, of any child of my deceased child who is also then deceased. Each such share created for the descendants of a deceased child of my deceased child shall be further divided into as many shares as necessary to create a separate share for each descendant of such deceased child of my deceased child such that each share for the descendants of such deceased child of my deceased child is divided on a per stirpes basis. Each such share created for a descendant of my deceased child shall be a separate trust, and each such separate trust shall be held and administered by my Trustee subject to the terms and provisions of Article IX below.

H. In the event of the death of the child of mine who is a beneficiary of a trust created with no descendant surviving, the remaining trust estate shall be divided into trust shares in the same manner as described in Paragraph F of Article VII above. The shares so divided shall be added to and become a part of the trust shares created for the benefit of each of my children as described above, and shall be administered in accordance with the same terms and provisions as hereinabove set forth. If another

child of mine is then also deceased, the share that would have been allocated to such child's trust shall instead be further divided and placed in trust for his or her descendants to be administered as hereinabove provided and as set forth in Article IX

- I. The provisions of Paragraph G of Article IX below shall apply to all distributions of income and principal from this trust

#### ARTICLE IX

##### Trusts for Grandchildren and More Remote Descendants

Whenever any property is held, or distributed to my Trustee to be held, in trust for a descendant of a deceased child of mine, my Trustee shall hold such property, in trust nevertheless, and shall maintain, administer, invest, reinvest and distribute such property and the income thereof for the uses and purposes and upon the terms and conditions hereinafter set forth:

- A. The trust shall be named for the descendant of mine who is the beneficiary thereof, and where multiple trusts are created for such descendant of mine, such trusts may be numbered so as to identify the separate trusts created for such descendant.
- B. The Trustee shall distribute to the beneficiary of the trust, or apply for his or her benefit, so much of the net income of the trust as the Trustee, in its sole discretion, shall determine is necessary or desirable for the beneficiary's health, support, maintenance and education (including college, graduate and professional education) and for any medical, dental, hospital, nursing and institutional care expenses which the beneficiary may require. Said distributions of income 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.
- C. In addition to said distributions of income, the Trustee may, at any time, or from time to time, distribute to or for the benefit of the beneficiary so much of the principal, whether the whole or a lesser amount, as the Trustee may determine, in its sole discretion, is necessary or desirable for the beneficiary's health, support, maintenance

and education (including college, graduate and professional education) and for any medical, dental, hospital, nursing and institutional care expenses which the beneficiary may require. In exercising this discretionary power, the Trustee may, but need not, consider any other resources available to the beneficiary from other sources known to the Trustee.

- D. Upon the attainment of age 40 by the descendant of my child for whom the trust share is created, my Trustee shall distribute to such beneficiary, outright and discharged of trust, property having a value of fifty percent (50%) of the total value of the trust share as it then exists, and the Trustee shall continue to administer and distribute income and principal of remaining balance of the trust in accordance with the provisions hereinabove set forth. Upon the attainment of age 45 by my child's descendant for whom a trust share is created and administered hereunder, my Trustee shall distribute to such beneficiary the property remaining in the trust, outright and discharged of trust, thereby terminating the trust share created for such beneficiary.
- E. My Trustee shall be authorized to make a final distribution of the principal of the trust in the event the principal of the trust, shall at any time be less than One Hundred Thousand Dollars (\$100,000) or the Trustee otherwise determines that the continued operation of the trust is not economically feasible in view of the fees, expenses and costs incurred in connection with the administration of the trust. In such event, all then payable administrative expenses and any applicable taxes shall be paid from the trust estate, and the remaining principal of the trust shall be distributed to the beneficiary of such trust, thereby terminating such trust.
- F. In the event the beneficiary shall die prior to the complete distribution of all principal and income to such beneficiary, then upon the death of the beneficiary the Trustee shall pay or reserve from the trust estate any taxes and expenses attributable to the property and income of the trust, which are then unpaid, and the Trustee shall then divide and set apart the remaining trust estate into separate shares for the descendants of the deceased beneficiary such that the trust is divided among the descendants of

the deceased beneficiary on a per stirpes basis. Each share so created for a descendant of the deceased beneficiary shall be a separate trust, and each such separate trust shall be held by my Trustee, in trust, for the benefit of such descendant of the deceased beneficiary, subject to the terms and provisions of this Article as though such trust were originally created either at my death or at the death of a child of mine. In the event the deceased beneficiary shall leave no descendant surviving, then the balance remaining in the trust shall be distributed in equal shares to the siblings of such deceased beneficiary or their descendants, per stirpes, or if there be no surviving sibling or descendants of a sibling, then the balance remaining in such trust shall be distributed in equal shares to my surviving children and the descendants of any deceased child of mine, per stirpes, provided, however, that any property which would pass to a beneficiary of a trust then in existence under this Article shall not pass outright to such beneficiary, but instead shall be added to the principal of such trust to be administered in accordance with the terms and provisions hereof.

G Notwithstanding any other provision herein to the contrary, the Trustee may, in its discretion, defer or withhold part or all of any distribution of income or principal which is otherwise required or permitted to be made if the beneficiary to whom such distribution otherwise would be made is, at the time such distribution otherwise would be made, involved in a lawsuit, addicted to gambling or to alcohol, drugs or other chemical substances, is a party to a pending divorce or other legal proceedings, is ill or incapacitated, is in bankruptcy, insolvent, a judgment debtor or otherwise experiencing adverse financial circumstances, or other circumstances exist with respect to such beneficiary under which the Trustee, in its sole discretion, determines that such distribution is or may be subject to claims of a spouse, a creditor or any other person, or such beneficiary's ability to reasonably, prudently and effectively manage and use such distribution is or may be impaired. Such distribution may be deferred or withheld until such time as the Trustee determines that such circumstances no longer exist or have been mitigated to such an extent that it is

reasonably prudent to make such distribution or any part thereof. The decision of the Trustee to defer or withhold part or all of any such distribution shall not be subject to question by any beneficiary or other person, and the Trustee shall not be liable to any beneficiary or other interested person for making such decision in good faith. In making a determination that a beneficiary is addicted to gambling or to alcohol, drugs or other chemical substances, the Trustee may rely upon the opinion of a physician who has examined the beneficiary. The term "physician" shall also include for this purpose any licensed psychologist or psychiatrist. 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.

#### ARTICLE X

##### **Property Vested In Minor Beneficiary**

Whenever any property, whether principal or income, vests pursuant to the provisions of this Will in a minor, persons acting hereunder as Executor or Trustee, as the case may be, shall have the right as donees of a power during minority, upon distribution of such property, to hold and manage the same until such minor attains his or her majority, and may exercise in respect of such property, and the income thereof, all powers conferred by this Will, or by law, upon my Executor or Trustee, including the power to apply any such property or the income thereof to the use or for the benefit of such minor. Said donees shall be entitled to receive such compensation as they would be entitled to receive if they were holding the property as trustee of a separate trust under this Will and shall not be required to render periodic accounts to any Court. My Executor or Trustee is not required to exercise the power granted under this Article of my Will, and may, in his or her discretion, elect to distribute property to or for the benefit of the minor in whom such property has vested, or to such minor's natural or legal guardian, or to an eligible custodian under the Mississippi Uniform Transfers to Minors Act (and my Executor and Trustee shall not be prohibited from serving as custodian unless

otherwise prohibited by law), and upon obtaining receipt therefor shall have no further obligation with respect to such property as Executor or Trustee

## ARTICLE XI

### Trust Provisions

To the extent permitted or required by law, it is my intention and I hereby direct, with respect to any trust created under the terms of this Will, that

- A. Neither the principal nor the income of any trust created hereunder, nor any part of same, shall be liable for the debts or torts of any beneficiary hereunder, nor shall the same be subject to seizure by any creditor of any beneficiary hereunder, and no beneficiary hereunder shall have any power to sell, assign, transfer, encumber or in any manner to anticipate or dispose of his or her interest in any trust, or any part of same, or the income produced from said trust, or any part of same. No part of any trust created hereunder, whether principal, income or increment, shall be attachable, assignable, trustable or liable to be taken at law or in equity for or on account of any debt, tort, obligation or contract of the beneficiary hereunder. No beneficiary's interest in income or principal, or both, of any trust created hereunder is subject to voluntary or involuntary transfer.
- B. Any trust created under this Will shall be a private trust, and the Trustee shall not be required to obtain the order or approval of any Court for the exercise of any power or discretion herein given. The Trustee shall not be required to return to any Court any periodic formal accounting of the administration of any trust, but said Trustee shall render annual accounts to each beneficiary of each trust.
- C. No person paying money or delivering property to the Trustee shall be required to see to its application. No bond or other security shall be required of my Trustee. The Trustee of any trust created hereunder is authorized to receive and retain for said Trustee's services in administering each trust reasonable compensation in accordance with that which is customarily and generally charged for performing trust services of the nature involved in such trust.
- D. It is my intention that each trust created under this Will shall continue for the maximum period allowed by the laws of the State of Mississippi, or such other state to which the domicile or situs of the trust may be moved, unless otherwise terminated earlier under other provisions of this Will. Any trust created under this Will, other than those trusts which shall have previously vested in compliance with the Rule Against Perpetuities, shall end, unless otherwise terminated earlier under other provisions of this Will, twenty-one (21) years after the death of the last survivor of the class comprised of my descendants who are in being at the date of my death, notwithstanding any provisions of this Will to the contrary; and thereupon, the trust estate shall be distributed, free of any trust, to the persons then entitled to receive the income therefrom, in the proportion in which they are entitled to receive that income. If no person is then entitled to a specific portion of income, then the trust estate shall be distributed in equal shares to the then living income beneficiaries, per stirpes.



ARTICLE XIIPowers of Executor and Trustee

I hereby authorize and empower my Executor, with respect to my estate, and my Trustee, with respect to any trust created hereunder, and any successor or successors thereof, in their sole and absolute discretion, to do the following:

- A. To exercise all of the powers, rights and discretions granted by virtue of the "Uniform Trustees' Powers Law," being §§ 91-9-101 through 91-9-119, inclusive, of the Mississippi Code of 1972, Annotated, as now enacted, or as hereafter amended, which "Uniform Trustees' Powers Law" is hereby incorporated by reference as though fully and completely copied herein. Should said "Uniform Trustees' Powers Law" be repealed, then my Executor and Trustee 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.
- B. To purchase or otherwise acquire and to retain, whether originally a part of the estate or subsequently acquired, any and all stocks, bonds, notes or other securities, or shares or interests in investment trusts and common trust funds, or in any other property, real, personal or mixed, as they may deem advisable, whether or not such investments or property be of the character permissible by fiduciaries, without being liable to any person for such retention or investment.
- C. To pay all necessary expenses of administering the estate and any trust including taxes, trustees' fees, fees for the services of accountants, agents and attorneys, and to reimburse said parties for expenses incurred on behalf of my estate or any trust hereunder.
- D. To determine what is principal and what is income with respect to all receipts and disbursements; to establish and maintain reserves for depreciation, depletion, obsolescence, taxes, insurance premiums, and any other purpose deemed necessary and proper by them and to partite and to distribute property of the estate or trust in kind or in undivided interests, and to determine the value of such property. The Trustee is hereby authorized and empowered to hold and invest the assets of any trust created hereunder jointly and in undivided shares or interests.
- E. To perform such acts, to participate in such proceedings and to exercise such other rights and privileges in respect of any property, as if they were the absolute owners thereof, and in connection therewith to enter into and execute any and all agreements binding my estate and any trust created hereunder.
- F. To borrow money from such source or sources and upon such terms and conditions as my Executor or Trustee shall determine, and to give such security therefor as my Executor or Trustee may determine.
- G. To participate in any plan of reorganization, consolidation, dissolution, redemption, or similar proceedings involving assets comprising my estate or any trust created hereunder, and to deposit or withdraw securities under any such proceedings.
- H. To compromise, settle or adjust any claim or demand by or against my estate or any trust, to litigate any such claims, including without limitation any claims relating to

estate or income taxes, and to agree to any rescission or modification of any contract or agreement.

- I. To sell, exchange, assign, transfer and convey any security or property, real or personal, held in my estate or in any trust, at public or private sale, at such time and price and upon such terms and conditions (including credit) as my Executor or Trustee may deem advisable and for the best interest of my estate or any trust. I hereby waive any requirement of issuing summons, giving notice of any hearing, conducting or holding any such hearing, filing bond or other security, or in any way obtaining court authority or approval for any such sale, exchange, assignment, transfer or conveyance of any real or personal property.
- J. To lease any real or personal property for such term and upon such terms and conditions and rentals and in such manner as may be deemed advisable (with or without privilege of purchase), and any lease so made shall be valid and binding for the full term thereof even though the same shall extend beyond the duration of the administration of my estate or any trust created hereunder, all without the approval or authority of any court; and to insure against fire or other risks, to make repairs, replacements and improvements, structural or otherwise, to any real property, to improve any real property and to pay the cost out of principal.
- K. Unless otherwise specifically provided, to make distributions (including the satisfaction of any pecuniary bequest) in cash or in specific property, real or personal, or in an undivided interest therein, or partly in cash and partly in other property, and to do so with or without regard to the income tax basis of specific property allocated to any beneficiary and without making pro rata distributions of specific assets.
- L. To settle, adjust, dissolve, windup or continue any partnership or other entity in which I may own a partnership or equity interest at the time of my death, subject, however, to the terms of any partnership or other agreement to which I am a party at the time of my death. I authorize my Executor and Trustee to continue in any partnership or other entity for such periods and upon such terms as they shall determine. Neither my Executor nor my Trustee shall be disqualified by reason of being a partner, equity owner or title holder in such firm from participating on behalf of my estate in any dealings herein authorized to be carried on between my Executor or Trustee and the partners or equity owners of any such partnership or other entity.
- M. To make any elections and to take any actions necessary in connection therewith which are available under the Internal Revenue Code of 1986, as amended, including but not limited to Section 2032, Section 2032A and Section 6166. I specifically authorize my Executor and Trustee to allocate any of my available generation-skipping tax exemption from the Federal generation-skipping tax as allowed by Section 2631 to any property of which I am deemed 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.
- N. To disclaim any property which my estate or any trust created hereunder may otherwise be entitled to receive and to take any and all necessary or proper actions to make and fully effectuate a qualified disclaimer or disclaimers under Section 2518, or any similar provision which may be subsequently enacted, and under any disclaimer statute or law which may at any time be in effect under Mississippi law.
- O. To change the domicile or situs of any trust created hereunder.

- P. To divide any trust created hereunder into shares that are treated as separate trusts and to divide any trust created hereunder in such manner as may be advantageous for the beneficiaries thereunder, including the power and authority to divide any trust or trust share, distributions from which may be subject to the Federal generation-skipping transfer ("GST") tax, into two or more separate trusts or shares such that after allocation of my available GST tax exemption provided under Section 2631 to one or more of such trusts or shares, the original trust or trust share will be divided into one or more trusts or shares which have an inclusion ratio, as defined under Section 2642, of zero and one or more trusts or shares which have an inclusion ratio greater than zero.
- Q. 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 the trust created hereunder

In addition to the foregoing authorities and powers, in the event of any generation-skipping transfer which is taxable under Chapter 13 of the Internal Revenue Code of 1986, as amended, my Executor and Trustee shall be fully protected by his or its decision in good faith (a) to withhold distribution of all or any part of the estate or trust, pending final determination of the Federal GST tax, or (b) to hold assets on hand which are subject to an alternate valuation election during the full holding period of such election, or to distribute or otherwise effect disposition of any such assets during such period. To the extent my Executor or Trustee shall have a choice of dates as of which to value property for GST tax purposes, or a choice to treat or use an item as an income tax deduction or a GST tax deduction, the Executor or Trustee may make such choices as he or it, in his or its sole discretion, shall deem advisable, regardless of the resulting effect on any other provision of the trust or on any person interested therein, and any person adversely affected by such choice shall not be entitled to any reimbursement or adjustment by reason thereof. No adjustment shall be made between any interested parties by reason of the operation of said Chapter 13 or elections made by my Executor or Trustee hereunder.

All authorities and powers hereinabove granted unto my Executor and Trustee shall be exercised from time to time in their sole and absolute discretion and without prior authority or approval of any Court, and I intend that such powers be construed in the broadest possible manner

ARTICLE XIII**Simultaneous Death Provision**

If my husband and I die simultaneously or under such circumstances as to render it difficult or impossible to determine who predeceased the other, I direct that I shall be deemed to have survived my husband and this Will shall be construed and interpreted in all respects in accordance with such presumption. If any legatee or devisee other than my husband shall die simultaneously with me or under such circumstances as to render it impossible or difficult to determine who predeceased the other, I hereby declare that I shall be deemed to have survived such legatee or devisee. The provisions of this Will shall be construed upon these presumptions, notwithstanding the provisions of any law establishing a different presumption of order of death or providing for survivorship for a fixed period as a condition of inheritance of property.

ARTICLE XIV**Appointment of Executor**

I hereby appoint my husband, **THOMAS DOUGLAS DALE**, as Executor of my estate under this Will. In the event my said husband shall predecease me or for any reason shall fail to qualify or cease to act as my Executor, then I hereby appoint **JAMIE G. HOUSTON III** and **CECIL HARPER** to serve as successor Co-Executors. If **JAMIE G. HOUSTON III** and **CECIL HARPER** serve as successor Co-Executors, it is my desire that they be entitled to be reimbursed for their expenses incurred in serving as Co-Executors and that they be entitled to a reasonable fee for their services as Co-Executors.

Any reference herein to "my Executor" shall also refer to and include my successor Co-Executors herein named, and I confer upon said successor Co-Executors all of the rights, powers, duties, discretions and obligations conferred upon my original Executor hereinabove named. My Executor and my successor Co-Executors, hereinabove named, shall serve without any bond, and I hereby waive the necessity of preparing or filing any inventory, accounting or formal appraisement of my estate

ARTICLE XV

## Appointment of Trustee

I hereby appoint TRUSTMARK NATIONAL BANK as Trustee of any and all trusts created under this Will. If TRUSTMARK NATIONAL BANK is or becomes unable or unwilling to serve as Trustee, a committee consisting of THOMAS DOUGLAS DALE, CECIL HARPER and JAMIE G. HOUSTON III shall appoint a successor Trustee. Said committee shall also have the power and authority to remove the Trustee or any successor Trustee and to appoint a successor for any removed Trustee or to fill any vacancy in the office of Trustee. Said committee shall not be required to seek or obtain court approval to remove a Trustee or to appoint a successor Trustee, but may, in the discretion of the committee, seek such court approval if the committee so desires, and if such approval is sought, all interested parties shall be named as parties to the proceeding to seek approval and/or appointment of a successor Trustee as designated by said committee. I direct that the unanimous vote of the committee shall be required for the removal and appointment of a successor Trustee. The committee, by majority vote of those then serving, shall have the authority and responsibility to fill any vacancy on the committee to maintain a committee of three (3) persons.

Any reference herein to the "Trustee" shall also refer to and include any successor Trustee, and I confer upon any successor Trustee all of the rights, powers, duties, discretions and obligations conferred upon my original Trustee hereinabove named.

ARTICLE XVI

## Construction

Throughout this Will, the masculine gender shall be deemed to include the feminine and the neuter, the singular shall be deemed to include the plural, and vice versa. The terms "descendant" and "descendants," when used herein, shall mean the same as, and shall be interchangeable with, the legal meaning of the term "issue" and shall mean those persons in being at the time they must be ascertained to give effect to the reference to them regardless of whether they are born before or after my death or the death of any other person. Provided, however, that the term "descendant" and "descendants" shall expressly include the legally adopted children of my children, and of my children's descendants, but only if a legally adopted child shall be adopted prior to his or her

attainment of twelve (12) years of age The headings used herein are for convenience only and shall not be construed or interpreted as limiting the scope of the Article to which the heading pertains. Unless otherwise provided, all Section references refer to the Internal Revenue Code of 1986, as amended, or any corresponding provisions of future laws.

IN WITNESS WHEREOF, I have hereunto affixed my signature in the presence of Candace Failor and Jana Hedglin, whom I have requested to act as subscribing witnesses hereto, on this 26<sup>th</sup> day of May 2006.

Elizabeth C Dale  
ELIZABETH C. DALE

WITNESS:

Candace Failor  
[PRINT NAME] - Candace Failor

Jana Hedglin  
[PRINT NAME] - Jana Hedglin

We, each of the subscribing witnesses to the foregoing Last Will and Testament of ELIZABETH C. DALE, do hereby declare that we have acted as subscribing witnesses hereto at the request of the said ELIZABETH C. DALE; that she declared this instrument to be her Last Will and Testament to us, that she affixed her signature hereto in the presence of each of us; that we affixed our signatures hereto in her presence and in the presence of each other, all on the day and year above written; and that on this occasion the said ELIZABETH C. DALE was of sound and disposing mind and memory.

WITNESS OUR SIGNATURES on this 26<sup>th</sup> day of May 2006.

WITNESS:

ADDRESS:

Candace Failor  
[PRINT NAME] - Candace Failor

400 E. Capitol Street, Suite 300  
Jackson, Mississippi 39201

Jana Hedglin  
[PRINT NAME] - Jana Hedglin

400 E. Capitol Street, Suite 300  
Jackson, Mississippi 39201

L:\1950\10503 Dale\W001 C(Execution Clean) Will ECD.wpd

PROOF OF WILL

STATE OF MISSISSIPPI

COUNTY OF HINDS

Personally came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Candace Failor and Jana Hedglin, credible and competent subscribing witnesses to the foregoing instrument of writing dated the 26<sup>th</sup> day of May 2006, purporting to be the Last Will and Testament of **ELIZABETH C. DALE**, each of whom having been first duly sworn, state on oath that the said **ELIZABETH C. DALE** signed, made, published and declared said instrument as her Last Will and Testament on the 26<sup>th</sup> day of May 2006, the date of said instrument, in the presence of these affiants; that the Testatrix was then of sound and disposing mind and memory and above the age of twenty-one (21) years; that the Testatrix was acting voluntarily without undue influence, fraud or restraint; that the affiants subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of **ELIZABETH C. DALE**, and in the presence of **ELIZABETH C. DALE**, and in the presence of each other; that the Testatrix at the time of the attestation was mentally capable of recognizing and actually conscious of said act and attestation; that the subscribing witnesses were, at the time of said attestation, competent witnesses under the laws of the State of Mississippi; that at the time of said attestation the Testatrix, **ELIZABETH C. DALE**, indicated to the affiants that she was a resident of and had a fixed place of residence in Madison County, State of Mississippi; and that this Proof of Will is attached to the original of that certain foregoing written instrument signed, made, published and declared by the said Testatrix, **ELIZABETH C. DALE**, as her Last Will and Testament on this 26<sup>th</sup> day of May 2006

Candace Failor

[PRINT NAME]- ~~Elizabeth C. Dale~~ Candace Failor  
[PRINT ADDRESS]- ~~111 Katherine Pt Dr~~ 1284 Airport RD  
Madison, MS 39110 Magee MS 39114

Jana Hedglin

[PRINT NAME]- Jana Hedglin  
[PRINT ADDRESS]- 340 ARBOR DR. #236  
Bidgeland, MS 39157

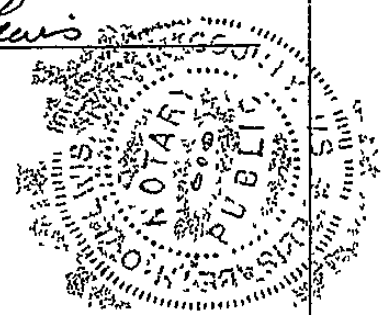
SWORN TO AND SUBSCRIBED before me on this 26<sup>th</sup> day of \_\_\_ day of May 2006.

Elizabeth O. Lewis  
NOTARY PUBLIC

My Commission Expires.  
MY COMMISSION EXPIRES DEC. 29, 2008

L\1950\10503 DaleW001 WillProof ECD wpd

MADISON COUNTY MS This instrument was  
filed for record June 8th, 2007  
Book 41 Page 512  
ARTHUR JOHNSTON, C. C.  
BY: Arthur Johnston D.C.



LAST WILL AND TESTAMENT  
OF JANE VANDIVER RAMSEY

KNOW ALL MEN BY THESE PRESENTS:

That I, Jane Vandiver Ramsey, of the City of Jackson, State of Mississippi, being <sup>1</sup>above the age of 21 and of sound and disposing mind and memory and mindful of the uncertainty of human life and intending to dispose of all of my property and estate upon my death, do hereby make, publish and declare this my last will and testament, hereby expressly revoking any and all other wills, codicils and testaments by me at any time heretofore made.

FIRST: I direct that all of my just debts, including my funeral expenses, expense of my last illness and the expense of the execution of this will, be paid by my executor, hereinafter named, out of the first monies coming into his hands and available therefor.

SECOND: I hereby declare that I am married; that my husband's name is Robert Douglas Ramsey and that I have one child, to-wit: Robert Douglas Ramsey, Jr.

THIRD: I hereby give, devise and bequeath all of the rest, residue and remainder of my property and estate, after the payment of those items mentioned in the first directory paragraph hereof, whether such property be real, personal or mixed, of whatsoever kind or character and wheresoever situated, to my husband, Robert Douglas Ramsey, if he survives me, having perfect confidence that he will suitably provide for the needs of our son.

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FOURTH: In the event my husband predeceases me, or in the event of our simultaneous death by common disaster, then I do hereby give, devise and bequeath all of the rest, residue and remainder of my property and estate to my son, Robert Douglas Ramsey, Jr.

FIFTH: In the event my son shall predecease me, then his children, Christine Maley Ramsey and Richard Douglas Ramsey shall take his full share of the estate, share and share alike.

SIXTH: I hereby nominate and appoint my husband Robert Douglas Ramsey, the sole executor of this my last will and testament, and direct that no bond for faithful performance be required of him. In the event my husband shall predecease me or for any reason is unable or unwilling to so serve then I hereby nominate and appoint my son, Robert Douglas Ramsey, Jr., as the sole executor of this my last will and testament and direct that no bond for faithful performance be required of him.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 3<sup>rd</sup> day of July, 1976.

Jane Wendise Ramsey (SEAL)

A T T E S T A T I O N

The foregoing instrument, consisting of this and two other pages, was at the date hereof, by said, Jane Vandiver Ramsey, signed, sealed and published as and declared to be her Last Will and Testament, in the presence of us, who, at her request and in her presence and in the presence of each other, have signed our names as witnesses hereto.

WITNESS: Barbara Hertzler Powell

ADDRESS: 1914 Cherokee Dr.  
Jackson, Miss. 39211

WITNESS: Sue Sanders Naisel

ADDRESS: 544 Will-N-Wisp Way  
Jackson, Ms. 39204

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE  
LAST WILL AND TESTAMENT  
OF JANE VANDIVER RAMSEY, DECEASED

**FILED**  
THIS DATE  
JUN 11 2007  
ARTHUR JOHNSTON, CHANCERY CLERK  
BY: *[Signature]*

CIVIL ACTION, FILE NO: 2007-564

PROOF OF WILL

STATE OF MISSISSIPPI  
COUNTY OF HINDS

PERSONALLY appeared before me, the undersigned authority in and for the state and county aforesaid, within my jurisdiction, the within named Barbara Hertzler Powell, one of the two subscribing witnesses to the foregoing and annexed instrument of writing, dated July 3, 1976, and purporting to be the last will and testament of Jane Vandiver Ramsey, late of Madison County, Mississippi, who, having been by me first duly sworn, stated and deposed upon her oath that the said Jane Vandiver Ramsey signed, published and declared said instrument to be her last will and testament on the 3rd day of July, 1976, being the date of said instrument, in the presence of the deponent and Sue Sanders Maisel; that the said Jane Vandiver Ramsey was then and there of sound and disposing mind and memory and was over the age of eighteen years, that the deponent and Sue Sanders Maisel, in the presence of each other, subscribed and attested said instrument of writing, as witnesses to Jane Vandiver Ramsey's, signature and publication thereof, at the request of and in the presence of Jane Vandiver Ramsey, on the 3rd day of July, 1976; that the deponent is not in any way interested in the estate of Jane Vandiver Ramsey; and that the deponent is now and was at the time of her attestation of said written instrument a competent witness under the laws of the state of Mississippi.

WITNESS MY SIGNATURE, this the 14 day of May, 2007.

*Barbara Hertzler Powell*  
BARBARA HERTZLER POWELL

SWORN AND SUBSCRIBED BEFORE ME, this, the 14 day of May, 2007.

*Marva Patrice Turner*  
NOTARY PUBLIC

MY COMMISSION EXPIRES

September 13, 2010

RamseyJV.pow



MADISON COUNTY MS This instrument was  
filed for record June 11, 2007

Book 41 Page 536  
ARTHUR JOHNSTON, C. C.  
BY: *[Signature]* DC



# Last Will and Testament

## OF

2007-578

# FREDA K. HOLMES

I, Freda K. Holmes, an adult resident at Madison County, Mississippi, make this my Will and revoke all prior Wills and Codicils

### ITEM I.

I have two (2) children who are living on the date of the execution of this will. Their names are John Ellis Holmes and George Thomas Holmes. I have one daughter who is now deceased and she had two children living at the time of her death—Necie Glass Upton and Deenie Glass.

The word "descendants" shall include any person hereafter born to any of my descendants. Each of the words "child," "children" and "descendants" shall include an adopted child or adopted children who were adopted prior to the age of twenty-one (21).

### ITEM II.

I appoint George T. Holmes, my son, as Executor of my Estate.

### ITEM III.

My Executor shall pay all funeral expenses, costs of administration and other proper claims against my estate

<p><b>FILED</b> THIS DATE JUN 12 2007 ARTHUR JOHNSTON, CHANCERY CLERK BY <u>L. Jones</u> D.C.</p>
---

Freda K. Holmes  
Freda K. Holmes

Last Will and Testament of Freda K. Holmes

## ITEM IV.

I hereby give, devise and bequeath to George Thomas Holmes, as Trustee of that trust known as the "Edna Rose Saik Trust," for the benefit of Edna Rose Saik, if she survives me, my home at 117 Greensview Drive in Madison, Mississippi, and all of the furniture, furnishings, decorations, silverware, china, pictures, linens, glassware and the like located in my home. I direct that the Trustee hold all of this real and personal property for the benefit of Edna Rose Saik, for as long as she shall desire to live in my home or is able to live in my home. I also give and bequeath to the Trustee the sum of Fifty Thousand Dollars (\$50,000 00) to be used for the upkeep of my home and the payment of taxes and insurance for as long as my Aunt, Edna Rose Saik, shall desire or is able to live in my home. My Aunt may suggest that the Trustee sell my home and the Trustee is authorized to follow my Aunt's directions if he deems it to be in the best interest of all beneficiaries.

If my Aunt is not able to live in my home or suggests that such home be sold as directed above, then the Trustee may sell such home and hold all of the proceeds of the sale and all of the other property of this Trust for the benefit of Edna Rose Saik. Upon such event, the Trustee shall select whatever furniture, furnishings, decorations, silverware, china, pictures, linens, glassware and the like in my home to be distributed among my grandchildren as he shall direct in his sole discretion. Upon the death of Edna Rose Saik, all of the corpus of this Trust shall be distributed as follows:

- A. One-third (1/3) to be divided equally between my granddaughters which

Freda K Holmes  
Freda K Holmes

Last Will and Testament of Freda K. Holmes

would be one-sixth (1/6) to Necie Glass Upton outright and one-sixth (1/6) to George Thomas Holmes as Trustee of that Trust known as the "Deenie Glass Family Trust" as described in Item VIII below;

B One-third (1/3) to my son George Thomas Holmes, if he is living. If he is not living, then the one-third (1/3) of this Trust shall be held for the benefit of my son George Thomas Holmes' wife, Loretta Holmes for as long as she shall live. Upon her death, then this one-third (1/3) share shall be distributed, one half (1/2) to my two granddaughters, Necie Glass Upton and to the Trustee of the Deenie Glass Family Trust as described in Item VIII below and one-half (1/2) to the Trustee of the John Ellis Holmes Family Trust as described in Item VII below;

C. One-third (1/3) to the Trustee of the "John Ellis Holmes Family Trust" as described in Item VII below.

ITEM V.

I hereby give, devise and bequeath to George Thomas Holmes, that lot at Lake Cavalier, known as Lot 48 Lake Cavalier, Part 3, Madison County, Mississippi, which address is 146 N. Shady Lane.

ITEM VI.

From the assets conveyed by this Item VI hereof, my Executor shall pay all estate, inheritance or death taxes payable by reason of my death and all expenses of administration of

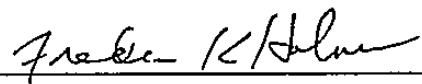
  
Freda K. Holmes

Last Will and Testament of Freda K. Holmes

my estate. After the payment of all such taxes and costs, all of the rest and residue of my estate, both real and personal, tangible and intangible, I hereby give, devise, and bequeath as follows:

A. One-third (1/3) to my two granddaughters which would be one-sixth (1/6) to Neechie Glass Upton outright and one-sixth (1/6) to the Trustee of the Deenie Glass Family Trust as described in Item VIII below.

B. One-third (1/3) to my son George Thomas Holmes, if he is living. If he is not living, then I give and bequeath to Loretta Holmes, my son, George Thomas Holmes' wife, if she is living, an amount of property equal to the lesser of (i) one-third (1/3) of my son George Thomas Holmes' share or (ii) one hundred thousand dollars (\$100,000.00), with the remainder of his one-third (1/3) interest to be held in Trust for the benefit of my son George Thomas Holmes' wife, Loretta Holmes for as long as she shall live. Nick P. Clark shall be the Trustee of this Trust for the benefit of Loretta Holmes and such Trust shall be known as the "Loretta Holmes Trust." The Trustee shall be authorized to expend all of the income and the principal, to the point of completely exhausting the principal of the Trust, for the benefit of Loretta Holmes. The Trustee is authorized to expend monies from the Trust for the maintenance, health and support of Loretta Holmes and for any other purpose the Trustee in her sole discretion deems to be in the best interest of Loretta Holmes. Upon the death of Loretta Holmes, the remainder of this Trust shall be distributed, one-fourth (1/4) to my granddaughter, Neechie Glass Upton and one-fourth (1/4) to the Trustee of the Deenie Glass Family Trust as described in Item VIII below and one-half (1/2) to the Trustee of the John Ellis Holmes Family Trust as described in Item VII below.

  
Freda K. Holmes

Last Will and Testament of Freda K. Holmes

C. One-third (1/3) to George Thomas Holmes, as Trustee of that Trust known as the "John Ellis Holmes Family Trust" all as described in Item VII below.

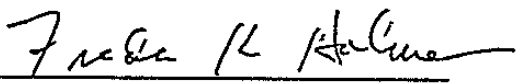
D. I direct that any debts owed to me at the time of my death by any beneficiary under this Will be paid by such beneficiary to my estate or deducted from any distribution to be made to such beneficiary, whether or not such distribution is to be made to a Trustee.

ITEM VII.

Those assets which shall be held by George Thomas Holmes, as Trustee for the benefit of my son, John Ellis Holmes and his three (3) children shall be held, administered and distributed under the following terms and provisions:

A. During the lifetime of my son, John Ellis Holmes, the Trustee shall hold the funds for his benefit and for the benefit of his three (3) children (hereafter collectively the "Beneficiary").

1. The Trustee shall distribute to or for the benefit of the beneficiary as much of the net income deemed advisable for the education, support, maintenance, and health of the beneficiary; or for any medical, hospital or other institutional care which the beneficiary may require. These distributions shall be made in such proportions, amounts, and intervals as the Trustee determines, at his sole and absolute discretion. Any income not distributed shall be added to principal and shall be distributed in accordance with provisions of this Item.

  
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Freda K. Holmes



Last Will and Testament of Freda K. Holmes

2. In addition to the income distributions, the Trustee may pay to or for the benefit of the beneficiary as much principal as the Trustee deems advisable for the education, support, maintenance, and health of the beneficiary; or for any medical, hospital or other institutional care which the beneficiary may require.

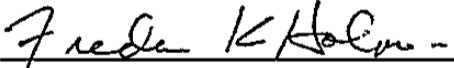
3. Upon the death of my son, John Ellis Holmes, the Trustee shall continue to hold the assets of this Trust for the benefit of my deceased son's three (3) children. The Trustee shall separate the assets of this Trust into three (3) separate accounts - one for each child. Each such separate account shall be administered as a separate Trust. The Trustee shall hold in a separate trust, each share so set apart for a living child of John Ellis Holmes until such child shall attain the age of twenty-five (25) years, at which time (or upon creation of the child's share, if the child has already then attained said age) one-third (1/3) of the then principal of such share shall be distributed outright to such child, and thereafter continue to hold the balance of said share for such child until she or he shall attain the age of thirty (30) years, at which time (or upon creation of the child's share, if the child has already then attained said age) one-half (1/2) of the then principal of such share shall be distributed outright to such child, and thereafter continue to hold the balance of such share for such child until he or she shall attain the age of thirty-five (35) years, at which time (or upon creation of the child's share, if the child has already then attained said age) the remaining balance of such share shall be distributed outright to such child. If any property is added to a child's trust share hereunder after the creation of such

  
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Freda K. Holmes

Last Will and Testament of Freda K. Holmes

share, the provisions of this paragraph shall apply to such property as if such share had been created at the time of such addition. The Trustee shall distribute each such share set apart for the living issue, collectively, of a deceased child of John Ellis Holmes, among the issue for whom the share was set apart, per stirpes, free and discharged of this trust. During the period that any principal of any trust set apart for a living child of John Ellis Holmes shall remain undistributed hereunder, the Trustee shall pay such part of all of the net income therefrom to such one or more of the child and the child's issue at such intervals as the Trustee in their sole discretion, shall determine. At any time during the existence of a trust set apart for a living child of John Ellis Holmes, the Trustee may pay over any or all of the principal of the trust to such one or more of the child and the child's issue as the Trustee in his sole discretion deems advisable.

4 In the event of the death of a beneficiary child prior to receipt by that child of his share of the Trust estate, the share in the Trust of such deceased child shall be retained in Trust for the benefit of the deceased beneficiary's then living children. The net income and principal of the Trust shall be distributed among such surviving beneficiary children in such proportions and at such intervals as the Trustee determines advisable for the education, support, maintenance and health of such children. While equal distributions between such children shall not be required, distributions shall be equal except in unusual circumstances. The assets of the Trust shall be distributed to such children, in equal shares, when the youngest of such children attains the age of twenty-five (25) years.

  
Freda K. Holmes

Last Will and Testament of Freda K. Holmes

5. If at the death of a beneficiary child, he or she leaves no surviving children, that deceased child's share in the Trust estate shall be distributed to my son's other children, or the Trust for the benefit of their surviving children in the event a child is not living, in equal shares.

6. Upon distribution of the entire Trust estate to the beneficiary or beneficiaries, this Trust shall terminate.

B. 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 assets shall be distributed to my (Freda K. Holmes) heirs at law in accordance with the Mississippi intestacy laws then in effect

C. If George Thomas Holmes predeceases me or shall die, or fail to act or be unable to act as Trustee then in that event, I appoint Nick Clark as successor Trustee.

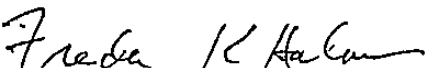
D. This Trust shall be designated as the "John Ellis Holmes Family Trust."

**ITEM VIII.**

Those assets which shall be held by George Thomas Holmes, as Trustee for the benefit of my granddaughter, Deenie Glass and any child or children she might have during the term of this trust, shall be held, administered and distributed under the following terms and provisions:

A. During the lifetime of my granddaughter, Deenie Glass, the Trustee shall hold the funds for her benefit and for the benefit of any child or children she might have during the term of this trust (hereafter collectively the "Beneficiary").

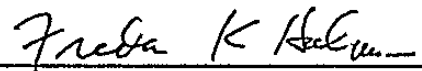
1. The Trustee shall distribute to or for the benefit of the beneficiary as much of the

  
\_\_\_\_\_  
Freda K. Holmes

net income deemed advisable for the education, support, maintenance, and health of the beneficiary; or for any medical, hospital or other institutional care which the beneficiary may require. These distributions shall be made in such proportions, amounts, and intervals as the Trustee determines, at his sole and absolute discretion. Any income not distributed shall be added to principal and shall be distributed in accordance with provisions of this Item.

2. In addition to the income distributions, the Trustee may pay to or for the benefit of the beneficiary as much principal as the Trustee deems advisable for the education, support, maintenance, and health of the beneficiary; or for any medical, hospital or other institutional care which the beneficiary may require.

3. Upon the death of my granddaughter, Deenie Glass, the Trustee shall continue to hold the assets of this Trust for the benefit of her children, if any. If such children are living at the death of Deenie Glass, the Trustee shall separate the assets of this Trust into separate accounts - one for each child. Each such separate account shall be administered as a separate Trust. The Trustee shall hold in a separate Trust, each share so set apart for a living child of Deenie Glass until such child shall attain the age of twenty-five (25) years, at which time (or upon creation of the child's share, if the child has already then attained said age) one-third ( $1/3$ ) of the then principal of such share shall be distributed outright to such child; and thereafter continue to hold the balance of said share for such child until she or he shall attain the age of thirty (30) years, at which time (or upon



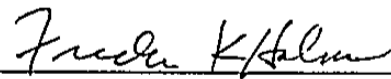
Freda K. Holmes

Last Will and Testament of Freda K. Holmes

creation of the child's share, if the child has already then attained said age) one-half (½) of the then principal of such share shall be distributed outright to such child, and thereafter continue to hold the balance of such share for such child until he or she shall attain the age of thirty-five (35) years, at which time (or upon creation of the child's share, if the child has already then attained said age) the remaining balance of such share shall be distributed outright to such child. If any property is added to a child's Trust share hereunder after the creation of such share, the provisions of this paragraph shall apply to such property as if such share had been created at the time of such addition. The Trustee shall distribute each such share set apart for the living issue, collectively, of a deceased child of Deenie Glass, among the issue for whom the share was set apart, per stirpes, free and discharged of this Trust

During the period that any principal of any Trust set apart for a living child of Deenie Glass shall remain undistributed hereunder, the Trustee shall pay such part of all of the net income therefrom to such one or more of the child and the child's issue at such intervals as the Trustee in his sole discretion, shall determine. At any time during the existence of a Trust set apart for a living child of Deenie Glass, the Trustee may pay over any or all of the principal of the Trust to such one or more of the child and the child's issue as the Trustee in his sole discretion deems advisable.

4. In the event of the death of a beneficiary child prior to receipt by that child of his share of the Trust estate, the share in the Trust of such deceased child shall be retained in



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Freda K. Holmes

Last Will and Testament of Freda K. Holmes

Trust for the benefit of the deceased beneficiary's then living children. The net income and principal of the Trust shall be distributed among such surviving beneficiary children in such proportions and at such intervals as the Trustee determines advisable for the education, support, maintenance and health of such children. While equal distributions between such children shall not be required, distributions shall be equal except in unusual circumstances. The assets of the Trust shall be distributed to such children, in equal shares, when the youngest of such children attains the age of twenty-five (25) years.

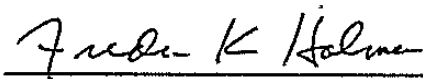
5. If at the death of a beneficiary child, he or she leaves no surviving children, that deceased child's share in the Trust estate shall be distributed to Deenie Glass's other children, or the Trust for the benefit of their surviving children in the event a child is not living, in equal shares.

6 Upon distribution of the entire Trust estate to the beneficiary or beneficiaries, this Trust shall terminate.

B. 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 assets shall be distributed to my (Freda K. Holmes) heirs at law in accordance with the Mississippi's intestacy laws then in effect.

C. If George Thomas Holmes predeceases me or shall die, or fail to act or be unable to act as Trustee then in that event, I appoint Nick P. Clark as successor Trustee.

D. This Trust shall be designated as the "Deenie Glass Family Trust."

  
\_\_\_\_\_  
Freda K. Holmes


Last Will and Testament of Freda K. Holmes

## ITEM IX.

A. 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 sole discretion, may make distributions either (a) directly to the beneficiary, (b) to the legal or natural guardian of the beneficiary, (c) to a relative or guardian of the person of the beneficiary who has custody and care of the beneficiary, or (d) by applying the distribution 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.

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

C. Notwithstanding any provision of the 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. Upon such vesting, any Trust property held by the Trustee shall be distributed to the beneficiary or beneficiaries of the Trust (unless such beneficiary is a minor) as though such beneficiary had reached the age at which final distribution is required by this Will.

  
\_\_\_\_\_  
Freda K. Holmes

Last Will and Testament of Freda K. Holmes

D. None of the principal or income of any Trust created under this Will shall be liable for debts of any beneficiary. The beneficiaries have no power to sell, assign, transfer, encumber or in any manner to anticipate or dispose of any part of their interest in the Trust funds or the income produced from the funds.

ITEM X.

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

ITEM XI.

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

  
\_\_\_\_\_  
Freda K. Holmes



Last Will and Testament of Freda K. Holmes

## ITEM XII.

The Trustee of any Trust created in this Will may resign at any time by giving written notice, specifying the effective date of resignation, to the persons who are income beneficiaries of the Trust at that particular time. The notice may be made by personal delivery or sent by registered mail. If no Successor Trustee is named, then such appointment shall be made by the Chancery Court of Madison County, Mississippi upon petition brought by or on behalf of the beneficiaries of the Trust. 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 XIII.

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 Trustee's Powers Law of Mississippi as it now exists or may hereafter be amended. In addition to the powers contained in that Law, and the power to make "legal investments" under Mississippi Law, the Trustee shall have full power and authority.

A. To determine the allocation of receipts and expenses between income and principal. However, such allocation shall not be inconsistent with the beneficial enjoyment of

  
\_\_\_\_\_  
Freda K. Holmes

Last Will and Testament of Freda K. Holmes

Trust property accorded to a life tenant or remainderman under the general principles of the law of Trusts. Further, all rights to subscribe to new or additional stocks or securities and all liquidating dividends shall be deemed to be principal.

B. To place funds on time deposit in savings accounts or certificates of deposit in any federally insured bank or federally insured savings and loan association, including any bank which may be serving as Trustee.

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, 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 law

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

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

  
\_\_\_\_\_  
Freda K. Holmes

Last Will and Testament of Freda K. Holmes

F. To invest Trust assets in a prudent manner, however, the Trustee may not invest the Trust assets in a common Trust fund.

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

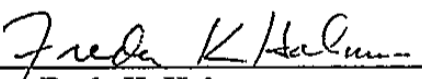
H. To distribute income of the Trust in cash or in kind. In making distributions of both principal and income, the Trustee may make a non pro rata distribution of property in kind. The judgment of the Trustee concerning values and purposes of such division or distribution of the property or securities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

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

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

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

L. To carry out agreements made by me during my lifetime, including the

  
\_\_\_\_\_  
Freda K. Holmes

Last Will and Testament of Freda K. Holmes

consummation of any agreements relating to the capital stock of corporations owned by me at the time of my death or to any partnerships of which I may be a member at the time of my death including entering into agreements for the rearrangement, alteration, continuation, or termination of my interests

M. To borrow money to pay taxes, exercise rights and options, pay assessments, or accomplish any other purpose incidental to the administration of the Trust and to pledge property held as security for such loan.

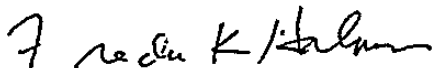
N. To execute and deliver mineral leases, agreements, conveyances, acquisition documents, contracts, or any other types of instruments to engage in and deal with mineral activity and property

O. To manage any farm and timber property and to perform any act deemed necessary or desirable to operate such property.

P. To terminate any Trust if the Trustee determines the assets are of such small value that the existence and operation are not in the best interest of the beneficiaries. This power shall be exercisable only if the income beneficiaries and the remainder beneficiaries are the same and have the same interest in the Trust Upon termination, the Trustee shall distribute the assets to the beneficiaries in their proportionate share

ITEM XIV.

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, (the "Code").

  
\_\_\_\_\_  
Freda K. Holmes

Last Will and Testament of Freda K. Holmes

In referring to the Trustee, any neuter terminology includes the masculine and feminine or vice versa and any reference in the singular includes the plural or vice versa.

Where used in this Will, "Executor," "Executrix" and "Administrator" may be used interchangeably and applies to the personal representative of my estate, whether one or more than one, including any Successor.

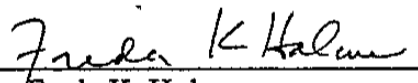
## ITEM XV.

A. In the event George Thomas Holmes is or becomes unable or unwilling to serve as Executor, Nick P. Clark, shall serve as Successor Executor. All rights, powers, duties and discretions granted to or imposed upon my Executor shall be exercisable by and imposed upon any Successor Executor.

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

C. 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 and is excused from any duty of impartiality with respect to the income tax basis of the property

D. No person dealing with my Executor shall be obligated to see to the application of any money or property delivered to my Executor or to inquire into the authority of my Executor to consummate any transaction upon such terms as my Executor deems advisable.

  
\_\_\_\_\_  
Freda K. Holmes

Last Will and Testament of Freda K. Holmes

E. My Executor shall have the authority to disclaim all or any part of my interest in property devised or bequeathed to me, outright or in Trust, within the time period required to be a qualified disclaimer under Section 2518 of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of future laws.

F. My Executor shall have the authority to continue all business operations in which I am interested at my death in order to avoid a reduction in the value of my interest or any losses. My Executor may continue to act as a partner, engage in a partnership, and take any action with regard to any partnership as my Executor deems advisable.

G. My Executor shall have the authority to borrow funds necessary to pay debts, administration expenses, taxes, and operating expenses and to pledge property, real or personal, as necessary to secure such loans. My Executor shall not be required to repay such loan prior to the closing of my estate but may distribute such pledged property at its value net of such loan in satisfaction of any bequest under this Will. However, my Executor shall not pledge any property specifically devised or bequeathed.

H. My Executor shall have the authority to take all actions necessary to comply with any agreements made by me during my lifetime

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 2nd day of June, 2005.

  
\_\_\_\_\_  
Freda K. Holmes

Last Will and Testament of Freda K. Holmes

This instrument was, on the day and year shown above, signed, published and declared by Freda K. Holmes 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

*John H. [Signature]*

Address:

358 Lakeway Drive  
Brandon MS 39047

*Lyne P. [Signature]*

Address:

2945 Layfair Dr. Apt. 527  
Flowood, Ms 39232

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*Freda K Holmes*  
Freda K. Holmes

MADISON COUNTY MS This instrument was filed for record June 12, 2007.

Book 41 Page 540  
ARTHUR JOHNSTON, C. C.  
BY: *[Signature]* D.C.



IN RE: ESTATE OF  
FREDA K. HOLMES, DECEASED  
(a/k/a Freida Holmes)

CAUSE NO. 2007-518

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI  
COUNTY OF RANKIN

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, John Howard Shows, one of the subscribing witnesses to that certain instrument of writing dated June 2, 2005, purporting to be the Last Will and Testament of Freda K. Holmes of Madison County, who, having been by me first duly sworn, did state on oath that Freda K. Holmes on the 2nd day of June, 2005, in his presence and in the presence of Lynne P. Moorman, the other subscribing witnesses to said instrument, did sign, publish, subscribe and declare said instrument, a copy of which is attached as Exhibit "A" to this Affidavit, as her Last Will and Testament; and that he has examined the original of the Last Will and Testament of Freda K. Holmes and that the copy attached hereto is a true photostatic copy of said original Will. John Howard Shows did further state on oath that at the time Freda K. Holmes subscribed her Will on the 2nd day of June, 2005, she was of sound and disposing mind and memory, over twenty-one (21) years of age, and fully capable of executing and competent to execute her Will; and he did further state that he and the other subscribing witness thereof, Lynne P. Moorman, subscribed and attested said instrument, a copy of which is attached as Exhibit "A" hereto, as witnesses to the signature, subscription and publication thereof at the special instance and request of Freda K. Holmes in her presence and in the presence of each other.

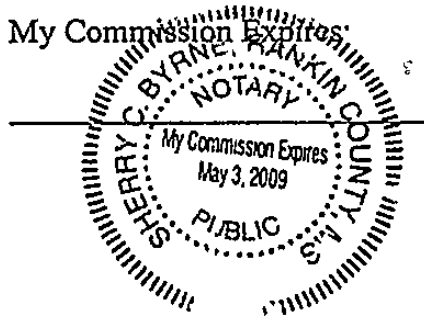
**FILED**  
THIS DATE  
JUN 12 2007  
ARTHUR JOHNSTON, CHANCERY CLERK  
BY [Signature] D.C.

[Signature]  
Print Name John Howard Shows



Sworn to and subscribed before me, this the 24th day of May, 2007.

Sherry C. Byrne  
NOTARY PUBLIC



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MADISON COUNTY MS This instrument was  
filed for record June 12, 2007  
Book 41 Page 560  
ARTHUR JOHNSTON, C C  
BY: [Signature] D C



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN RE: ESTATE OF  
FREDA K. HOLMES, DECEASED  
(a/k/a Freida Holmes)

CAUSE NO. 2007-518

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI  
COUNTY OF RANKIN

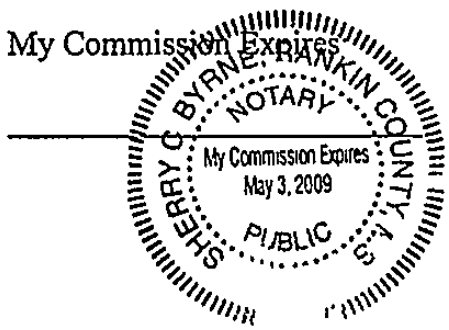
Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Lynne P. Moorman, one of the subscribing witnesses to that certain instrument of writing dated June 2, 2005, purporting to be the Last Will and Testament of Freda K. Holmes of Madison County, who, having been by me first duly sworn, did state on oath that Freda K. Holmes on the 2nd day of June, 2005, in her presence and in the presence of John Howard Shows, the other subscribing witnesses to said instrument, did sign, publish, subscribe and declare said instrument, a copy of which is attached as Exhibit "A" to this Affidavit, as her Last Will and Testament, and that she has examined the original of the Last Will and Testament of Freda K. Holmes and that the copy attached hereto is a true photostatic copy of said original Will. Lynne P. Moorman did further state on oath that at the time Freda K. Holmes subscribed her Will on the 2nd day of June, 2005, she was of sound and disposing mind and memory, over twenty-one (21) years of age, and fully capable of executing and competent to execute her Will, and she did further state that she and the other subscribing witness thereof, John Howard Shows, subscribed and attested said instrument, a copy of which is attached as Exhibit "A" hereto, as witnesses to the signature, subscription and publication thereof at the special instance and request of Freda K. Holmes in her presence and in the presence of each other.

**FILED**  
THIS DATE  
JUN 12 2007  
ARTHUR JOHNSTON, CHANCERY CLERK  
BY L. Jones D.C.

Lynne P. Moorman  
Print Name Lynne P. Moorman

Sworn to and subscribed before me, this the 24th day of May, 2007.

Sherry C. Byrne  
NOTARY PUBLIC



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MADISON COUNTY MS This instrument was filed for record June 12, 2007.

Book 41 Page 562  
ARTHUR JOHNSTON, C C

BY. L. Lynne D C



CODICIL TO THE LAST WILL AND TESTAMENT *2007-518*  
OF FREDA K. HOLMES

I Freda K. Holmes, an adult resident of Madison County, Mississippi, being of sound and disposing mind and above the age of 21 years, hereby make, publish and declare this Codicil to my Last Will and Testament dated June 2, 2005.

REGARDING ITEM VI B: Either Neechie Glass Upton or Lauren Holmes Furniss shall be the Trustee of the Loretta Holmes Trust instead of Nicholas P. Clark.

REGARDING ITEM VII 6 C: There shall be no the Successor Trustee of the John Ellis Holmes Family Trust which I desire and instruct to be disbursed to the beneficiary(ies) upon the death or disability of the named Trustee.

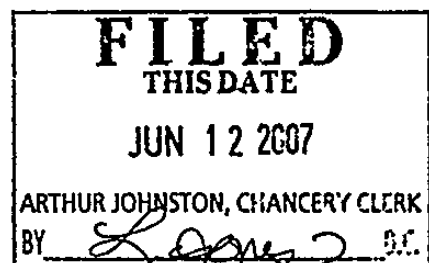
REGARDING ITEM VIII 6 C: There shall be no the Successor Trustee of the Deenie Glass Family Trust, which I desire and instruct to be disbursed to the beneficiary(ies) upon the death or disability of the named Trustee.

REGARDING ITEM XV A: Exclude Nicholas P. Clark as Successor Executor of my estate; and, as for any successor executor, this will be left up to those involved as circumstances require in the best interest of my estate and its beneficiaries.

GENERALLY

Nicholas P. Clark shall not serve as a trustee or fiduciary of any bequest of my Last Will and Testament and shall not serve as executor of my estate. There are no other

Codicil To The Last Will and Testament of Freda K. Holmes



changes to my Last Will And Testament as originally published on June 2, 2005.

IN WITNESS WHEREOF, I hereby subscribe my name this 12<sup>th</sup> day of June, 2006.

Freda K Holmes  
FREDA K. HOLMES

ATTESTATION OF WITNESSES

This instrument was, on the date shown here and above, signed, published and declared by Freda K. Holmes to be a Codicil To the Last Will and Testament Of Freda K. Holmes 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.

Michael Hood  
Address: 2174 Main St.  
Madison, MS 39110

LaDonna Garrett  
Address 2174 Main Street  
Madison, MS 39110

WITNESSES' AFFIDAVIT

STATE OF MISSISSIPPI  
COUNTY OF HINDS

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction aforesaid, the within named MICHAEL HOOD and LA-DONNA GARRETT, who on oath after being sworn by me stated as follows, to-wit:

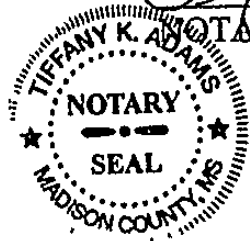
1. That they are in no way interested in the estate of Freda K. Holmes.
2. That the above and foregoing Codicil To the Last Will and Testament of Freda K. Holmes is authentic.
3. That Freda K. Holmes executed the above and foregoing Codicil in the presence of each of the above named persons, and also in the presence of each other, and that Freda K. Holmes was competent to make testamentary disposition of her property and was further of sound and disposing mind.
4. That Freda K. Holmes at the time of the execution of the forgoing Codicil was above the age of 21 years.

Michael Hood  
Witness

LaDonna Garrett  
Witness

SWORN TO AND SUBSCRIBED before me this the 12 day of June, 2006.

Tiffany K. Adams



My commission expires:

~~MY COMMISSION EXPIRES:~~  
JULY 4, 2009

Codicil To The Last Will and Testament of Freda K. Holmes

MADISON COUNTY MS. This instrument was filed for record June 12, 2007.

Book 41 Page 564  
ARTHUR JOHNSTON, C. C.

BY: L. Adams D.C.



FILED  
THIS DATE  
JUN 14 2007  
ARTHUR JOHNSTON, CHANCERY CLERK  
BY *Jim Sellers* D.C.

2007-5510

THE STATE OF TEXAS  
COUNTY OF HARRIS

KNOW ALL MEN BY THESE PRESENTS

I, Mercer C. Bussa, of the County of Harris, State of Texas, being of sound mind and disposing memory and above the age of twenty-one years, and realizing the uncertainty of human life and desiring to make a disposition of my worldly goods and estate to take place upon my death, do hereby make, publish, and proclaim this as my Last Will and Testament, hereby revoking any and all other Wills or Codicils by me at any time heretofore made, and I hereby provide as follows, to-wit:

1. I desire that my body shall be buried in a decent and suitable manner suitable to my circumstances and conditions of life.

2. I desire that all of my just debts be paid out of my estate by my Executors to be hereinafter named, including the cost of my funeral expenses and the expenses of my last illness and necessary expenses incident to the probate of my Last Will and Testament, including all State and Federal taxes.

3. After the payment of my expenses above set out, it is my will and desire and I so devise, give, bequeath and direct that all of my property, real, personal or mixed, that I now own or may die seized of, wherever the same shall be located and situated, pass to and vest in my beloved wife Lois Louise Bussa, in fee simple, to dispose of as she shall so desire and direct without remainder to any one.

4. In the event my said wife, Lois Louise Bussa, should die simultaneously with me, or should die within six (6) months after my death, as a result of injuries she received or a common "flooded" condition, and in that event, I hereby will, devise, give and bequeath all of my real, personal or mixed, that I may own at the time of my death or die seized of, to my Daughter, Gwendolyn Bussa, without remainder to any one.

daughter not be living at such time then and in that event the same shall vest in the heirs of her body, if any.

5.

I hereby nominate and appoint my wife, Miss Louise Dussan, sole executrix and Restorer, and should she not be living at the time of my death, and should she die as the result of a common disaster as above set out, then in that event, I hereby nominate and appoint my daughter, Wendolyn Dussan, as my independent Executrix and placing perfect confidence in both of them. I declare that no bond shall be required of either of them, and that no action shall be brought in the Probate Court of any County in relation to the settlement of my estate other than the Probating and recording of this my Last Will and Testament, the return of and filing of the Statutory Inventory and Appraisement and the payment of claims in Court as required by law.

6.

I hereby make and publish this as my Last Will and Testament heretofore made and subscribing my name on this the 21<sup>st</sup> day of July, A. D. 1961, in the presence of the two attesting witnesses, who were present and signed their names as attesting witnesses.

Mercer G. Fussa

The above instrument was now and here published as the Last Will and Testament of MERCER G. FUSSA, and signed by him, the said MERCER G. FUSSA, in the presence of me and me at his request and in his presence and in the presence of each other and we subscribe our names hereto as attesting witnesses.

Helene Palmes

Verna Dent



THE STATE OF MISSISSIPPI \*  
COUNTY OF HARRIS \*

BEFORE ME, the undersigned authority, on this day, personally appeared  
Mercer S. Pussu, Vera Dent and Helen C. Palmer, known  
to me to be the Testator and the witnesses respectively, whose names are  
scribed to the annexed or foregoing instrument, and all of the said persons being by me duly sworn, the said Testator, declared to me and to the said witnesses that the said  
instrument is his Last Will and Testament and that he executed it as his free act and deed for the purposes therein expressed and that  
said witnesses, each on their oath stated to me and to the said Testator that the said Testator declared to them that the said  
instrument is his Last Will and Testament, and that he executed the same as his free act and deed and wanted each of them to sign it as a witness, and upon that each of the said wit-  
nesses stated further that they did sign the same as witnesses in the presence of  
the said Testator and at his request; that he was at that time above the age  
of twenty one and was of sound mind; and that each of the said witnesses was at  
at least fourteen years of age.

Mercer S. Pussu  
Notary Public

Helen C. Palmer

Vera Dent  
Witness

SWORN TO AND SUBSCRIBED before me by the said Testator, Helen C. Palmer, on this the 21<sup>st</sup> day of June, 2007,  
to certify which witnesses my hand and seal of office are hereunto set.

(FILED)  
NOTARY PUBLIC, COUNTY OF HARRIS, MISSISSIPPI  
Bill Palmer



STATE OF LOUISIANA  
PARISH OF ORLEANS

2007-560

I, NAN CARTER REESE, domiciled in Orleans Parish, Louisiana, declare this to be my Last Will and Testament. I revoke all of my prior wills and codicils.

I. FAMILY AND DEFINITIONS

PART A

1.1 Marriage. I have been married once to S. Gordon Reese, with whom I am presently living (hereinafter at times referred to as Gordon).

1.2 Children. Of my marriage were born S. Gordon Reese, Jr. and Nancy Reese Bush. This will and the bequests herein made, shall apply to said children and to any other children subsequently born or adopted of this marriage.

II. PROPERTY

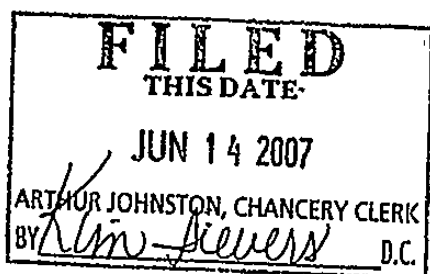
PART A

2.1 Property. "My property" means the property of which I die possessed, of whatever nature or kind, wherever located and however acquired, whether now owned by me or hereafter acquired. "My remaining property" used at any point in this will means all of my property not already disposed of by preceding bequests.

III. SPECIAL AND FRACTIONAL BEQUESTS

PART A

3.1 Family Home. I give to my husband, S. Gordon Reese, all of my interest in the family home that constitutes my personal residence at the time of my death, the household effects situated therein including furniture, furnishings, appliances, equipment, silver, china, clothing, jewelry, personal ornaments, works of art, family memorabilia, and books, as well as all other corporeal movable property of personal or household use or ornaments situated in the family home at the time of my death. This bequest shall include the lot or lots on which my family home is located includ-



*Nan Carter Reese*  
NAN CARTER REESE

ing all servitudes and any other appurtenant rights. My family home is currently located at 1628-30 Valance Street, New Orleans, Louisiana, but this bequest shall include any successor replacement.

3.2 Automobiles. I give to Gordon all of my interest in any automobiles which I may own at the time of my death.

3.3 Charitable Bequest. I give to St. George's Episcopal Church, located at St Charles Avenue and Cadiz Street, New Orleans, Louisiana, the sum of TWENTY THOUSAND AND NO/100 (\$20,000.00) DOLLARS cash, provided that St. George's is an active and functioning church at the time of my death.

3.4 Usufruct. My remaining property shall be subject to a lifetime usufruct without bond in favor of Gordon, and I direct that such usufruct shall specifically include all oil, gas, or other mineral interests developed on or related to said property, whether said interests were developed at the time of my death or not.

3.5 Property Situated Outside Louisiana. To the extent my property includes property located outside of the State of Louisiana, I give and bequeath unto my said spouse a life estate, including the right to all income from said property; specifically from any mineral interests, oil, gas or otherwise, developed on or related to said property, whether any such income producing or mineral interest has been developed at the time of my death or not.

3.6 Fractional Bequests. Subject to the lifetime usufruct in favor of Gordon, I give to my children, namely S. Gordon Reese, Jr. and Nancy Reese Bush, a fractional bequest in my remaining property equal in value to their legitime under Louisiana law. In the event that the forced portion or legitime as specified by Louisiana law is hereafter reduced or eliminated, then I direct that this bequest to my children be equal to one-half (1/2) of the value of my property.

Nan Carter Reese  
NAN CARTER REESE

IV. RESIDUARY ESTATE

PART A

4.1 Residuary Estate. All of my remaining property constitutes my Residuary Estate.

4.2 Bequests of Residuary Estate. Subject to the lifetime usufruct in favor of Gordon, I give my Residuary Estate, in trust, as follows:

(A) One-half (1/2) of my Residuary Estate I give to my son, S. Gordon Reese, Jr., as Trustee for the benefit of his children, in equal proportions. The interest of each such beneficiary shall be held and considered as a separate trust.

(B) The remaining one-half (1/2) of my Residuary Estate I give to my daughter, Nancy Reese Bush, as Trustee for the benefit of her children, in equal proportions. The interest of each such beneficiary shall be held and considered as a separate trust.

(C) The terms and conditions of each trust shall be as set forth in Part B hereof.

V. MISCELLANEOUS PROVISIONS

PART A

5.1 Executor. I name my son, S. Gordon Reese, Jr. as Executor of my succession. If he should predecease me or otherwise refuse or is unable to serve, I name and appoint my daughter, Nancy Reese Bush as Executrix.

5.2 Compensation. My succession representative shall be entitled to compensation as provided by law.

5.3 Bond. I dispense all of my succession representatives including any duly appointed dative or provisional executor from giving bond.

5.4 Attorney. My succession representative, at his or her sole discretion, shall have the right to choose his or her own attorney, to relieve such attorney and to designate a successor thereto.

5.5 Debts. All of my debts, taxes and expenses shall be borne and paid in accordance with law.

Nan Carter Reese  
NAN CARTER REESE

5.6 Common Disaster. Should I die together with any legatee in a common disaster or under such circumstances as to render it doubtful as to who died first, it shall be presumed that I survived.

5.7 Collation. I dispense all of my forced heirs from collating any gift received from me whether inter vivos or by reason of my death.

5.8 Expenses of Delivery. The expenses of collecting, protecting, appraising, packing, storing, shipping, cleaning and insuring any property bequeathed in this will shall be paid as an administrative expense of my succession.

5.9 Encumbrances. All property in this will is bequeathed subject to any liens, mortgages, taxes and other encumbrances on that property effective at my death. Such encumbrances shall not be treated as debts or administrative expenses of my succession.

5.10 Proceeds. All bequests in this will shall include all of my interest in any policies insuring such property against any loss or liability and the proceeds of all such policies.

5.11 Executors Election as to Qualified Terminable Interest Property. My succession representative shall have the power to treat certain interests in my property as "qualified terminable property" as accorded by Section 2056(b)(7) of the Internal Revenue Code, in order to secure a marital deduction to my estate for federal estate tax purposes.

#### TRUSTS

##### PART B

The bequests to my grandchildren are hereby placed in trust, in a separate trust for each grandchild, pursuant to the following terms and conditions:

The term Trustee shall refer to the original trustee as well as any successor or alternate, and any other trustee or co-trustee whether one or more.

Nan Carter Reese  
NAN CARTER REESE

I. TRUST PROPERTYPART B

The trust property of a trust shall consist of all of those properties bequeathed to these trusts in my will, together with such other property as may be added by third persons. If no bequest is made to a trust, or if a bequest to a trust is wholly renounced, that trust shall be deemed not created hereby.

II. TRUSTSPART B

2.1 Trusts. A separate trust is hereby created for each of my grandchildren, each of which shall be held and administered in a separate trust in all matters relating to income and principal.

III. BENEFICIARIESPART B

3.1 Income Beneficiaries. Gordon shall be the income beneficiary of each trust for life. Should he predecease me, or at his death, the original and substitute principal beneficiaries of each trust shall become income beneficiaries in proportion to their interests in principal.

3.2 Principal Beneficiaries. The original principal beneficiaries of each trust shall be my grandchildren by roots in being at my death. Should any original principal beneficiary of any trust die both intestate and without descendants during the term of the trust or at its termination, those original principal beneficiaries who survive him shall become substitute beneficiaries of his interest in equal shares.

IV. ALIENATION BY THE BENEFICIARIESPART B

The interest of each beneficiary shall be held subject to the maximum spendthrift restraints permitted by the Louisiana Law.

Nan-Carter Reese  
NAN CARTER REESE

PART B

Each trust shall terminate upon the attainment of the age of 25 years by the principal beneficiary or the death of Gordon, whichever is last to occur.

VI. POWERS OF THE TRUSTEESPART B

6.1 General Powers. The Trustees shall have all of the powers that may be conferred upon trustees under applicable law. If a question should arise as to whether Trustees have a particular power, this Trust Instrument shall be liberally construed as granting such power. Should future changes in the law expand the powers of trustees, the Trustees shall have those expanded powers.

6.2 Distribution of Income. The Trustee shall distribute to the income beneficiary at least quarterly all of the income of the trust. Notwithstanding any other powers granted to the Trustee, Gordon shall have the power to require the Trustee to invest the assets of the respective Trusts in assets which are reasonably productive of income.

VII. THE OFFICE OF TRUSTEEPART B

7.1 Bond. No Trustee shall be required to furnish bond. No corporate trustee shall be required to furnish any security for the deposits of trust funds in its banking department.

7.2 Liability. All Trustees are relieved from all liability in connection with administration of the trusts, except for liability for breach of the duty of loyalty to a beneficiary or for breach of trust committed in bad faith.

7.3 Compensation. All individual Trustees shall be entitled to receive reasonable compensation for their services. A corporate Trustee shall be entitled to fix its compensation in accordance with its schedule as may be in effect from time to time and may make payments to itself out of trust property.

*Nan Carter Reese*  
 NAN CARTER REESE

7.4 Accounting. Trustees shall render such accountings as are required by law.

7.5 Attorneys; Successors. Trustees shall have the power to designate attorneys, shall have the power to relieve any attorney for the trusts and to designate a successor.

7.6 Resignations. A trustee desiring to resign shall deliver written notice to each beneficiary. Notice of resignation shall be in authentic form and shall bear the effective date of resignation which shall not be less than 30 days after its delivery. Third persons shall be entitled to rely upon the notice of resignation.

7.7 Governing Law. The Trustee shall hold, manage and administer the property of the aforesaid Trust in accordance with the laws of the State of Louisiana.

Nan Carter Reese.  
NAN CARTER REESE

The testatrix has signed this will at the end and on each other separate page, and has declared or signified in our presence that it is her last will and testament, and in the presence of the testatrix and each other we have hereunto subscribed our names on this 21 day of February, 1990.

WITNESSES:

Nan Carter Reese.  
NAN CARTER REESE

Margaret E. Trisolani

Dawn A. Pembro

Charles B. Johnson  
NOTARY PUBLIC



I Nan Carter Reese domiciled  
 in Orleans Parish La. make this  
 codicil to my last will and testament.  
 I hereby revoke my previous charitable  
 request in paragraph 3.3 giving  
 \$20,000 to St George Church in New  
 Orleans, La. I hereby bequest the  
 sum of \$5,000 to said Church if  
 it is functioning at a time at the  
 time of my death.

Saturday May 18<sup>th</sup> 1990  
 Nan Carter Reese

1. 11. 1. 1

BOOK 0041 PAGE 0578

AFFIDAVIT

STATE OF LOUISIANA  
PARISH OF ORLEANS

I, MARGARET E. TROSCLAIR, on oath state:

I am one of the subscribing witnesses to the written instrument dated the 21<sup>ST</sup> day of February, 1990, which purports to be the Last Will and Testament of Nan Carter Reese ("Testatrix")

On February 21, 1990, Testatrix, in my presence declared the instrument to be her Will, signed the instrument in our presence and requested that we attest the execution thereof; whereupon, in the presence of Testatrix and of each other, I signed my respective name as attesting witness. At the time of the execution of the instrument, Testatrix was over the age of eighteen (18) years and appeared to be of sound mind and disposing memory.

This Affidavit is made and signed at the request of Nancy Reese Bush, S. Gordon Reese, Jr., Elizabeth Carter Reese, Elizabeth Bush Irish and Susan Bush Goodman who are seeking to admit the purported Last Will and Testament of Nan Carter Reese Williams to probate.

This 7<sup>th</sup> day of May, 2007.

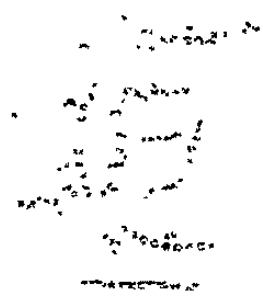
Margaret E. Trosclair

Address: 1485 Greenwood St.  
Slidell, La. 70458  
Telephone No: 985-643-9138

SUBSCRIBED and sworn to before me this 7<sup>th</sup> day of May, 2007.

Charles B. Johnson  
NOTARY PUBLIC  
CHARLES B. JOHNSON  
NOTARIAL # 27340

My Commission Expires.  
For life



AFFIDAVIT

BOOK 0041 PAGE 0579

STATE OF MISSISSIPPI  
COUNTY OF Hinds

I, Joyce B. Hinton, an adult resident individual residing at 5125 Old Canton Road,  
Jackson, MS 39211, do hereby state under oath the following:

1. This Affidavit is being provided to attest to the authenticity of the handwriting of my friend Nan Carter Reese on a Holographic Codicil she prepared to supplement her original will dated February 21, 1990.
2. I am personally familiar with handwriting and signature of my friend, Nan Carter Reese. The Codicil attached hereto as Exhibit "B" dated May 13, 1995, was prepared by Nan Carter Reese, and is in her own handwriting and bears her signature.
3. I am not a beneficiary of her estate
4. I have reviewed the date of the execution of the Codicil, and at the time of such execution Nan Carter Reese appeared to be of sound and disposing mind and memory, and I am not aware of any undue influence or mental incapacity that may have been present on the date of the execution of said Codicil.

FURTHER AFFIANT SAYETH NOT.

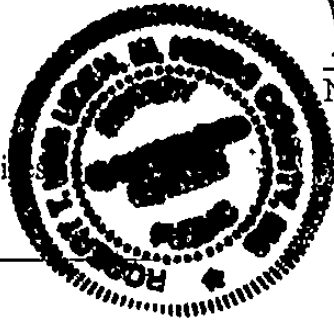
WITNESS MY SIGNATURE this the 8<sup>th</sup> day of May, 2007.

Joyce B. Hinton  
JOYCE B. HINTON

STATE OF MISSISSIPPI  
COUNTY OF Hinds

Personally appeared before me the undersigned authority in and for the aforesaid county and state, the within named Joyce B Hinton, who being by me first duly sworn, upon her oath stated that the information given in the above and foregoing affidavit is true and correct based upon the personal knowledge of the Affiant

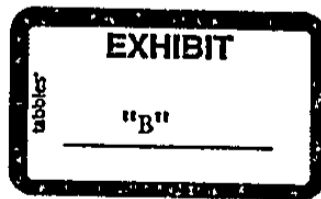
Robert J. Van Uden III  
NOTARY PUBLIC



My commission expires  
5/29/10

I, Nax Carter Reese domiciled  
 in Orleans Parish La. make this  
 codicil to my last will and testament.  
 I hereby revoke my previous charitable  
 request in paragraph 3.3 giving  
 \$20,000 to St George Church in New  
 Orleans, La. I hereby bequest the  
 sum of \$5,000 to said Church if  
 it is functioning and active at the  
 time of my death.

Saturday May 13<sup>th</sup> 1925  
 Nax Carter Reese



STATE OF NORTH CAROLINA  
COUNTY OF MA-CON

I, Edwina Furman Cleaveland, an adult resident individual residing at 539 Foreman Road, Highlands, NC 28741, do hereby state under oath the following:

1. This Affidavit is being provided to attest to the authenticity of the handwriting of my friend Nan Carter Reese on a Holographic Codicil she prepared to supplement her original will dated February 21, 1990.
2. I am personally familiar with handwriting and signature of my friend, Nan Carter Reese. The Codicil attached hereto as Exhibit "B" dated May 13, 1995, was prepared by Nan Carter Reese and is in her own handwriting and bears her signature
3. I am not a beneficiary of her estate.
4. I have reviewed the date of the execution of the Codicil, and at the time of such execution Nan Carter Reese appeared to be of sound and disposing mind and memory, and I am not aware of any undue influence or mental incapacity that may have been present on the date of the execution of said Codicil.

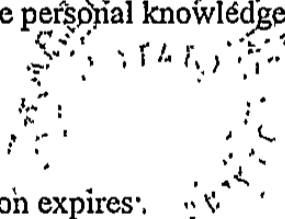
FURTHER AFFIANTS SAYETH NOT.

WITNESS MY SIGNATURE this the 11<sup>th</sup> day of May, 2007.

*Edwina Furman Cleaveland*  
EDWINA FURMAN CLEAVELAND

STATE OF NORTH CAROLINA  
COUNTY OF MA-CON

Personally appeared before me the undersigned authority in and for the aforesaid county and state, the within named Edwina Furman Cleaveland, who being by me first duly sworn, upon her oath stated that the information given in the above and foregoing affidavit is true and correct based upon the personal knowledge of the Affiant



*Karen J. J. [Signature]*  
NOTARY PUBLIC

My commission expires:  
11-21-2011

I, Nan Carter Reese domiciled  
 in Orleans Parish, La. make this  
 codicil to my last will and testament.  
 I hereby revoke my previous charitable  
 request in paragraph 3.3 giving  
 \$20,000 to St. George Church in New  
 Orleans, La. I hereby bequest the  
 sum of \$5,000 to said Church if  
 it is functioning at the time of my death.

Saturday May 18<sup>th</sup> 1925  
 Nan Carter Reese

1. 11. 1



**FILED**  
THIS DATE  
JUN 14 2007  
ARTHUR JOHNSTON, CHANCERY CLERK  
BY [Signature]

**LAST WILL AND TESTAMENT**

2001-520

**OF**

**WAYNE L. NIX**

I, WAYNE L. NIX of Ridgeland, Madison County, Mississippi, being of sound and disposing mind and memory, declare this to be my Last Will and Testament, hereby revoking any and all other Wills and Codicils heretofore made by me, intending hereby to dispose of all my worldly goods.

**ARTICLE I.**

I hereby authorize and direct my Executrix, hereinafter named to pay all of my funeral expenses and expenses of my last illness, if any, and all of my just debts as soon as possible, although I do not intend for the due dates of any indebtedness to be accelerated because of my death

**ARTICLE II.**

After payment of debts and taxes, if any, as hereinabove provided, I give, devise and bequeath my entire estate, whether real, personal or mixed, and of whatsoever kind or character and wheresoever situated, including any lapsed bequests or devises, to my wife, **CAROLYN MOORE NIX.**

**ARTICLE III.**

If my wife, **CAROLYN MOORE NIX**, predeceases me, I give, devise and bequeath my entire estate, whether real, personal or mixed, and to the following people in the following proportions:

- REBECCA NIX TANN - one-sixth interest**
- DIXIE T. LLOYD - one-sixth interest**
- PATTY T. CLARK - one-sixth interest**
- CAROLYN M. CAVER - one-sixth interest**
- HALLIE G. MOORE - one-sixth interest**
- MATTHEW MCDAVID MOORE, JR. - one-twenty-fourth interest**
- JOHN MERCER MOORE - one-twenty-fourth interest**
- MADELINE BERRY MOORE - one-twenty-fourth interest**
- MICAH ANDREW MOORE - one-twenty-fourth interest**

**ARTICLE IV.**

I hereby appoint my wife, **CAROLYN MOORE NIX**, to be Executrix of this, my Last Will

Wayne L. Nix

and Testament, and my estate. In the event that my wife should predecease me, or, for any reason, shall fail to qualify or decline to act as my Executrix, then I hereby appoint SUSAN G. PINKSTON to serve as Successor Executrix of this my Last Will and Testament, and and my estate and all references hereinabove to my "Executrix" shall include and refer to successor Executrix named, and I herein confer upon said successor Executrix all of the rights, powers and duties, discretions and obligations conferred by law upon my original Executrix. My Executrix and my successor Executrix, hereinabove named, shall serve without bond, and to the extent allowed by law, I hereby waive the necessity of preparing or filing any inventory, accounting or formal appraisal of my estate.

ARTICLE V.

I hereby grant unto my Executrix, the continuing, absolute, discretionary power to deal with any property, real or personal, held in my estate, as freely as I might in the handling of my own affairs. Such power may be exercised independently without prior or subsequent approval of any judicial authority, and no person dealing with my Executrix shall be required to inquire into the propriety of any of her actions.

ARTICLE VI.

In the event that my wife, CAROLYN MOORE NIX, and I should die under such circumstances that there is not sufficient evidence to determine the order of our deaths, I hereby declare that I shall be deemed to have survived her; and this Will and all of its provisions shall be construed upon that presumption and my estate shall be administered in all respects, in accordance with such presumption and distributed in accordance with ARTICLE III above.

IN WITNESS WHEREOF, I have affixed my signature to this page and the foregoing page, and the last page of my Last Will and Testament, in the presence of the undersigned witnesses whom I have requested to act as subscribing witnesses hereto on this the 22<sup>d</sup> day of January, 1998.

Wayne L. Nix  
WAYNE L. NIX

Wayne L. Nix



We, each of the subscribing witnesses to the foregoing Last Will and Testament of WAYNE L. NIX, do hereby declare that we have acted as subscribing witnesses hereto at the request of the said WAYNE L. NIX, that he declared this instrument to be his Last Will and Testament to us; that we have affixed our signatures hereto in his presence and in the presence of each other, and that he affixed his signature hereto in the presence of each of us, all on the day and year above written; and that on said occasion, the said WAYNE L. NIX was of sound and disposing mind and memory.

WITNESS OUR SIGNATURES on this, the 22<sup>nd</sup> day of January, 1998

WITNESS:

Jaqueline M. Watkins  
P.O. Box 14  
Jackson, Mississippi 39205

[Signature]  
406 Greenwood Park  
Rosemead MS 39157

STATE OF MISSISSIPPI

COUNTY OF MADISON

Personally appeared before me, the undersigned authority in and for said County and State, within my jurisdiction, the within named WAYNE L. NIX, who acknowledged that he executed the above and foregoing instrument.

Given under my hand and official seal, this the 22nd day of January, 1998.

[Signature]  
NOTARY PUBLIC

MY COMMISSION EXPIRES  
MISSISSIPPI STATEWIDE NOTARY PUBLIC  
MY COMMISSION EXPIRES FEB 25, 2000

Wayne L. Nix

**FILED**  
THIS DATE  
JUN 14 2007  
ARTHUR JOHNSTON, CHANCERY CLERK  
BY Sally Toler

# Affidavit of Subscribing Witnesses

STATE OF MISSISSIPPI  
COUNTY OF MADISON

This date personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named **Jacqueline Watkins** of Ridgeland, Mississippi and **William B. Howell** of Jackson, Mississippi, who after being by me first duly sworn according to law, say on oath:

That they are the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of **Wayne L. Nix**, who was personally known to the affiant, and whose signature is affixed to the Last Will and Testament, dated January 22, 1998.

That **Wayne L. Nix** was then and there of sound and disposing mind and memory, and well above the age of eighteen (18) years.


The above and foregoing instrument, consisting of three pages, was on this 22nd day of January, 1998, subscribed at the end thereof by **Wayne L. Nix**, the above named Testator, and by him signed, made, published and declared to be his Last Will and Testament in the presence of us and each of us, who thereupon, at his request, in his presence, and in the presence of each other have hereunto subscribed our names as witnesses thereto.

Jacqueline M. Watkins  
P.O. Box 14  
Jackson, MS 39205

[Signature]  
P.O. Box 14  
Jackson MS 39205

Judi A. Morris  
NOTARY PUBLIC

My commission expires:  
MISSISSIPPI STATEWIDE NOTARY PUBLIC  
MY COMMISSION EXPIRES JULY 5, 2008  
— BONDED THRU STEGALL NOTARY SERVICE

MADISON COUNTY MS. This instrument was  
filed for record June 14th, 2007.  
Book 41 Page 583  
ARTHUR JOHNSTON, C. C.  
BY: S Toler D.C. 

LAST WILL AND TESTAMENT

BOOK 0041 PAGE 0587

OF  
W.G. McMULLEN Jr.

2007-492

I, W.G. McMullen, an adult resident of the Town of Pickens, Holmes County, Mississippi, being of sound and disposing mind and memory do hereby make, publish and declare this to be my last will and testament revoking all previous wills and codicils.

I

I direct that all of my legal debts and funeral expenses be paid as soon after my death as conveniently can be done, and at the proper time pay all administrative expenses and inheritance taxes.

II

I hereby give, devise and bequeath to my wife, Evelyn L. McMullen, my entire estate, real, personal, or mixed wheresoever situated.

III

In the event my wife shall have predeceased me, I hereby give, devise and bequeath my entire estate, real, personal, or mixed wheresoever situated, to my three children, Pamela M. Burrell, Diane B. Stewart and Mitzi J. McMullen equally, share and share alike, per stirpes.

IV

I hereby nominate, appoint and constitute Evelyn L. McMullen as Executrix of this last will and testament. In the event Evelyn L. McMullen shall be unable or unwilling to serve for any reason, I then nominate, appoint and constitute Pamela M. Burrell as Executrix in place of Evelyn L. McMullen.

My Executrix shall have full and plenary power and authority to do and perform any act deemed by her to be for the best interests of my wife, my estate and the beneficiaries of my estate without limitation and without bond. Said authority shall include, but shall not be limited to, the right to take possession, hold, manage, invest and re-invest corpus and income; to vote any stock by proxy or otherwise; to collect the profits therefrom; to sell, assign, transfer, convey, warrant and pledge; to employ and to pay any attorneys, agents and accountants that may be determined necessary for the best interest of my Estate or any beneficiaries hereunder. I direct that neither my Executrix nor any successor Executrix shall be required to make any bond. Executrix; neither shall either of them be required to make a formal appraisal of estate, provide an inventory or an accounting to be filed with any court.

This is Page One of My Will

**FILED**  
THIS DATE  
JUN 15 2007  
ARTHUR JOHNSTON, CHANCERY CLERK  
BY *[Signature]* D.C.

In the event that my said wife, Evelyn L. McMullen, and I shall die under circumstances that the order of death cannot be determined, it is to be presumed conclusively for the purpose of this Will that I shall be the survivor.

## VI

This Will, as to all of its provisions and the interpretations and construction of its terms shall be governed by the laws of the State of Mississippi.

If any provision is adjudged to be or is for any reason, unenforceable or invalid, the remainder thereof shall be carried into effect.

This, my Will, consists of this and one preceding typewritten page, in the left margin of which I have signed my name for the purpose of proper identification.

IN TESTIMONY WHEREOF, I have signed, published and declared this instrument to be my last Will and Testament, at Pickens, Holmes County, Mississippi, on this the 18 day of ~~August~~<sup>April</sup>, A.D., 1991.

W.G. McMullen Jr.  
W.G. McMULLEN

Thomas H. Vaughan  
WITNESSED

Barbara P. Edwards  
WITNESSED

The foregoing instrument was on the day and date thereof signed, published and declared by W.G. McMullen, the Testator, as and for his Last Will and Testament in the presence of us and each of us, who at his request and at the same time and in his presence and in the presence of each other, have hereunto subscribed our names as attesting witnesses thereto; this clause having been read by us and we do hereby declare that we believe the said W.G. McMullen at the time of the execution and witnessing of the said Will to be of sound mind and memory, and that the same was his free and voluntary act and deed, and we have hereunto subscribed our names as attesting witnesses thereto.

This the 18 day of ~~August~~<sup>APRIL</sup>, A.D., 1991.

## IN THE CHANCERY COURT OF MADISON COUNTY

STATE OF MISSISSIPPI

IN THE MATTER OF THE ESTATE OF  
W.G. McMULLEN, JR., DECEASED

CIVIL ACTION FILE NO. \_\_\_\_\_

PROOF OF WILL

COMES NOW Barbara P. Edwards, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of W.G. McMullen, Jr., deceased, and enters her appearance herein as provided by 91-7-9 of the Mississippi Code of 1972, Annotated, as amended, and makes oath before the undersigned authority that W.G. McMullen, Jr., the above named decedent, signed, published and declared said instrument as his Last Will and Testament on the 18<sup>th</sup> day April, 1991, the day and the date of said instrument, in the presence of this deponent and Thomas H. Vaughan, the other subscribing witness, and that said Testator was then of sound and disposing mind and memory, and more than twenty-one (21) years of age, and having his usual place of abode in Madison County, Mississippi, and that she and Thomas H. Vaughan subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of said Testator and in the presence of the Testator and in the presence of each other on the day of the date of said instrument

  
BARBARA P. EDWARDS

STATE OF MISSISSIPPI

COUNTY OF Madison

Personally appeared before me, the undersigned authority in and for said county and state, the within named BARBARA P. EDWARDS, being first duly sworn by me, states on her oath that

the matters and facts contained and set forth in the above and foregoing Proof of Will are true and correct as therein stated.

Barbara P. Edwards  
BARBARA P. EDWARDS

SWORN TO AND SUBSCRIBED BEFORE ME, this the 7<sup>th</sup> day of MAY, 2007.

[Signature]  
NOTARY PUBLIC

MY COMMISSION EXPIRES:

May 10, 2009  
(SEAL)

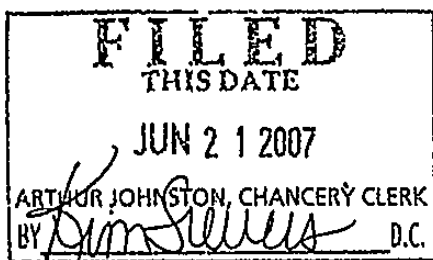
JAMES M. CREWS, III, MSB #9344  
HERRING, LONG & CREWS, P.C.  
P. O. BOX 344  
129 EAST PEACE STREET  
CANTON, MISSISSIPPI 39046  
TELEPHONE: 601-859-2573  
FACSIMILE: 601-859-3955

MADISON COUNTY MS, This instrument was  
filed for record June 15, 2007.

Book 41 Page 587  
ARTHUR, JOHNSTON, C C.

BY: K. Sullivan D.C.



LAST WILL AND TESTAMENT

OF

2007-572

PATRICIA SAIK MIZE

I, PATRICIA SAIK MIZE, 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 other Wills and Codicils heretofore made by me.

## ITEM I.

I do hereby appoint Beatrice R. Katool as Executrix of this my Last Will and Testament. In the event Beatrice R. Katool should not survive me or be unable to serve, I appoint Albert J. Saik as Executor. I do hereby direct that my Executrix or Executor shall not be required to make bond, appraisal, inventory or accounting as such. I hereby expressly give and grant unto my Executrix or Executor all the rights, powers and discretions hereinafter set forth in Item V.

## ITEM II.

A. I give and bequeath my six diamond platinum wedding band and platinum diamond engagement ring to Albert J. Saik to be held for my granddaughter, Sailor Grace Summers, and given to her when she reaches the age of twenty (20) years. In the event of the death of Albert J. Saik, then Debbie Saik shall hold said rings for Sailor Grace Summers until she reaches the above age.

*Patricia Saik Mize*

B. I give and bequeath the remainder of my personal effects, china, crystal, silver, and personal belongings equally to my sons, Steven C. Summers and Donald Sean Summers.

ITEM III.

A. I give and bequeath all of my furniture in storage equally to my sons, and the furniture which belonged to my mother in the front bedroom and my automobile to my son, Steven C. Summers.

B. I give and bequeath the remainder of my household furnishings and furniture located at 111 Bear Creek Court, Canton, Mississippi 39046, to my husband, William B. Mize.

C. I give and devise unto my husband, William B. Mize, all of my interest in the house and lot located at 111 Bear Creek Court, Canton, Mississippi 39046, if he shall survive me, and if he shall not survive me, my interest in said house and lot shall go equally to my sons, Steven C. Summers and Donald Sean Summers.

ITEM IV.

I give, devise and bequeath all the rest and residue of the property comprising my estate, of whatsoever kind or character and wheresoever situated, including my bank accounts, stocks and securities, equally to my sons, Steven C. Summers and Donald Sean Summers. In the event one of my said sons should predecease me, his share shall go to his issue, per stirpes, and in the event one of my said sons shall predecease me and leave no surviving issue,

*William B. Mize*

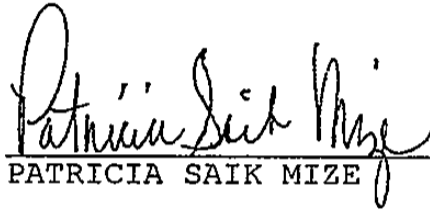


his share shall go to my other son or his issue, per stirpes.

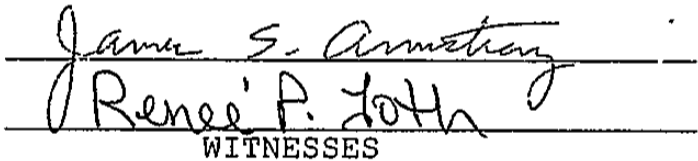
ITEM V.

My Executrix or Executor shall have full power and authority to invest and reinvest the property of my estate in such manner and upon such terms and conditions as my Executrix or Executor may see fit. I give and grant unto my Executrix or Executor all of the powers granted by the "Uniform Trustees' Powers Law", being Sections 91-9-101 through 91-9-119 of the Mississippi Code of 1972 as now enacted or hereafter amended.

IN WITNESS WHEREOF, I have hereunto subscribed my name this  
1 day of March, 2007.

  
 PATRICIA SAIK MIZE

This instrument was, on the day and year shown above, signed, published and declared by PATRICIA SAIK MIZE 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.

  
 WITNESSES

STATE OF MISSISSIPPI  
COUNTY OF MADISON

AFFIDAVIT OF SUBSCRIBING WITNESSES

THIS DAY personally came and appeared before me, the undersigned authority at law in and for said jurisdiction, James S. Armstrong and Renee P. Lott, the two subscribing witnesses to that certain instrument of writing purporting to be the Last Will and Testament of PATRICIA SAIK MIZE, a citizen of the First Judicial District of Hinds County, Mississippi, each of whom having been first duly sworn, each makes oath that the said PATRICIA SAIK MIZE signed, published and declared the original of said instrument as her Last Will and Testament on the 1<sup>st</sup> day of March, 2007, the day and date of said instrument, in the presence of said two affiants, all of whom were the subscribing witnesses to said instrument; that said Testatrix was then of sound and disposing mind and memory and above the age of twenty-one years; and each of the said two subscribing witnesses subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of the said Testatrix and in the presence of each other.

Witness: James S. Armstrong  
Address: 1109 Pinehurst Dr  
Jackson, MS 39202

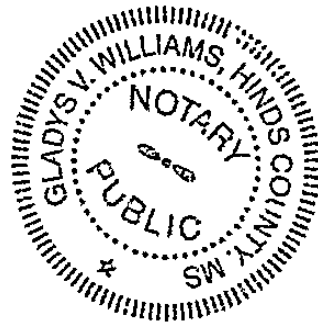
Witness: Renee P. Lott  
Address: 371 Pinewood Lane  
Ridgeland, MS 39157

SWORN to and subscribed before me, this the 1<sup>st</sup> day of March, 2007.

Gladys V. Williams  
NOTARY PUBLIC

My Commission Expires:  
5-5-07

MADISON COUNTY MS. This instrument was  
filed for record June 21, 2007  
Book 41 Page 591  
ARTHUR JOHNSTON, C. C.  
BY K. Siewers D.C.



LAST WILL AND TESTAMENT

2007-591

OF

CLAUDINE GRIFFIN

STATE OF MISSISSIPPI

COUNTY OF MADISON

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

ITEM I

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

ITEM II

I give, devise and bequeath unto my children, STELLA LOUISE GRIFFIN, HELEN DEAN HAWKINS and LARRY GRIFFIN as tenants in common, my house and lot located in the City of Canton, Madison County, Mississippi, together with all furniture and fixtures located therein.

Claudine Griffin  
CLAUDINE GRIFFIN

**FILED**  
THIS DATE  
JUN 29 2007  
ARTHUR JOHNSTON, CHANCERY CLERK  
BY [Signature] D.C.

JHW  
AKS

ITEM III

I give, devise and bequeath unto my children, WILLIE D. GRIFFIN, CURTIS LAMAR GRIFFIN, PERCY LEE GRIFFIN and ROBERT LEE GRIFFIN, all real property which I own in Leake County, Mississippi, as tenants in common.

ITEM IV

All the rest, residue and remainder of my property, real, personal and mixed, of whatsoever kind and nature and wheresoever situated, including lapsed legacies and bequests, of which I shall die seized and possessed or to which I shall have any power of appointment, I do hereby give, devise and bequeath unto STELLA LOUISE GRIFFIN, HELEN DEAN HAWKINS, LARRY GRIFFIN, WILLIE D. GRIFFIN, CURTIS LAMAR GRIFFIN, PERCY LEE GRIFFIN and ROBERT LEE GRIFFIN, in equal shares, share and share alike.

ITEM V

I hereby appoint, nominate and constitute my son, LARRY GRIFFIN, as Executor of this my Last Will and Testament; and in the event that he shall predecease me, or be unable or unwilling to serve as Executor, then and in that event only, I appoint HELEN DEAN HAWKINS, to serve as Executrix of this my Last Will and Testament, and hereby grant unto her the same powers and authority as set forth for my Executor. My Executor shall have full and plenary power and authority to do and perform any act deemed by him to be for the best interest of my estate, without any limitations whatsoever, and without surety bond, and said authority shall include, but shall not be limited to the right to take possession, hold, manage, invest and reinvest the same,

Claudine Griffin  
CLAUDINE GRIFFIN

JNH  
ALS

and to collect the income, dividends, rents, interests and profits therefrom, and to employ and to pay any attorneys, agents or accountants that he may deem necessary and for the best interest of my estate and to pay unto himself a just and reasonable compensation as Executor.

The foregoing Will consists of Three Pages, at the bottom of each of which I have signed my name.

MY WITNESS WHEREOF, I have hereunto set my hand to this my Last Will and Testament, on this the 2 day of December, 1982.

Claudine Griffin  
CLAUDINE GRIFFIN

STATE OF MISSISSIPPI  
COUNTY OF MADISON

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

James W. [Signature]  
ADDRESS: Canton,  
Mississippi  
Ann L. Scott  
ADDRESS: Ridgeland  
Mississippi



PROOF OF WILL

COMES NOW Ann Scott Hutzell, one and the same person as Ann L. Scott, one of the subscribing witnesses to the instrument filed herein for probate and purporting to be the Last Will and Testament of CLAUDINE GRIFFIN, and enters her appearance herein as provided by Section 91-7-7, Miss Code Ann (1972), as amended, and makes oath before the undersigned authority that CLAUDINE GRIFFIN, the above named decedent, signed, published and declared said instrument to be her Last Will and Testament on the 2<sup>nd</sup> day of December, 1982, the day of the date of said instrument, in the presence of this deponent and James H. Herring, the other subscribing witness, and that said Testatrix was then of sound and disposing mind and memory, more than twenty-one years of age, and having her usual place of abode in Madison County, Mississippi, and that she and James H. Herring subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of said Testatrix and in the presence of said Testatrix and in the presence of each other, on the day of the date of said instrument.

*Ann Scott Hutzell*  
ANN SCOTT HUTZEL, ONE AND THE  
SAME PERSON AS ANN L. SCOTT

ADDRESS: P. O. Box 144  
Madison, MS 39130

STATE OF MISSISSIPPI

COUNTY OF MADISON

SWORN TO AND SUBSCRIBED BEFORE ME on this the 8 day of June, 2007.

*Jacqueline Epperson Jones*  
NOTARY PUBLIC



MY COMMISSION EXPIRES:  
June 5, 2009  
(SEAL)

MADISON COUNTY MS This instrument was  
filed for record June 29, 2007.  
Book 41 Page 598  
ARTHUR JOHNSTON, C. C.  
BY. [Signature] D.C.

