

Last Will and Testament

OF

2007-748

JANE MARGARET WETZEL

I, the undersigned Jane Margaret Wetzel of the City of Madison, Madison County, Mississippi, being over the age of twenty-one (21) years and of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all wills and codicils heretofore made by me.

ARTICLE I.

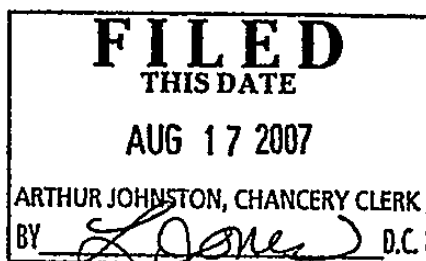
I direct that all of my debts, all expenses of my last illness, all funeral and burial expenses (including the cost of a suitable monument at my grave), and the cost of the administration of my estate be paid as soon as practicable after my death. It is my intention, however, that nothing in this Article of my Will should be construed as creating an express trust or fund for the payment of debts and expenses which would, in any manner, extend the normal statute of limitations for the payment of my debts or enlarge upon my statutory duty to pay debts

ARTICLE II.

I direct that all estate and inheritance taxes and other taxes in the general nature thereof, together with any interest or penalty thereon, which shall become payable upon or by reason of my death, with respect to any property passing by or under the terms of this Will or any codicil to it hereafter executed by me, or with respect to the proceeds of any policy or policies of insurance on my life or with respect to any other property, including property over which I have a taxable power of appointment, included in my gross estate, shall be paid out of the principal of my residual estate

ARTICLE III.

1 I hereby give and bequeath to Deborah Wetzel, my daughter-in-law, the sum of one hundred thousand dollars (\$100,000.00) in cash.



Jane Margaret Wetzel
Jane Margaret Wetzel

Last Will and Testament of Jane Margaret Wetzel

2. I hereby give and bequeath to Peter J. McGloin of 3119 West Shangrila Road, Phoenix, Arizona, 85029, the sum of twenty-five thousand dollars (\$25,000.00) in cash

3. I hereby give and bequeath to Dorothy and Mary Kirk, who live at 7978 - 78th Avenue, Glendale, New York, 11385, the sum of five thousand dollars (\$5,000.00) each

4. I hereby give and bequeath the sum of forty thousand dollars (\$40,000.00) to Rensselaer Polytechnic Institute, and I hereby give and bequeath the sum of sixty thousand dollars (\$60,000.00) to Albany Medical School My husband and I have already established The William J. Wetzel, M. D. Scholarship Fund through an Endowment Agreement dated April 30, 1998, with Rensselaer Polytechnic Institute and a foundation Gift Agreement with Albany Medical School dated April 30, 1998. These bequests are to be used as described in each of these Agreements

5. I hereby give and bequeath to the Sisters of Charity BVM, whose address is 1100 Carmel Drive, Post Office Box 858, Dubuque, Iowa, 52004-0858, the cash sum of ten thousand dollars (\$10,000.00).

6. I hereby give and bequeath to St. Francis of Assisi Church at 4000 Tidewater Lane, Madison, Mississippi, 39110, the cash sum of twenty-five thousand dollars (\$25,000.00).

7. I hereby give and bequeath to Mississippi Animal Rescue League, whose address is 4395 South Drive, Jackson, Mississippi, 39209, the cash sum of Five Thousand Dollars (\$5,000.00).

8. I hereby give and bequeath to Deborah Wetzel, everything that is located in my residence at the time of my death, including all jewelry and other personal property. If she does not desire such personal property, then she shall offer such property to Peter J. McGloin and if he does not want such property then she may sell such assets and the proceeds from such sale shall become part of my residuary estate.

ARTICLE IV.

I hereby give, devise and bequeath all the rest and residue of my property as such shall exists after my Executrix shall carry out my directions and my specific devises and bequests as described in Article III hereof, to the William Joseph Wetzel Irrevocable Trust for Joseph Andrew Wetzel, II,

Jane Margaret Wetzel
Jane Margaret Wetzel

and William Jacob Wetzel, of December 4, 1987, Deposit Guaranty National Bank as Trustee, with such devises and bequests to be held in trust as described in such Trust instrument.

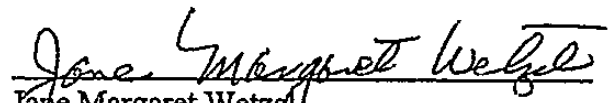
If this Trust shall be terminated prior to my death, then in that event, I give, devise and bequeath my residuary estate to Joseph Andrew Wetzel, II, and William Jacob Wetzel, my two grandsons, in equal shares to be theirs absolutely. These devises and bequests shall be divided with such equality and appropriateness as my Executrix, in her sole discretion, shall determine.

ARTICLE V.

I hereby grant to 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 the Executrix shall be required to inquire into the propriety of any of her actions. I expressly confer upon my Executrix the specific powers set forth in the Mississippi Code Annotated Sections 91-9-101 through 91-9-119 (1972) as now enacted or as hereafter amended.

ARTICLE VI.

I hereby appoint Deborah Wetzel to be the Executrix of this my Last Will and Testament, to serve without bond, or if bond is required by law, to serve without security on any bond required by law and without any accountings or inventory to any court, and to have the powers and discretions provided in this Article VI and any others that may be granted by law, all to be exercised without court order. If Deborah Wetzel shall predecease me or for any reason shall fail to qualify as Executrix hereunder (or having qualified shall die or resign) then, in such event, Peter J. McGloin of 3119 West Shangrila Road, Phoenix, Arizona, 85029, shall act as Alternate Executor of my estate; and in such capacity shall possess and exercise all powers and authority herein conferred on my Executrix. I vest my Executrix with full power and authority to sell, transfer and convey any property, real or personal, which I may own at the time of my death at such time and price and upon such terms and conditions (including credit) as she may determine and to do every other act and


Jane Margaret Wetzel

Last Will and Testament of Jane Margaret Wetzel

thing necessary or appropriate for the complete administration of my estate. Further, I hereby waive the necessity of any appraisal being made in connection with my estate.

TESTIMONIUM

IN WITNESS WHEREOF, I sign, publish and declare this instrument to be my Last Will and Testament this 4th day of February, 1999, at Jackson Mississippi.

Jane Margaret Wetzel
JANE MARGARET WETZEL

ATTESTATION

The foregoing instrument, consisting of this and three (3) preceding printed pages, was signed, published and declared by Jane Margaret Wetzel, the testatrix, to be her Last Will and Testament in our presence, and we at her request, and in her presence and in the presence of each other have hereunto subscribed our names as witnesses, this 4th day of February, 1999, at Jackson, Mississippi.

WITNESSES:

J. Russell Brown

Rebecca H. Smith

RESIDING AT:

66 Tenney Drive
Bremen MS 39042

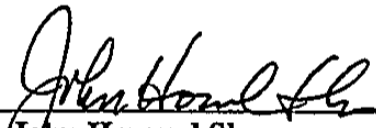
312 EAST NORTHSIDE DRIVE
JACKSON, MS 39206

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 February 4, 1999, purporting to be the Last Will and Testament of Jane Margaret Wetzel of the City of Madison, Madison County, Mississippi, who, having been by me first duly sworn, did state on oath that Jane Margaret Wetzel, on the 4th day of February, 1999, in his presence and in the presence of Robin H. Smith, the other subscribing witness to said instrument, did sign, publish, subscribe and declare said instrument as her Last Will and Testament; and that he has examined the original of the Last Will and Testament of Jane Margaret Wetzel and that it is in fact the original Will. John Howard Shows did further state on oath that at the time Jane Margaret Wetzel subscribed her Will on February 4, 1999, 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 witnesses thereof, Robin H. Smith, subscribed and attested said instrument as witnesses to the signature, subscription and publication thereof at the special instance and request of Jane Margaret Wetzel, in her presence and in the presence of each other.



 John Howard Shows

Sworn to and subscribed before me, this the 9th day of August, 2007.



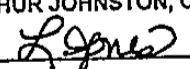

 NOTARY PUBLIC

My Commission Expires: 2-11-11



MADISON COUNTY MS This instrument was filed for record Aug. 17, 2007.

ah Executrix Estate of Jane Wetzel/Affidavit of Witness John Shows revised.wpd

Book 41 Page 704
 ARTHUR JOHNSTON, C. C.
 BY:  DC 

LAST WILL AND TESTAMENT
OF
H.B. HARALSON

FILED
THIS DATE
AUG 22 2007
ARTHUR JOHNSTON, CHANCERY CLERK
BY *L. Jones* D.C.

KNOW BY ALL MEN BY THESE PRESENTS: That I, H.B. Haralson of 410

McMurphy Street, Canton, Mississippi, being of sound mind and disposing memory and above the age of twenty-one (21) years, do hereby make, publish, and declare this to be my Living Will and Testament hereby revoking all other wills and codicils heretofore made:

I.

The following are my children and step-children at the time this will is made: Adrian Baggett, Dana Marie Haralson, Diane Marie Harlson, Teresa James White, Michael James, and Robert James.

II.

I appoint Teresa James White, who presently resides at 311 E. Dinkin Street, Canton, Mississippi 39046 to be the Executrix of my Estate under this Will. In the event she is unable to serve, I appoint Raymond L. White who presently resides at 311 E. Dinkin Street, Canton, Mississippi 39046 as Executor of my Estate under this Will.

III.

All rights, powers, duties, and discretions granted to or imposed upon the

Executrix shall be exercisable by and imposed upon the successor Executor. I direct that the Executrix shall not be required to make any bond. To the extent permissible by law, I waive the requirement that my Executrix, be required to provide inventory, or file any accounting for my estate with any court. However, I am requesting that my property be formally appraised.

IV.

It is my request and desire that the expense of my funeral be paid in full from the proceeds of my life insurance by the Executrix as soon after my death as maybe found practical and convenient.

V.

As to the following personal property being household furnishings, I bequeath to Teresa White. As to my Cadillac Seville (green), I bequeath to Ms. Olivia Price at 526 Harvey Watkins Drive.

VI.

As to my checking account with Conseco Benefits Now and all other checking accounts and savings account that I may own, I bequeath to Teresa James White.

VII.

In regards to my realty, I hereby devise my residence, 410 McMurphy Street, Canton, Mississippi to all six (6) children referred to in Paragraph I.

I direct that, from the remaining assets of my estate, that an administration fee be awarded to the Executrix (or Executor) in an amount to be determined by the Court.

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 13 day of April, 2006.

H.B. Haralson
H.B. HARALSON

Lena R. Hopper
WITNESS

Janis Knott
WITNESS

ATTESTATION

The Last Will and Testament of H.B. Haralson, on the day and year shown above signed, published, and declared to be his Last Will and Testament in our presence, and we, at his request, subscribed our names thereunto as witnesses in his presence and in the presence of each other.

This the 13 day of April, 2006.

WITNESS: Vina L. Hooper

ADDRESS: 2315 McFadden 605
Jackson, MS 39204

TELEPHONE: 601-372-3145

WITNESS: Trine Knott

ADDRESS: 425 S. State
Jackson, MS 39201

TELEPHONE: 601-355-2000

MADISON COUNTY MS This instrument was
filed for record Aug 22, 2007.
Book 41 Page 709
ARTHUR JOHNSTON, C. C.
BY: [Signature] D.C.



2007-769

FILED
THIS DATE
AUG 23 2007
ARTHUR JOHNSTON, CHANCERY CLERK
BY *[Signature]* D.C.

LAST WILL
OF
MILDRED H. TERRELL

JOHN B DONGIEUX, ESQ
933 South College Street
Brandon, Mississippi 39042

LAST WILL AND TESTAMANT
OF
MILDRED H. TERRELL

Introductory Clause. I, MILDRED H. TERRELL, a United States citizen and a resident of and domiciled in the City of Ridgeland, County of Madison and State of Mississippi, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all Wills and Codicils at any time heretofore made by me.

ITEM I.

Direction to Pay Debts. I direct that all my legally enforceable debts, secured and unsecured, be paid as soon as practicable after my death; provided, however, that my Executor shall specifically be authorized to pay any debt of my estate which does not exceed \$300 without the necessity of probating said debt. I further direct that all of my funeral expenses (including the cost of a suitable monument at my grave), expenses of my last illness, any unpaid charitable pledges (regardless of whether said pledges may be enforceable obligations of my estate), and the costs of administration of my estate be paid as soon as practicable after my death, provided, however, my Executor shall not be required to pay any obligation in advance of its maturity. My Executor, in my Executor's sole discretion, may pay from my domiciliary estate all or any portion of the costs of ancillary administration and similar proceedings in other jurisdictions. If at the time of my death any of the real property herein devised is subject to any mortgage, I direct that the devisee taking such mortgaged property shall take it subject to such mortgage and that the devisee shall not be entitled to have the obligation secured thereby paid out of my general estate. It is my intention, however, that nothing in this Item of my Will should be construed as creating an express trust or fund for the payment of debts and expenses which would in any way extend the normal statute of limitations for the payment of my debts or enlarge upon my statutory duty to pay debts.

ITEM II

Specific Bequests To the individuals listed below I give and bequeath the following:

- (a) To Harry Clay Terrell, ^{SR. Secretary} my secretary desk.
- (b) To Anna Terrell Tumlinson, my bedroom dresser.
- (c) To Kathy Chandler Warren, my mine cut Solitaire Diamond ring.

If any of the individuals named in this Item predecease me, then such bequest(s) shall lapse and become a part of my residuary estate

MHT M H. T.

ITEM III

Bequest of Residue. I give, devise and bequeath all of the rest, residue and remainder of my property of every kind and description (including lapsed legacies and devises, but excluding any property over which I may have a power of appointment, it not being my intention hereby to exercise any power of appointment I may have) wherever situate and whether acquired before or after the execution of this Will, to my cousin, Leonard Hussey, or his issue, per stirpes

ITEM IV.

Naming the Executor, Executor Succession, Fees and Other Matters The provisions for naming the Executor, Successors, Fees and other matters are set forth below

A. Naming an Executor and Successors I hereby nominate, constitute, and appoint as Co-Executors of this my Last Will and Testament, my cousin, LEONARD HUSSEY and his daughter, LINDA HARPER. Should either of my Co-Executors become unable or unwilling to serve, then the other Co-Executor shall serve as sole Executor.

B. Waiver of Bond, Appraisal, Inventory and Accounting I direct that neither my Executor nor any successor Executor shall be required to make any bond as such. To the extent permissible by law, I waive the requirement that my Executor or any successor Executor be required to make a formal appraisal, provide an inventory or file an accounting for my estate or any trust created hereunder with any court.

C. Third Parties Not Obligated to See to Application of Property Delivered to Fiduciary No person dealing with my Executor shall be obligated to see to the application of any moneys, securities, or other property paid or delivered to my Executor, or to inquire into the expediency or propriety of any transaction or the authority of my Executor to enter into and consummate the transaction upon such terms as my Executor may deem advisable

D. Fee Schedule for Executor My Executor shall receive reasonable compensation for his services and shall be reimbursed for reasonable expenses. Compensation shall be paid regularly and shall be shown on my Executor's annual account. Such compensation and reimbursement may be paid without court approval.

E. Definition of Executor. Whenever the word "Executor" or any modifying or substituted pronoun therefor is used in this my Will, such words and respective pronouns shall include both the singular and the plural, the masculine, feminine and neuter gender thereof, and shall apply equally to the Executor named herein and to any successor or substitute Executor acting hereunder, and such successor or substitute Executor shall possess all the rights, powers and duties, authority and responsibility conferred upon the Executor originally named herein

Powers for Executor. By way of illustration and not of limitation and in addition to any inherent, implied or statutory powers granted to Executors generally, my Executor is specifically authorized and empowered with respect to any property, real or personal, at any time held under any provision of this my Will to exercise all the powers in the management of my Estate which any individual could exercise in the management of similar property owned in his or her own right, upon such terms and conditions as to my Executor may seem best, and to execute and deliver any and all instruments and to do all acts which my Executor may deem proper or necessary to carry out the purposes of this my Will, without being limited in any way by the specific grants of power made, and without the necessity of a court order. Without in any way limiting the generality of the foregoing, my Executor shall have the following powers.

A. Executor's Right to Disclaim. My Executor shall have the power to disclaim any part or all of my interest in any property which is or has been devised or bequeathed to me, whether outright or in trust, provided such disclaimer is made within the time period required for the disclaimer to qualify under Section 2518 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future law.

B. Executor to Satisfy Bequests in Cash or in Kind and to Determine Dates of Distribution. My Executor may make distributions or divisions in cash or in kind or partly in each without regard to the income tax basis of such asset. For such purposes, any asset distributed in kind shall be valued at its value as of the date or dates of distribution. In general, my Executor may My Executor may pay or deliver part or all of the property bequeathed or devised herein as soon as it is convenient to do so without jeopardizing the ability of my estate to satisfy its taxes and obligations. In any event, the date or dates of distribution shall be determined in the discretion of my Executor.

C. Right to Employ Agents. My Executor may employ and compensate from estate assets any attorneys, accountants, custodians or other agents necessary to the administration of my estate.

D. Executor to Have All Powers Conferred by Law. My Executor shall have the power to exercise all powers conferred by law upon trustees by the Uniform Trustees' Powers Law of Mississippi and all powers conferred by law upon executors and all powers granted herein without prior authority from any Court; however, my Executor may seek Court authority if doing so is in the best interest of my Executor, my estate or my beneficiaries

ITEM VI

Facility of Payment Clause. Whenever my Executor determines it appropriate to pay any money for the benefit of a beneficiary who shall then be under a disability of any kind, including minority, then the amounts shall be paid out by my Executor in such of the following ways as my Executor deems best. (1) directly to the beneficiary, (2) to the legally appointed guardian of the beneficiary, (3) to a custodian under the Uniform Gifts to Minors Act or the Uniform Transfers to Minors Act of either the state in which the donee or the custodian resides; (4) by additions to existing trusts, (5) to some relative or friend for the health, education, support and maintenance of the beneficiary; (6) by my Executor using such amounts directly for the beneficiary's health, education, support and maintenance.

Testimonium Clause IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 18 day of October, 2002.

Mildred H. Terrell

MILDRED H TERRELL

Attestation Clause The foregoing Will, consisting of this and the preceding three (3) pages bearing on the margin the initials of the Testatrix, was this 18 day of OCTOBER, 2002, signed, sealed, published and declared by the Testatrix as and for her Last Will and Testament in our presence, and we, at her request and in her presence, and in the presence of each other, have hereunto subscribed our names as witnesses on the above date.

Marilyn R. Brown

residing at. 410 Orchard Park, #109
Ridgely, Ms. 39157

John C. Brown

residing at: 410 Orchard Park - #109
Ridgely, MS. 39157

SELF-PROVING AFFIDAVIT

STATE OF MISSISSIPPI

COUNTY OF MADISON

We, MILDRED H. TERRELL, and MARILYN R. BROWN and TOM C. BROWN, the Testatrix and the witnesses, respectively, whose names are signed to the attached or foregoing instrument, being first duly sworn, do hereby declare to the undersigned authority that the Testatrix signed and executed the instrument as her Last Will and that she had signed willingly (or willingly directed another to sign for her), and that she executed it as her free and voluntary act for the purposes therein expressed, and that each of the witnesses, in the presence and hearing of the Testatrix, and in the presence of each other, signed the Will as witness and to the best of our knowledge the Testatrix was at that time eighteen years of age or older, of sound mind, and under no constraint or undue influence.

Mildred H. Terrell
MILDRED H. TERRELL

Marilyn R. Brown
Witness

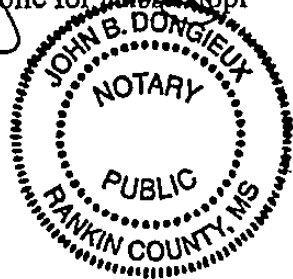
residing at: 410 Orchard Park # 109
Ridgeland MS 39157

Tom C. Brown
Witness

residing at 410 ORCHARD PARK # 109
Ridgeland, MS 39157

Subscribed, sworn to, and acknowledged before me by MILDRED H. TERRELL, the Testatrix and subscribed and sworn to before me by MARILYN R. BROWN and TOM C. BROWN, witnesses, this 18th day of OCTOBER, 2002.

John B. Dongieux
Notary Public for Mississippi



My Commission Expires _____

Notary Public State of Mississippi At Large
My Commission Expires October 4, 2006
Bonded Thru Helden, Brooks & Garland, Inc.

FIRST CODICIL TO THE LAST WILL AND TESTAMENT

OF

MILDRED H. TERRELL

JOHN B. DONGIEUX, ESQ.
105 North College Street
Brandon, MS 39042
Telephone: (601) 825-8696

LAST WILL AND TESTAMENT

OF

MILDRED H. TERRELL

Introductory Clause I, MILDRED H. TERRELL, do hereby make, publish and declare this to be the First Codicil to my Last Will and Testament dated October 18, 2002.

Amendment of an Item. I do hereby amend Item II. of my Last Will and Testament dated October 18, 2002, so as to give and bequeath my secretary desk to Harry Clay Terrell, IV, in lieu Harry Clay Terrell, Sr., who has departed this life

Republication of Will as Amended. I hereby republish and reaffirm my Last Will and Testament as herein modified, amended and supplemented by this First Codicil as if such Will were set out here in full and do incorporate it by this reference thereto, and do hereby republish and declare my Last Will and Testament as amended, modified and supplemented as my Last Will and Testament

Testimonium Clause. IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this ^{29th} day of SEPTEMBER, 2006.

Mildred H. Terrell

MILDRED H. TERRELL

Attestation Clause. The foregoing Codicil, consisting of this and the preceding page, was signed, sealed, published and declared by MILDRED H TERRELL as and for the First Codicil to her Last Will and Testament and she did also republish and reaffirm her Last Will and Testament as by this First Codicil amended as and for her Last Will and Testament in our presence, and we, at her request and in her presence, and in the presence of each other, have hereunto subscribed our names as witnesses on the above date.

Van McRae of 410 Orchard Park, Apt B4
(address) Aridgeland, MS, 39057

Jo Ann Owens of 6416 Brock Circle, HB. Brandon Miss
(address) 3904

STATE OF MISSISSIPPI
COUNTY OF MADISON

We, MILDRED H TERRELL, and VAN McRAE and JO ANN OWENS, the Testatrix and the witnesses, respectively, whose names are signed to the attached or foregoing instrument, being first duly sworn, do hereby declare to the undersigned authority that the Testatrix signed and executed the instrument as a codicil to her Last Will and that she had signed willingly (or willingly directed another to sign for her), and that she executed it as her free and voluntary act for the purposes therein expressed, and that each of the witnesses, in the presence and hearing of the Testatrix, and in the presence of each other, signed the codicil as witness and to the best of our knowledge the Testatrix was at that time eighteen years of age or older, of sound mind, and under no constraint or undue influence.

Mildred H Terrell

MILDRED H. TERRELL

Van McRae
Witness

Residing at 410 ORCHARD PARK, APT 134
RIDGELAND, MS 39157

Jo Ann Owens
Witness

Residing at 6416 BROCK CIRCLE #B
BRANDON, MS 39072

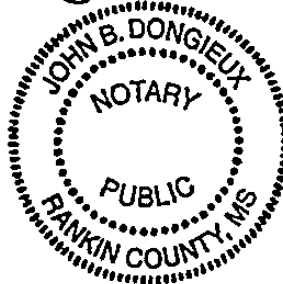
Subscribed, sworn to, and acknowledged before me by MILDRED H. TERRELL, the Testatrix and subscribed and sworn to before me by VAN McRAE and JO ANN OWENS, witnesses, this 21st day of SEPT., 2006.

John B. Dongieux (Seal)
Notary Public for Mississippi

My Commission Expires:

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Notary Public State of Mississippi At Large
My Commission Expires October 4, 2006
Bonded Thru Heiden, Brooks & Garland, Inc.



MADISON COUNTY MS This instrument was
filed for record August 23, 2007.

Book 41 Page 713
ARTHUR JOHNSTON, C. C.
BY R. Siewers D.C.



LAST WILL AND TESTAMENT

2007-628

FILED
THIS DATE
AUG 27 2007
ARTHUR JOHNSTON, CHANCERY CLERK
BY *R. Sellers* D.C.

of

ROBERT LYNNE MACK, III

I, Robert Lynne Mack, III, an adult resident of Madison, Madison County, Mississippi, make this my Will and revoke all prior Wills and Codicils.

ITEM I.

My wife's name is Laura Fowler Mack, and she is herein referred to as my wife I have three (3) children now living, as follows.

Robert Lynne Mack, IV, born November 14, 1994,

Austin Lee Mack, born August 22, 1997, and

Sarah Kathryn Mack, born March 6, 1999

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

FOR IDENTIFICATION:

RLM

ITEM II.

I appoint Laura Fowler Mack as Executor of my estate under this Will. In the event my Executor is or becomes unable or unwilling to serve, I appoint Sonya Brothers to serve as successor Executor.

ITEM III.

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

ITEM IV.

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

FOR IDENTIFICATION:

LM

PAGE 2 OF 22 PAGES

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

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

ITEM V.

To my wife, Laura Fowler Mack, if she survives me, I give, devise and bequeath to her outright my entire estate, real and personal, of whatsoever kind or character and wheresoever situated.

ITEM VI.

If I am not survived by my wife, I give, devise and bequeath to Sonya Brothers, 403 Stalcup Street, Columbia, Missouri, as Trustee under the terms set forth in this Will, my entire estate, real and personal, of whatsoever kind or character and wheresoever situated. In the event Sonya Brothers is or becomes unable or unwilling to serve, I appoint Rose Blakely to serve as successor Trustee. This trust shall be for the benefit of my children Robert Lynne Mack, IV, Austin Lee Mack, Sarah Kathryn Mack and my grandchildren.

The Trustee shall divide this trust into two separate shares hereafter designated as the "Mack Family Exempt Trust" and the "Mack Family Non-Exempt GST Trust". The Mack

FOR IDENTIFICATION:

 JL


PAGE 3 OF 22 PAGES

Family Exempt Trust shall be a fraction of the assets constituting this trust (undiminished by estate, inheritance, succession, death or similar taxes), the numerator of which shall be an amount equal to my available generation skipping transfer exemption as hereinafter defined and the denominator shall be an amount equal to the value of this trust. For purposes of establishing such fraction the values used in finally determining the federal estate tax on my estate shall control. I recognize that the numerator of such fraction may be zero in which case no property shall be distributed under this paragraph to the Mack Family Exempt Trust. I also recognize that the numerator of the fraction may be equal to or greater than the denominator in which case the entire amount herein shall be distributed to the Mack Family Exempt Trust. The Mack Family Non-Exempt GST Trust shall be the balance of the assets in this trust after funding the Mack Family Exempt Trust. Each separate share shall be administered as a separate trust in accordance with the provisions set forth herein.

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

A. The Trustee shall pay to and among my children and my grandchildren (but not necessarily in equal shares) as much of the net income as the Trustee, in the Trustee's discretion, deems advisable for the education, support, maintenance, and health, including any hospital or other institutional care, of these beneficiaries, and for the maintenance of their accustomed standard of living. These distributions shall be made in proportions and

FOR IDENTIFICATION:




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

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

The Trustee shall hold any personal effects, jewelry, and other items, particularly household contents, antiques, silver, and the like and shall distribute them in substantially equal shares to my children. Each child shall take his or her share when he or she attains twenty-one (21) years of age, or earlier in the discretion of the Trustee if that child is capable of handling his or her property. The Trustee may permit such items to remain in the residence in which the minor resides or in such other storage facility as the Trustee deems appropriate for such items. The Trustee shall have the authority to give the Executor or other personal representative of the estate of a decedent a receipt for such objects on behalf of such minor.

C. When my oldest living child attains the age of thirty (30) years, the Trustee shall divide this trust into separate trusts. There shall be a separate trust for each of my then

FOR IDENTIFICATION:




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living children and his or her children (being my grandchildren by that child) and one trust for the then living children, collectively, of each deceased child of mine (being my grandchildren by that deceased child). These trusts shall be equal in amounts. The Trustee shall hold, administer and distribute the funds of each trust under the following provisions.

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

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

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3. As and when each of my children attains the age of thirty (30) years, the Trustee shall distribute to that child one-third (1/3) of that child's trust estate at that date. As and when each of my children attains the age of thirty-five (35) years, the Trustee shall distribute to that child one-half (1/2) of that child's trust estate at that date. Thereafter when each of my children attains age forty (40) years, the Trustee shall distribute to such child the remainder of that child's trust estate. If at the time of my death, any child of mine has attained the age required herein for distribution of part or all of the principal of his or her trust, such part or all of that principal shall be distributed to that child at that time.

The assets of a trust for the children of a deceased child of mine (being my grandchildren by that deceased child) shall be distributed, in equal shares, to the children of such deceased child when the youngest living child of such deceased child of mine attains the age of twenty-one (21) years, except that the then living descendants of a deceased grandchild of mine shall take, per stirpes, the share the grandchild would have taken if living.

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

FOR IDENTIFICATION:




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grandchildren by that deceased child). Income and principal shall be distributed among such surviving grandchildren as the Trustee determines in accordance with the directions and standards previously set forth in subparagraphs 1 and 2 of this Paragraph C. The trust estate for the children of a deceased child of mine (being my grandchildren by that deceased child) shall be distributed, in equal shares, to the children of such deceased child when the youngest living child of such deceased child attains the age of twenty-one (21) years, except that the then living descendants of a deceased grandchild of mine shall take, per stirpes, the share the grandchild would have taken if living. If at the death of a child of mine, he or she leaves no surviving descendants, that deceased child's trust estate shall be paid over and added, in equal shares, to the trusts created for my other child or children and their descendants to be held, administered and distributed in accordance with the provisions of such trusts or shall be distributed outright to a beneficiary who had previously reached the age to have received a distribution of his or her trust estate

D. Notwithstanding any provision herein to the contrary, the Trustee shall retain in trust for the benefit of any beneficiary, any distribution otherwise required to be made to such beneficiary, if in the Trustee's sole discretion such beneficiary is, at the time the distribution would otherwise be required, involved in a lawsuit, addicted

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

E. In the event all of the persons and classes designated as beneficiaries of this trust die prior to the distribution of all trust assets, the trust assets shall be distributed to Sonya Brothers

FOR IDENTIFICATION:




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

G. If at any time, in following the provisions of this Will, the Trustee is required to distribute all or any part of the principal of any trust herein created outright to a person who has not attained twenty-one (21) years of age, the trust principal shall vest in such person but the Trustee shall be authorized to continue to hold the share of such person in trust for that person's benefit until he or she attains age twenty-one (21). Until such time the Trustee is authorized and directed to expend such part of the income and/or principal of the trust belonging to such person as the Trustee in the Trustee's discretion deems necessary to provide for the proper education, support, maintenance and health of said person

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

FOR IDENTIFICATION:



I. This trust shall be designated and known as the "Mack Family Trust"

ITEM VII.


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

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

ITEM VIII.

The Trustee of any trust created herein shall have the authority to distribute income or principal of the trust in cash or in kind. In making distributions of both principal and

FOR IDENTIFICATION:



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

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

ITEM IX.

Notwithstanding any provision of this Will to the contrary, the interest of every beneficiary of any trust created by this Will shall vest within the period prescribed by the Rule against Perpetuities or any statute pertaining thereto. Upon such vesting, any trust property then held by the Trustee shall be distributed immediately, free and clear of any trust, to the beneficiary or beneficiaries of this trust (or to his or her legal guardian or other

FOR IDENTIFICATION:



personal representative) as though each such beneficiary had reached the date at which final distribution to him or to her were required pursuant to the provisions hereof

ITEM X.

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

ITEM XI.

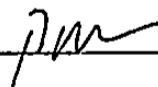
Any trust created by this Will is a private trust. The Trustee shall not be required to obtain the order or approval of any court for the exercise of the Trustee's powers and discretions.

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

ITEM XII.

A Trustee of any trust created in this Will may resign at any time by giving written notice, specifying the effective date of resignation, to the persons who are income

FOR IDENTIFICATION:



beneficiaries of the trust at that particular time. The notice may be made by personal delivery or sent by registered mail.

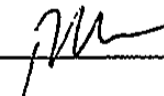
The Trustee or any successor Trustee of any trust created by this Will may be removed by and a successor Trustee appointed by a majority vote of a committee consisting of the surviving children provided; however, in the event a child is a minor then the guardian of the child shall have the right to vote on behalf of the child. In the event of the death, incapacity, or unwillingness to serve of a committee member, the other two (2) committee members shall select a replacement. In any event, any successor Trustee may be an individual, a bank possessing trust powers or a trust company. The removal of a Trustee or successor Trustee and the appointment of a successor Trustee shall be effective upon written notice to the Trustee or successor Trustee removed or appointed.

The resigning 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

FOR IDENTIFICATION:



terms and provisions of the Uniform Trustees' Powers Law of Mississippi as it now exists or may hereafter be amended. In addition to the powers contained in that Law, the Trustee shall have full power and authority

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

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

C. To receive, invest in, and retain in the trust all types of property and, especially, to receive, invest in, and retain in the trust shares of stock in closely held corporations, partnership interests in general and limited partnerships, oil, gas, and other mineral interests, standing timber, and unimproved real estate regardless of where it may be situated, without liability and without regard to the proportion such property or property of a similar character so held may bear to the entire amount of the trust estate and whether or not such property is of the class in which Trustees generally are authorized to invest by trust law.

FOR IDENTIFICATION:



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

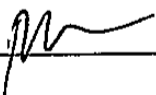
E To retain or invest trust assets in a common fund established by a corporate Trustee pursuant to the Uniform Common Trust Fund Law of Mississippi or in any investment account, mutual fund, or other investment vehicle offered, sponsored, or advised for a fee by any other corporate Trustee, or any subsidiary,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

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

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

H. To hold for the benefit of any minor beneficiary of a trust or for an adult beneficiary who is incapable of handling his or her property, any personal effects, automobiles, jewelry and other objects, particularly household contents, antiques, silver, crystal and the like, that are bequeathed to any such beneficiary of a trust until the

FOR IDENTIFICATION



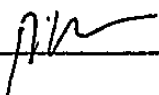
beneficiary attains the age of twenty-one (21) years or in the case of an adult beneficiary incapable of handling his or her property until such time as, in the sole discretion of the Trustee, that beneficiary is capable of handling his or her property. The Trustee may permit such items to remain in the residence in which the beneficiary resides or in such other storage facility as the Trustee deems appropriate for such items and shall pay all costs of maintaining, storing, and insuring the items. The Trustee shall have the authority to give the Executor or other personal representative of the estate of a decedent a receipt for such objects on behalf of such beneficiary.

I. A corporate Trustee shall be entitled to receive reasonable compensation for its services hereunder. Such compensation for a corporate Trustee shall not exceed that shown on its schedule of compensation established from time to time by the Trustee's Trust Department for the administration of trusts of a character similar to this trust. Such compensation may be collected periodically by the Trustee and shall be shown in its annual accounting.

ITEM XIV.

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

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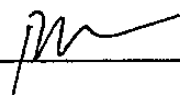
ITEM XV.

In the event of the death of my wife and me during the minority of my children, I designate and appoint Sonya Brothers of 403 Stalcup Street, Columbia, Missouri guardian of my minor children. In the event Sonya Brothers is unable or unwilling to serve as guardian of my minor children, I designate and appoint Dawn Render of 419 Cottondale Road, Pine Bluff, Arkansas as successor guardian. The guardian shall have custody of my minor children until each attains the age of twenty-one (21) years. I direct that the guardian shall not be required to furnish any bond or security. To the extent possible, I direct that all accountings, inventories and the like ordinarily required of a guardian shall not be required of my guardian.

ITEM XVI.

My wife, or the Executor or Administrator of her estate if she is deceased, shall have the right to disclaim all or any part of her interest in any property which I have devised or bequeathed to her. Any disclaimer shall be made within the time period and in a manner required for the disclaimer to qualify under Section 2518. Any such disclaimer shall be made in writing, stating specifically the property or interest disclaimed, and may be filed with the Chancery Court in which my Will is probated and shall also be delivered to my Executor. If my wife or any other person disclaims any portion of a bequest, I give, devise and bequeath the property disclaimed to the Trustee of the "Mack Family Trust" created under this Will as

FOR IDENTIFICATION:



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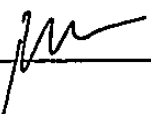
if my wife is not living at the time of my death to be held, administered and distributed as provided therein

ITEM XVII.

In addition to the powers and authorities specifically granted to my Executor under this Will, I expressly confer upon my Executor all rights, powers, duties, and authorities conferred upon a Trustee under the Uniform Trustees' Powers Law of Mississippi as it now exists or may hereafter be amended. I authorize my Executor to exercise any such powers and authorities granted in this Will or by the Uniform Trustees' Powers Law of Mississippi without the necessity of obtaining court approval. All rights, powers, duties and discretion granted to or imposed upon my Executor shall be exercisable by and imposed upon any successor Executor or Administrator. I direct that neither my Executor nor any successor Executor or Administrator shall be required to make any bond as Executor or Administrator. To the extent permissible by law, I waive the requirement that my Executor, or any successor Executor or Administrator, be required to make a formal appraisal, provide an inventory, or file an accounting for my estate with any court.

Except where specific property is devised or bequeathed, my Executor shall have discretion to select property to be distributed in satisfaction of any devise or bequest provided in this Will. In making a selection, my Executor is excused from any duty of impartiality with respect to the income tax basis of the property. However, my Executor shall not exercise this discretion or any other discretion in a manner that will result in loss of,

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or decrease in, the marital deduction otherwise allowable in determining the federal estate tax due by my estate. I authorize my Executor to exercise, at such times and in such manner as my Executor shall deem appropriate, any rights of election or other rights which are available to me or my estate in respect of the provisions of the Internal Revenue Code or of any other tax law. 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 my Executor has the discretion to allocate and distribute such property in satisfaction of devises or bequests herein, my 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 my Executor to allocate any of my available generation-skipping tax exemptions from the federal generation-skipping tax as allowed by Section 2631 to any property of which I am deemed to be the transferor under Section 2652(a), including any property not in my probate estate and any property transferred by me during life as to which no allocation of the exemption was made prior to my death.

My Executor shall have the authority to disclaim or renounce any interest in property, in whole or in part, including any power with respect to property and including an undivided interest in property transferred to me or to my estate. Any disclaimer by my Executor shall be made in writing stating specifically the property or interest disclaimed and shall be delivered to the transferor of the property, the transferor's legal representative, or the holder

FOR IDENTIFICATION:

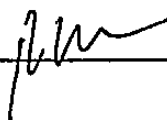


of the legal title to the property to which the interest relates. Any disclaimer shall be made within the time period and in the manner required for the disclaimer to qualify under Section 2518.

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

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

FOR IDENTIFICATION:



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IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 3rd day of January, 2007.

Robert Lynne Mack, III
Robert Lynne Mack, III

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

James J. Pittard, III

16650 Old Canton Road
Jackson, MS
(Address)

Bessie Bounds

4450 Old Canton Road
Copeland, MS
(Address)

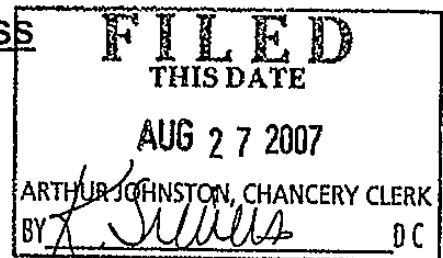
IN THE CHANCERY COURT
OF THE ELEVENTH JUDICIAL DISTRICT
OF MADISON COUNTY, MISSISSIPPI

BOOK 0041 PAGE 0745

ESTATE OF ROBERT LYNNE MACK, III,
DECEASED

NO. 2007-628-G

AFFIDAVIT OF SUBSCRIBING WITNESS



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 James L. Pettis, III, Madison, Madison County, Mississippi, who being by me first duly sworn according to law, says on oath:

A. That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of Robert Lynne Mack, III, Deceased, who was personally known to the affiant, and whose signature is affixed to said Last Will and Testament, which Last Will and Testament is dated the 3rd day of January, 2007

B. That on the 3rd day of January, 2007, the said Robert Lynne Mack, III, signed, published and declared said instrument of writing as his Last Will and Testament, in the presence of this affiant and in the presence of Leslie Bounds, the other subscribing witness to said instrument.

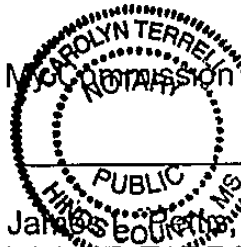
C. That the said Robert Lynne Mack, III, was then and there of sound and disposing mind and memory, and well above the age of twenty-one (21) years.

D That this affiant, together with Leslie Bounds, 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 Robert Lynne Mack, III, and in the presence of each other.

James L. Pettis III
James L. Pettis, III


SWORN TO AND SUBSCRIBED BEFORE ME, this the 2nd day of July, 2007.

Carolyn Terrell
Notary Public


Carolyn Terrell, Notary Public, State of Mississippi
My Commission Expires July 25, 2008
BONDED THRU HEIDEN, BROOKS & GARLAND, INC.
James L. Pettis, III, MSB #4151
WYATT, TARRANT & COMBS, LLP
Post Office Box 16089
Jackson, Mississippi 39236-6089
(601) 987-5300

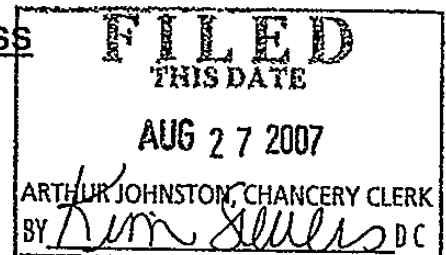
ATTORNEYS

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MADISON COUNTY MS This instrument was filed for record August 27, 2007.
Book 41 Page 745
ARTHUR JOHNSTON, C. C.
BY: R. Stevens D.C. 

IN THE CHANCERY COURT
OF THE ELEVENTH JUDICIAL DISTRICT
OF MADISON COUNTY, MISSISSIPPIESTATE OF ROBERT LYNNE MACK, III,
DECEASED

NO. 2007-628-G

AFFIDAVIT OF SUBSCRIBING WITNESSSTATE 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 Leslie Bounds, Madison, Madison County, Mississippi, who being by me first duly sworn according to law, says on oath

A. That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of Robert Lynne Mack, III, Deceased, who was personally known to the affiant, and whose signature is affixed to said Last Will and Testament, which Last Will and Testament is dated the 3rd day of January, 2007

B. That on the 3rd day of January, 2007, the said Robert Lynne Mack, III, signed, published and declared said instrument of writing as his Last Will and Testament, in the presence of this affiant and in the presence of James L. Pettis, III, the other subscribing witness to said instrument.

C. That the said Robert Lynne Mack, III, was then and there of sound and disposing mind and memory, and well above the age of twenty-one (21) years

D. That this affiant, together with James L. Pettis, III, 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 Robert Lynne Mack, III, and in the presence of each other

Leslie Bounds
Leslie Bounds

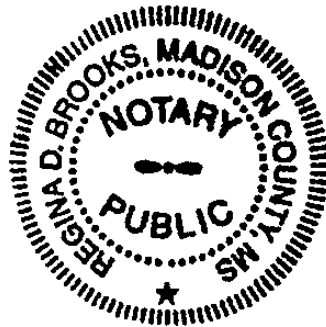
SWORN TO AND SUBSCRIBED BEFORE ME, this the 2nd day of July, 2007.

Regina D. Brooks
Notary Public

My Commission Expires PUBLIC
MY COMMISSION EXPIRES AUG 9, 2009
BONDED THROUGH LEGAL NOTARY SERVICE

James L. Pettis, III, MSB #4151
WYATT, TARRANT & COMBS, LLP
Post Office Box 16089
Jackson, Mississippi 39236-6089
(601) 987-5300

ATTORNEYS



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MADISON COUNTY MS This instrument was
filed for record August 27, 2007
Book 41 Page 745
ARTHUR JOHNSTON, C. C.
BY R. Silvers D.C.



2007-784

LAST WILL AND TESTAMENT
OF
ELLIOTT VERNON CLEVELAND, JR.

I, Elliott Vernon Cleveland, Jr. (who is one and the same person as Buddy Cleveland or E. V. Cleveland, Jr.), a resident of Ridgeland (Madison County), Mississippi, being above the age of eighteen years and being of sound and disposing mind and memory, do hereby make, publish, and declare this to be my Last Will and Testament (the "Will"), hereby revoking all wills and codicils heretofore made by me.

ARTICLE I.
PAYMENT OF DEBTS AND EXPENSES

I direct that all of my just debts (except for debts secured by a mortgage or deed of trust on real property), all expenses of my last illness, my funeral expenses, and the expense of erecting a grave marker at my grave be paid as soon after my death as conveniently can be done from the assets passing under Article VI or the income from such assets.

ARTICLE II.
APPOINTMENT OF FIDUCIARIES

A. I hereby appoint my wife, Gerry G Hill Cleveland, and my son, Keith V. Cleveland (collectively, the "Executor") as Executors of my Will and my estate. In the event that either of my Executors should be or should become unable or unwilling to serve as Executor, I hereby direct that my then living daughters, Cynthia C. Clayton and Amy C Grenfeld, and the remaining above named Co-Executor shall serve as successor Executor of my Will and my estate. Any decisions made or actions taken by the Executors shall be by unanimous consent. The above named persons shall serve as Executor of my Will and my estate, even if only one of them is then living or able to serve.

B. I hereby appoint my wife, Gerry G Hill Cleveland, and my son, Keith V Cleveland (collectively the "Trustee"), as trustee of any and all trusts created under the provisions of my Will. In the event that either one of my above-named Trustees should be or should become unwilling or unable, for any reason or reasons, to serve as Trustee, I then hereby direct that my then living daughters, Cynthia C Clayton and Amy C Grenfeld, and the remaining Trustee, if one, shall serve as Co-Trustees. Any decisions made or actions taken by the Trustees shall be by unanimous consent. The above named persons shall serve as Trustees of any and all trusts established under my Will, even if only one of them is living or able to serve

FILED
THIS DATE
AUG 29 2007
ARTHUR JOHNSTON, CHANCERY CLERK
BY *Kim Sullivan* D.C.

E. V. Cleveland, Jr.
ELLIOTT VERNON CLEVELAND, JR.

ARTICLE III.
FAMILY MEMBERS

A My wife is Gerry G Hill Cleveland (who is one and the same person as Gerry G. Hill and Bonnie G Hill, and all references in this Will to "my wife" or "said wife" or "my spouse" or "said spouse" shall be deemed to refer to her. I have three (3) children now living, and they are Cynthia C Clayton, Keith V Cleveland and Amy C. Grenfeld. Any reference herein to "children" shall refer to my children named above and any reference herein to "child" shall refer to one of those children. The term "my descendants" shall not include my wife's descendants

B. My wife, Gerry G Hill Cleveland, has two (2) children now living, and they are Jack D Hill and Charles G. Hill. Any reference herein to my "wife's children" shall refer to her children named above. Any reference herein to "my wife's child" shall refer to one of her children. Any reference herein to my "wife's descendants" shall refer to her lineal descendants.

C For purposes of this Will, only a person legally adopted prior to attaining the age of seven (7) years shall be considered in all respects as a natural child of the adopting parents. Notwithstanding the foregoing, in the event that any descendant is adopted by another descendant, such adopted descendant shall not be deemed to be a natural child of the adopting descendant, but instead shall remain, for purposes of construing this Will, as a child of his or her natural parent

ARTICLE IV.
BEQUESTS OF PERSONAL PROPERTY

A. I give and bequeath unto my wife, if she survives me, all of my tangible personal property (excluding cash, securities and the like) including, but not limited to, jewelry, clothing, other wearing apparel, automobiles, equipment, household furniture, furnishings, chinaware, silverware, glassware, linens, rugs, fixtures, portraits, and works of art that are owned by me at my death whether used in my principal residence, my condominium, or elsewhere, ("Tangible Personal Property") If my wife does not survive me, then I give and bequeath all of the furniture, artwork, and furnishings in my principal residence, which is currently at 550 Heatherstone Court, Ridgeland, Mississippi, to my wife's descendants, per stirpes. If my wife does not survive me, I give and bequeath all of the remainder of my Tangible Personal Property described in this Paragraph (other than the bequest of furniture, artwork, and furnishings located in my principal residence as provided for above) and owned by me at the time of my death unto my children, in equal shares, to be divided between them as they may agree. In the event that a child of mine should predecease me and be survived by descendants, then the share of my Tangible Personal Property distributable to my deceased child shall be distributed to my deceased child's descendants, per stirpes


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B. In the event the beneficiaries hereunder shall be unable or unwilling, for any reason, to agree upon a division of said Tangible Personal Property, my Executor shall have full power and authority to make division thereof, or to prescribe the method of making division thereof, in such manner as the Executor shall deem equitable in the Executor's sole and absolute discretion. All decisions made by my Executor shall be final and binding on the beneficiaries and my Executor shall be released from any further liability with regard to the division of such assets.

C. In the event that any beneficiary under Paragraph A is a minor or under any other disability at the time of distribution of the property given and bequeathed unto him or her under Paragraph A, above, my Executor is hereby authorized and empowered to deliver such property, or any part thereof, to the natural or legal guardian of said person or to the adult with whom he or she is then residing, and a delivery unto such person by the Executor shall acquit and relieve the Executor from any further liability with regard to the property so delivered

D. I give and bequeath to my wife, if she survives me, all of the assets in any non-individual retirement brokerage account at Merrill Lynch. If my wife does not survive me, then at my death, I give and bequeath to my wife's children, in equal shares, all of the assets in any non-individual retirement account at Merrill Lynch. If a child of my wife should predecease me, survived by living descendants of hers, then I give and bequeath such wife's deceased child's share of any Merrill Lynch brokerage account to the then living descendants of my wife's deceased child, per stirpes. If no descendants of the deceased child are then living, then the deceased child's share of this bequest shall pass to my wife's then living descendants, per stirpes

E. If any beneficiary under Paragraph D of this Article is under the age of twenty-one (21) when such beneficiary becomes entitled to a distribution under Paragraph D, then the Executor may make such distribution(s) to a custodian appointed by the Chancery Court for the benefit of such beneficiary under the Mississippi Uniform Transfers to Minors Act. The Executor shall provide that the property so distributed shall be held under the custodianship until the minor reaches the age of twenty-one (21).

ARTICLE V. DEVISE OF REAL PROPERTY

A. I give and devise unto my wife, if she survives me, any interest in our principal residence, which currently has a street address of 550 Heatherstone Court, Ridgeland, Mississippi 39157, which I may own at the time of my death, including in this devise any land adjacent to said principal residence and used as a part thereof. I also give and bequeath unto my wife all of my interest in any insurance policies insuring the principal residence and the household furniture and furnishings located therein. If my wife does not survive me, then I give and devise my principal residence to my wife's then living children, in equal shares. If a child of my wife shall not then be living, but is survived by then living descendants, then I give and devise my wife's deceased child share to the deceased child's descendants, per stirpes.



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B. If my wife, Gerry G Hill Cleveland, shall survive me, and if I own at the time of my death a condominium in Destin, Florida, then I give, devise and bequeath to her all of my right, title and interest in and to my condominium, including any and all condominium rights and powers (all such property collectively referred to as my "Condominium"), to have the full use and enjoyment thereof during her lifetime without duty to give any bond or other security with respect thereto. My wife shall not be responsible for ordinary wear and tear; but she shall be required to pay all ordinary expenses incurred in connection with the maintenance thereof, including but not limited to, carrying charges, real estate taxes, association dues and fees, insurance, and maintenance and upkeep expenses. If my wife shall survive me then upon her death, or if upon my death if she does not survive me, I give, devise and bequeath my Condominium to my descendants, per stirpes. My wife has the power by her deed alone and without the necessity of any signatures of the non-life tenants of the Condominium, to sell the Condominium to a third party for at least ninety percent (90%) of its appraised value and the net proceeds from the disposition shall be distributed to the Trustee of the E.V. Cleveland, Jr., Marital Trust established under Article VII of this my Will to be added to the principal of such trust for all purposes.

C If any beneficiary under Paragraphs A and B of this Article is under the age of twenty-one (21) when such beneficiary becomes entitled to a distribution under Paragraphs A and B, then the Executor may make such distribution(s) to a custodian appointed by the Chancery Court for the benefit of such beneficiary under the Mississippi Uniform Transfers to Minors Act. The Executor shall provide that the property so distributed shall be held under the custodianship until the minor reaches the age of twenty-one (21).

ARTICLE VI.
FAMILY TRUST

A. In the event that my wife survives me, I hereby give and bequeath to the Trustee herein named, IN TRUST NEVERTHELESS, a sum equal to the largest amount, if any, that can pass free of federal estate tax by reason of the applicable exclusion amount, as that term is defined in Section 2010 of the Code, and the state death tax credit or deduction, as that term is defined in Section 2011 of the Code, (but only to the extent that the use of the state death tax credit or the state tax deduction would not result in an increase in the amount of the state death taxes paid) allowable to my estate, but no other credit or deduction, provided that the following shall be deducted in computing this pecuniary amount:

1. All property and interests in property included in my estate for federal estate tax purposes and not passing under this provision which do not qualify for either the marital deduction or the charitable deduction for federal estate tax purposes; (other than assets or amounts which are excluded or deducted from my gross estate for federal estate tax purposes by reason of Section 2031(c) of the Code with regard to a conservation easement, or Section 2057 of the Code with regard to a qualified family-owned business interest);


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2. All taxes and related amounts to be paid by my estate pursuant to Paragraph A of Article XI, and all other administration expenses incurred by my estate which are not claimed as deductions in computing the federal estate tax liability of my estate and are not allocated to income under Paragraph E of Article XI; and

3. Any prior taxable gifts made by me

B. Property not passing under Paragraph A of this Article which would otherwise qualify for the marital deduction shall be deemed to qualify for the marital deduction even though such property may in fact be the subject of a qualified disclaimer by (or on behalf of) my wife or is qualified terminable interest property with regard to which an election is not in fact made by my Executor (but in all other respects, the elections actually made by my Executor, including without limitation the election of a valuation date and the election to deduct administration expenses for estate tax purposes or for income tax purposes, or partly for each, shall control).

C. All values, deductions, exclusions, and credits shall be those finally determined for federal estate tax purposes with respect to my estate. I recognize that no sum may be disposed of by this Article and that the funds so disposed of may be affected by the action of my Executor in exercising certain tax elections. Any property included in my estate at the time of my death and assigned or conveyed in kind to satisfy this bequest shall be valued for that purpose at the value thereof as of the date or dates of distribution.

D. This trust shall be known as the "E. V. Cleveland, Jr Family Trust" (sometimes hereinafter "Family Trust"), and the trust assets and the income thereon shall be held, administered, and distributed as follows:

1. The property comprising the trust estate shall be held by the Trustee and shall be invested, reinvested, and managed by the Trustee for the use and benefit of my wife. The Trustee shall pay to or apply for the benefit of my wife, during her lifetime, all of the net income of the trust, in at least semi-annual installments (two installments or more).

2. The Trustee may pay or apply so much or all of the principal of the Family Trust, from time to time, as they shall determine to be necessary for the health, education, support and maintenance of my wife. It being my intention that the needs of my wife be provided for before preserving the principal of the Family Trust for the remainderman. It is also my desire that the Trustee first make distributions of principal to my wife from the Marital Trust established herein under Article VII of my Will before making distributions from the Family Trust to my wife.

3. In exercising the discretions given to my Trustee and in making trust investments, the Trustee may give sole consideration to the needs and welfare of my wife, and thereafter to the remainderman of the Family Trust. The Trustee is expressly exonerated from all liability to any beneficiary by reason of the exercise or nonexercise of his discretionary power.

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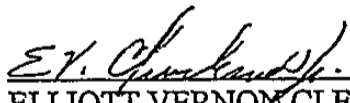
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4 Upon the death of my wife, or upon her disclaimer or upon a disclaimer by her agent under a general power of attorney, her guardian, custodian or other personal representative, the Trustee shall hold, administer, and/or distribute the then trust estate under the following terms and provisions

a. First, the Trustee shall divide the trust assets and any undistributed income thereon into as many separate and equal shares as shall be necessary to allot one such share to each child of mine then living and one such share, collectively, for the then living descendants, per stirpes, of each child of mine then deceased. Any property distributable to this Family Trust in accordance with any other instrument after the division of the trust assets under this Paragraph shall be allotted at the time of receipt among my then living descendants in the manner described in the immediately preceding sentence. Each share established for a then living child shall be distributed to such living child of mine, outright and free of trust. Each share established for a deceased child, with then living descendants, shall be further divided into separate shares for such deceased child's descendants, per stirpes. Any share created for a descendant-beneficiary of a deceased child, who is at least twenty-five (25) years of age, shall be distributed outright and free of trust to such beneficiary. Any share created for a descendant-beneficiary of a deceased child, who is then under the age of twenty-five (25) shall be retained in trust for the benefit of such descendant as provided for herein in Subparagraph 4.b. of this Article. Each trust established for a descendant of mine herein shall be named for such descendant as follows: "E. V Cleveland, Jr Trust FBO (beneficiary)."

b. If any beneficiary more remote than my child becomes entitled to distributions of all or a portion of the trust estate under the terms and provisions of any of the foregoing Paragraphs, except for discretionary payments of income or principal, and shall then be under the age of twenty-one (21) years, his or her share shall be vested in him or her but distribution shall be postponed until he or she attains such age. The Trustee shall pay to or for the benefit of such descendant such part of the income and principal of the retained share as the Trustee considers necessary for his or her health, education, support and maintenance and may add to the principal any income not so expended. If such beneficiary dies before attaining the age of twenty-one (21) years, the Trustee shall distribute the then principal and accrued income of said trust to the executor or administrator of such beneficiary's estate to be held, administered, and distributed as a part thereof.

c. In the event there is no person qualified to receive any trust share herein created at any time, which should arise only in the event that all of my children and more remote descendants of mine should die prior to the termination of all trusts created under this Article, then, in such event, the trust share shall be distributed to my wife's then living descendants, per stirpes and if no such descendants are living, then to my heirs-at-law. For purposes of this Article the term "heirs-at-law" shall be determined in accordance with the laws of descent and distribution then in effect in the State of Mississippi, as if I died unmarried.


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d If any distribution is made to a descendant of my wife under this Article, and such descendant shall be under the age of twenty-one (21) at the time of such distribution, then the Trustee shall make such distribution to a custodian appointed by the Trustee for the benefit of such beneficiary under the Mississippi Uniform Transfers to Minors Act. The property so distributed shall be held under the custodianship until the minor reaches the age of twenty-one (21).

**ARTICLE VII.
RESIDUARY BEQUEST**

A. If my wife, Gerry G. Hill Cleveland, survives me, I give, devise, and bequeath all of the rest, residue, and remainder of my property, real, personal, and mixed, and wherever situated, including all failed and lapsed legacies, unto my Trustee hereinafter named, IN TRUST NEVERTHELESS, for the use and benefit of my wife as hereinafter set forth. Such trust shall be known as the "E. V. Cleveland, Jr. Marital Trust" (hereinafter sometimes the "Marital Trust"), and the trust estate shall be held, administered, and distributed in accordance with the provisions of this Article. My wife or her agent, guardian, custodian or other personal representative may disclaim any part or all of her interest in the "E. V. Cleveland, Jr. Marital Trust" by giving written notice of such disclaimer to my Executor. If my wife disclaims in whole or in part, such disclaimed property, after the payment by the Trustee of any estate taxes imposed upon my estate as a result of her disclaimer, shall be added to the property passing under Article VI of this Will as a part thereof. However, if the property so disclaimed would have an inclusion ratio for federal generation skipping transfer tax purposes different than the trust property passing under Article VI, then the Trustee shall hold such property in a separate and distinct trust from the property passing under Article VI, but the terms of such trust shall be identical to the trust established under Article VI of this Will.

B. The Marital Trust assets and income thereon shall be held administered, and distributed as follows:

1. The Trustee shall hold, manage, invest, and reinvest the property comprising this trust, shall collect the income thereon, and shall pay to or apply for the benefit of my wife the net income thereof, in convenient installments at least quarterly (four times per year) during her lifetime.

2. The Trustee shall have the authority to pay to my wife, from time to time, so much or all of the principal of said trust as my Trustee shall, in the Trustee's sole discretion, determine to be needed for her health, education, support, and maintenance. It is my intention that my said wife shall enjoy the same standard of living after my death as she has enjoyed prior to my death, and the Trustee is authorized to make such invasions of principal as the Trustee, in the Trustee's sole discretion, may determine to be necessary to permit her to enjoy such standard of living. In making decisions as to whether or not to make invasions of principal for the benefit



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of my wife, the Trustee shall take into consideration the sources of income of my wife that are known to the Trustee and shall also take into consideration other assets owned by my wife and whether or not it is in the ultimate best interest of the beneficiaries of my estate, considered collectively and in the aggregate, for her assets to be converted into cash to provide for her health, education, support, and maintenance, or whether it is in the best interest of my wife and my children for assets from the Marital Trust to be used for such purposes I suggest, but do not require, that distributions of principal to my wife be made first from this trust rather than from the Family Trust and if only a portion of this trust is made to qualify for the marital deduction in my estate (the "elected portion") that distributions be charged first against the elected portion and next against the "non-elected portion."

3. Upon the death of my wife, the Trustee shall hold, administer, and/or distribute the trust estate under the following terms and provisions:

a. First, unless my wife directs otherwise by her last will and testament, the Trustee shall first pay from the principal of this Marital Trust, directly to the appropriate taxing authorities or to the executor or administrator of my wife's estate, as the Trustee deems advisable, the amount by which the estate and inheritance taxes assessed by reason of the death of my wife shall be increased as a result of the inclusion of the Marital Trust in her estate for such tax purposes. The Trustee's selection of assets to be sold to pay that amount, and the tax effects thereof, shall not be subject to question by any beneficiary.

b. Second, the Trustee shall distribute any accrued but unpaid income to the executor or administrator of my wife's estate.

c. Third, the Trustee shall divide the trust assets into as many separate and equal shares as shall be necessary to allot one such share to each child of mine then living and one such share, collectively, for the then living descendants, per stirpes, of each child of mine then deceased. Any property distributable to this Marital Trust in accordance with any other instrument after the division of the trust assets under this Paragraph shall be allotted at the time of receipt among my then living descendants in the manner described in the immediately preceding sentence. Each trust share established for a then living child shall be distributed to such child, outright and free of trust. Each share established for a deceased child, with then living descendants shall be further divided into separate shares for such descendants, per stirpes. Any share created for a descendant-beneficiary of a deceased child, who is at least twenty-five (25) years of age, shall be distributed outright and free of trust to such beneficiary. Any share created for a descendant-beneficiary of a deceased child, who is then under the age of twenty-five (25) shall be retained in trust for the benefit of such descendant as provided for herein in Subparagraph B 3.e. of this Article. Each trust established for a descendant of mine shall be named for such descendant as follows: "E. V. Cleveland, Jr. Residuary Trust FBO (beneficiary)."

d. In the event there is no person qualified to receive any trust share herein created at any time, then in such event, the trust share shall be distributed to my wife's descendants per stirpes. If none of my wife's descendants are then living, then the trust estate


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shall be distributed to my then living heirs-at-law For purposes of this Article the term "heirs-at-law" shall be determined in accordance with the laws of descent and distribution then in effect in the State of Mississippi, as if I were unmarried

e If any beneficiary more remote than my child becomes entitled to distributions of all or a portion of the trust estate under the terms and provisions of any of the foregoing Paragraphs, except for discretionary payments of income or principal, and shall be under the age of twenty-one (21) years, his or her share shall be vested in him or her but distribution shall be postponed until he or she attains such age. The Trustee shall pay to or for the benefit of such descendant such part of the income and principal of the retained share as the Trustee considers necessary for his or her health, education, support and maintenance and may add to the principal any income not so expended If such beneficiary dies before attaining the age of twenty-one (21) years, the Trustee shall distribute the then principal and accrued income of said trust to the executor or administrator of such beneficiary's estate to be held, administered, and distributed as a part thereof.

4. Notwithstanding any other provision of this Will to the contrary, I direct that, if the Marital Trust at any time contains any unproductive property, my wife may require the Trustee to make such property productive or convert such property to productive property within a reasonable time.

5. It is my intention that this trust qualify for the marital deduction allowable in determining the federal estate tax upon my estate Accordingly, I hereby direct that no authorization or direction or other provisions contained in this Will which would prevent this trust from so qualifying shall apply to this trust; except, that my Executor may, in the Executor's sole discretion, elect not to treat any fraction or portion of the property passing under this Article as qualifying for the marital deduction for federal estate tax purposes. In such event, both the property as to which an election has been made and the fraction or portion of the property not covered by the election shall be held and distributed as provided in this Article To the extent that a portion of the Marital Trust is not elected to qualify for the federal estate tax marital deduction, the Trustee shall first make all distributions of principal from that portion of the Marital Trust as to which an election to qualify for the marital deduction has been made (elected trust or portion) and after such portion has been totally distributed, if such occurs, shall then make distributions from the non-elected portion of the Marital Trust Further, I hereby state that it is my intention that any court having jurisdiction over this my Will construe this instrument accordingly.

6 To the extent possible, assets with respect to which the marital deduction is not allowable for purposes of the federal estate tax on my estate, or with respect to which the credit for foreign death taxes is allowable for such purposes, shall be allocated to the property passing under Article VI above



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C. In the event that my wife does not survive me, then my residuary estate shall be distributed in accordance with the terms and provisions of Paragraph B 3.c through e, inclusive of this Article as if my wife had survived me and had died one second after my death.

**ARTICLE VIII.
FIDUCIARY POWERS**

A During the period of administration of my estate, my Executor shall have all of the powers with reference to my estate and my estate assets that a Trustee has with respect to a trust and trust assets under the Mississippi Uniform Trustees' Powers Law, as such statute may now or hereafter be amended.

B. In addition to the powers afforded to my Executor by the Mississippi Uniform Trustees' Powers Law, I specifically grant to my Executor the following powers, by way of illustration and not of limitation:

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

2. To litigate, compound, or settle inheritance, estate, transfer, or succession taxes assessed by reason of my death, and gift, income, or other taxes assessed against me or my estate; and to make deposits to secure the payment of any taxes.

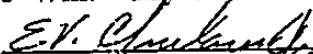
3 To claim expenses as either income or estate tax deductions when an election is permitted by law and, in the discretion of the Executor, to make such adjustment of tax between income and principal as the Executor shall deem proper. The decision of my Executor shall be binding and conclusive on all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

4. To make elections permitted by any tax law as to the filing of joint returns and the consenting to have gifts made by another treated as being made in part by me.

5. To make any and all other elections permitted by any tax law applicable to the estate and, in the discretion of the Executor, to make or not make adjustments among the beneficiaries as to the income or principal of the estate as a result of the exercise of such election(s)

6 To make distribution or division, whether of income or principal, wholly or partially in kind, without allocating the same property to different beneficiary and to distribute undivided interests in any asset.

C Notwithstanding any other provision contained in this Will to the contrary, I hereby authorize and empower my Executor to sell any real property or personal property owned by me at the time of my death, except such real or personal property as may be specifically devised or bequeathed hereinabove in this Will. My Executor is hereby authorized and



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empowered to determine whether to sell any such property, and if so, the terms and conditions of such sale. In the event of any such sale, it shall not be necessary for my Executor to give notice to any beneficiaries under this Will nor to any trustee of any trust created hereunder, nor to any beneficiaries of any trust created hereunder, it being my intention and direction that my Executor be authorized and empowered to sell any such property without the necessity of notice to, or joinder by, any beneficiary under this Will or any beneficiary of any trust created under this Will

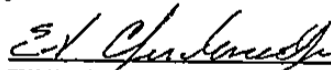
D. The trusts specified herein are intended to be within the definition of a "trust" as set forth in the Mississippi Uniform Trustees' Powers Law, reference to which is again hereby made, and the Trustee shall have all of the powers afforded to trustees in and by the terms and provisions of said statute, as now or hereafter amended.

E. During the period of administration of the trust, the Trustee shall determine the principal and income of the trust by following the rules established under the Revised Uniform Principal and Income Law, pursuant to Section 91-17-1, et seq, Mississippi Code of 1972.

F. Subject to my wife's rights under the Marital Trust, specifically, Paragraph B.4, my Trustee shall have the power to retain any property owned by me at the time of my death and received by the Trustee from the Executor for such periods as the Trustee shall in the Trustee's sole discretion determine, whether or not the same be income producing and whether or not the same would violate general trust law and rules regarding the diversification of assets

G. The Trustee shall have the power and authority to change the trust situs of any trust created under this Will from the State of Mississippi to such other jurisdiction as the Trustee deems appropriate, or such other jurisdiction as would be in the best interest of all or a majority of the beneficiaries of such trust or trusts. In any such case, the Trustee of any such trust or trusts shall also have the authority to remove the Trustee and to appoint a Trustee who lives or has its principal office in such other state, and who is not related or subordinate (as those terms are defined in Section 672(c) of the Code) to the person making such appointment. In addition, the Trustee shall have the right, in changing the trust situs, to determine whether the law of the state to which the trust situs has changed shall thereafter govern the construction and interpretation of the provisions under this Will, or whether Mississippi law shall continue to govern. Notwithstanding the foregoing, the Trustee shall not have the power or authority to change the trust situs or to determine that the law of the state to which the trust situs has changed shall thereafter govern if to do so would materially alter the beneficial interests in the trust or cause the trust to lose its exemption for generation skipping transfer tax purposes or have any other material adverse tax consequence to the trust.

H. If at any time the Trustee determines that the value of any trust under this instrument is \$100,000 or less in terms of dollars at the date of execution of this Will, as such may be subsequently adjusted by whatever consumer price index the Trustee deems appropriate, the Trustee may, in the Trustee's discretion, distribute that trust, as then constituted, to the beneficiary or beneficiaries, at that time, of the current income and, if there is more than one beneficiary, in the proportions in which they are beneficiaries. However, if there is more than



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one beneficiary to whom the current income of any trust could then be paid and if their interests are indefinite, the Trustee shall distribute the trust, per stirpes, to such of those beneficiaries as are descendants of mine or, if no beneficiary is a descendant of mine, to those beneficiaries in equal shares

I Notwithstanding any other provision contained in this Will to the contrary, any beneficiary, or the duly appointed executor or administrator of the estate of any beneficiary of my estate or any trust estate hereunder, shall have the right and power to disclaim irrevocably such beneficiary's interest in my estate or such trust estate, by written notice delivered to the holder of the legal title to the property to which such interest relates at any time prior to the acceptance by or on behalf of such beneficiary of such interest or any of its benefits, and within nine (9) months of the date of my death or such later period as may be permitted by the Internal Revenue Code in the future. Upon receipt of such written notice, such interest shall be administered in accordance with the provisions hereof as though such beneficiary had predeceased me and as otherwise provided in this Will. In such event, then my Executor and Trustee are hereby authorized to segregate any disclaimed property and income earned thereon from other assets to comply with Section 2518 of the Code and any regulations promulgated thereunder. In the event that any beneficiary should disclaim or release an above-described interest more than nine months after the date of my death, such disclaimer or release shall take effect as of the date of such disclaimer or release, and my estate, if it is still open, or any trust estate created hereunder, shall be administered and distributed as though such beneficiary had died as of the date of such disclaimer or release.

J. Notwithstanding any other provision contained in this Will to the contrary, whenever it is provided that there shall be a partial or total termination of a trust at a time when a beneficiary attains a certain age, if the beneficiary who attains such age is under a legal disability, the trust assets that would otherwise be distributed to such beneficiary as a result of such age attainment shall instead continue to be held in trust until such beneficiary is removed from such legal disability. However, if the interest of such beneficiary in the trust has not vested prior to the time that such beneficiary attains such required age, the interest of the beneficiary in the trust property that is directed to be distributed to such beneficiary upon the attainment of a specified age shall then be vested in such beneficiary notwithstanding that the trust property continues to be held in trust because of the legal disability of such beneficiary. In addition to the legal disability of a beneficiary, the Trustee is authorized to withhold distributions to a beneficiary and/or defer the termination of any trust created herein, either partially or wholly, if the Trustee is of the opinion that distributions should not be made to a beneficiary and/or the trust should not be terminated at the time specified herein for any of the following reasons: (1) such beneficiary is suffering from some addiction, such as alcoholism, drug addiction, or gambling, (2) such beneficiary has suffered financial reversals such as to render him or her in danger of becoming insolvent or becoming bankrupt, or has exhibited an inability to handle and manage his or her financial affairs; (3) such beneficiary is in a marital situation or other family situation whereby the Trustee feels that it would not be in his or her best interest to make distributions to the beneficiary or permit a termination of the trust; or (4) such beneficiary is otherwise incompetent or incapable of managing his or her financial affairs. The Trustee may



 ELLIOTT VERNON CLEVELAND, JR.

withhold distributions to the beneficiary and/or defer a termination of the trust until such time as the Trustee is of the opinion that such situation or condition that warrants the withholding of distributions or deferral of the termination no longer exists. I have placed great reliance and responsibility upon my Trustee in this regard. In the event that the Trustee uses the Trustee's good faith judgment in connection with the withholding of distributions or deferral of the termination of the trust under this paragraph, the Trustee shall not be liable to such child nor to any other beneficiary for using the Trustee's good faith judgment and withholding distributions and/or deferring a termination of the trust.

K. The Trustee may consolidate and merge for any purpose a trust created under this Will with any other trust which contains substantially the same provisions as that trust, and is administered for the same beneficiary or beneficiaries by the same Trustee. The Trustee may thereafter administer such consolidated and merged trusts as one unit. If such consolidation and merger does not appear desirable or feasible, the Trustee may consolidate the property of such trusts for purposes of investment and administration while retaining separate records and accounts for the separate trusts. The power to consolidate and merge trusts hereunder may be exercised by the Trustee at any time and from time to time, and may be used to modify or reverse the prior exercise of a power to divide trusts provided under this Will, but only to the extent that such action by the Trustee shall create no adverse estate, gift, or generation-skipping transfer tax consequences.

L. If any one or more trusts created hereunder, after receiving a distribution, will have an inclusion ratio (as defined in section 2642(a) of the Code) of more than zero for generation-skipping transfer tax purposes, the Trustee may, in his sole discretion, divide such trust (before receiving such distribution) into two shares, to be known as "Share I" and "Share II". Similarly, the Trustee may divide the trust as required to create more than one "Share I" subtrust (one of which, for example, might be the subject of a reverse QTIP election under section 2652 of said Code). The Trustee may also divide a trust into two separate subtrusts, one of which is funded solely with property passing to the trust by reason of a disclaimer, or with property transferred from a different transferor. Thereafter, each Share I and Share II shall constitute a separate subtrust of that trust, and a separate set of financial records shall be maintained for each. While each subtrust shall have provisions identical to the original trust, the Trustee (or others) may, prior to any subsequent consolidation of the subtrusts, (i) make different tax elections for each subtrust (including without limitation the allocation of any available exemptions from the federal generation-skipping transfer tax), (ii) disburse principal and discretionary income distributions (as further provided in subparagraph 1 below) and exercise any other discretionary powers differently for each subtrust, (iii) make different investment decisions for each subtrust, and (iv) take all other actions consistent with the separate identity of the subtrusts. In addition, an executor, a holder of a power of appointment, a beneficiary, or any other person with an interest in, power over, or discretion with regard to one or more such trusts may, prior to any subsequent consolidation of the subtrusts (i) exercise (or not exercise) powers of appointment differently with regard to each subtrust, (ii) disclaim or renounce (or decline to do so) differently with regard to each subtrust, and (iii) take all other actions consistent with the separate identity of the subtrusts. Each Share I shall be funded only in such manner so that each

Share I will at all time have an inclusion ratio equal to zero. Share II shall be funded with all other property receivable by the trust which (but for this division into subtrusts) would cause the trust to have an inclusion ratio greater than zero. Share II may be further divided into separate subtrusts, if the Trustee shall deem advisable, in order to segregate assets with different inclusion ratios (other than zero) rather than blending those ratios in one Share II trust.

1. Once any trust has been divided as provided in this Paragraph (and prior to any subsequent consolidation), disbursements made by the Trustee from trust funds shall be allocated as follows (except to the extent that, in the Trustee's discretion, liquidity concerns or investment concerns, including a desire to avoid or minimize taxable gains, renders such allocation impractical):

a. Distributions of income or principal to or for the benefit of "skip persons" (as that term is defined in Section 2613(a) of the Code, and as adjusted in Section 2653(a) of the Code) shall be made first from Share I, and only from Share II if and when Share I has been exhausted (and then first from the Share II with the highest inclusion ratio).

b. All other distributions, as well as all taxes, expenses, and other disbursements (the payment of which from Share II would not result in the increase of the inclusion ratio of Share I to a value above zero), shall be paid first from Share II (and then first from the Share II with the highest inclusion ratio), and only from Share I if and when each Share II has been exhausted.

c. Distributions of principal from Share I, if any, to or for the benefit of my wife may be made from any one or more of the Share I subtrusts, as the Trustee may determine from time to time, and do not have to be made equally or proportionally from each.

M. During the continuance of the trusts under this Will, my Trustee shall render not less frequently than annually statements of account to my wife if she is both living and a beneficiary. After my wife's death, such annual statements shall be given to the beneficiary or beneficiaries then entitled to current income. If a current income beneficiary of a trust has lineal descendants who are also current income beneficiaries of the same trust, then only the oldest generation of that family shall be entitled to the annual statements of account. In the event that any person entitled to statements hereunder is a minor or otherwise legally incapacitated, such statements are to be rendered to the guardian of or the individual with whom such person resides. The statements shall show all receipts and disbursements and a list of all assets held as of the closing dates of the accountings.

N. Notwithstanding any other provision contained in this Will to the contrary, the trusts under this Will shall terminate not later than twenty years and eleven months after the death of the last survivor of my spouse and my descendants living on the date of my death, at the end of which period the Trustee shall distribute each remaining portion of the trust property to the beneficiary or beneficiaries, at that time, of the current income and, if there is more than one beneficiary, in the proportions in which they are beneficiaries. However, if there is more than

one beneficiary to whom the current income of any trust could then be paid and if their interests are indefinite, the Trustee shall distribute the trust, per stirpes, to such of those beneficiaries as are descendants of mine or, if no beneficiary is a descendant of mine, to those beneficiaries in equal shares.

O. None of the beneficiaries hereunder shall have any power to sell, transfer, convey, pledge, encumber, or in any other manner alienate their interest in either the income or principal of this estate or of any trust created hereunder. In addition, all sums payable to such beneficiaries hereunder, whether income or principal, shall be free and clear of the debts, contracts, alienations, and anticipations of the beneficiaries and shall not be subject to be taken, by any process whatsoever, by the creditors of any beneficiary.

P. No distribution of the principal or income of the trusts as created herein shall be made in satisfaction of a legal obligation, including, but not limited to, a legal obligation of support, of the parent of any trust beneficiary.

Q. I authorize my Executor to allocate any amount of my generation-skipping transfer tax ("GST") tax exemption under Section 2631(a) of the Code to such property which I am the transferor as my Executor shall select in exercise of absolute discretion, whether or not passing under this Will, including property transferred by me during life, whether or not I allocated any GST exemption to such property during my life, and without any duty to favor beneficiaries under this Will over beneficiaries of property passing outside this Will

R. Subject to my wife's power to make assets held in the Marital Trust productive assets, the Trustee is under a duty to invest and manage the funds of any trust established under this Will as a prudent investor would, in light of the purposes, terms, distribution requirements, and other circumstances of such trust. This standard requires the exercise of reasonable skill and caution, and is to be applied to investments not in isolation, but in the context of the trust portfolio and as part of an overall investment strategy, which should incorporate risk and return objectives reasonable suitable to a trust.

1. In making and implementing investment decisions, the Trustee has no duty to diversify the investments of the trust, unless my spouse, in regard to the Marital Trust, exercises her discretion to require the Trustee to make the property productive

S. In addition, the Trustee must (i) act with prudence in deciding whether and how to delegate authority and in the selection and supervision of agents; and (ii) incur only costs that are reasonable in amount and appropriate to the investment responsibilities of the trusteeship

T. The Trustee of any trust established under this Will shall have the power and right to cause any distribution to be composed of cash or property, or both, or undivided fractional interest of property different in kind from other distributions, without regard to the income tax basis of the property distributed to any beneficiary of any trust.



 ELLIOTT VERNON CLEVELAND, JR

ARTICLE IX.
SIMULTANEOUS DEATH PROVISIONS

A If my wife shall die simultaneously with me or under such circumstances as to render it impossible or difficult to determine who predeceased the other, I direct that I shall be deemed to have survived my wife. If any legatee or devisee other than my wife shall die simultaneously with me or under such circumstances as to render it difficult or impossible to determine who predeceased the other, I hereby declare that I shall be deemed to have survived such legatee or devisee. The provisions of my Will shall be construed upon these assumptions, 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.

B. Notwithstanding the provisions of Paragraph A above, if any person (other than my wife) dies within ninety (90) days after my death, the termination of any trust created hereunder, or any other event covered by Treasury Regulation Section 26.2612-1(a)(2), as amended, and if such person had not, in fact, survived my death, the trust termination, or other event, as the case may be, such failure to survive would have caused the special rule relating to a predeceased parent under Section 2651(e) of the Internal Revenue Code of 1986, as amended from time to time, to apply to any property passing under this Will, then I direct that such person shall be treated with respect to such property as having predeceased me, the termination of the trust, or such other event, as the case may be, so that the special rule under Treasury Regulation Section 26.2612(a)(2) will apply.

C. The provisions of my Will shall be construed upon these assumptions, 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 X.
FIDUCIARY BOND, COMPENSATION AND REMOVAL

A. I hereby relieve my Executor, any successor Executor, my Trustee, and any successor Trustee from giving bond, from having an appraisal made of my estate, and of making or filing any inventories, reports, returns, or accountings of any kind or character to any court or other tribunal.

B. My Executor shall be entitled to receive reasonable compensation for the Executor's services. The compensation of a corporate Executor shall be determined in accordance with its schedule of compensation for the administration of estates of a character similar to my estate. My Executor shall also be entitled to reimbursement for reasonable expenses incurred in connection with the performance of the duties of Executor.

1. My Trustee shall be entitled to receive reasonable compensation for the Trustee's services. The compensation of a corporate Trustee shall be determined in accordance

with its schedule of compensation for the administration of trusts of a character similar to the trusts created hereunder. The compensation may be collected periodically by the Trustee and shall be shown in the Trustee's annual accounting. My Trustee shall also be entitled to reimbursement for reasonable expenses incurred in connection with the performance of the duties of Trustee.

C. In addition to the rights of removal of trustees granted by law, I hereby authorize a majority of the existing adult income beneficiaries (even if there is only one such beneficiary) of any trust created under this Will to remove a corporate Trustee appointed hereunder and to appoint a successor corporate Trustee, which such successor corporate Trustee shall be a non-related, non-subordinate corporate Trustee, as defined in Section 672(c) of the Code, to any beneficiary making such appointment. In the event that all of the existing income beneficiaries are minors at the time of such removal and appointment, then a majority of the existing minor income beneficiaries (even if there is only one such beneficiary) shall have such powers of removal and appointment. In such event, I hereby waive any requirement to appoint a guardian ad litem to represent the interests of any minor or unborn beneficiaries of any trust created under this Will, it being my intention and direction that the decision on behalf of such minor income beneficiary to remove a corporate Trustee and name a successor corporate Trustee may be made solely by a parent or legal guardian of such minor beneficiary, without the necessity of appointing a guardian ad litem. In any event, such removal shall be handled in the same manner as if the removed corporate Trustee had resigned, and such successor shall be appointed by a written instrument delivered to such successor, with a copy to the removed corporate Trustee. The removed corporate Trustee shall deliver to the successor corporate Trustee, within a reasonable time, all property comprising the trust, accompanied by a written accounting.

D. A trustee may resign at any time by giving at least thirty (30) days written notice of such resignation to the beneficiary or beneficiaries then entitled to current income. If a current income beneficiary of a trust has lineal descendants who are also current income beneficiaries of the same trust, then only the oldest generation of that family shall be entitled to the notice of resignation. In the event that any person entitled to notice hereunder is a minor or otherwise legally incapacitated, such notice shall be given to the guardian of or the individual with whom such person resides. In the event that no successor Trustee is named herein at the time of such resignation, a successor Trustee shall then be appointed according to the provisions of Paragraph C of this Article, with the written instrument appointing such successor to be delivered to such successor and to the persons entitled to the notice of resignation hereunder. The resigning Trustee shall deliver to the successor Trustee, within a reasonable time, all property comprising the trust, accompanied by a written accounting.

E. Any successor Executor or Trustee shall have all of the rights, powers, and discretions given to, and shall be subject to all of the limitations imposed upon, the initial Executor or Trustee without any act of conveyance or transfer, except as may otherwise be provided in this Will. Further, a successor Trustee shall have no obligation to investigate any breach of trust of a predecessor Trustee, nor shall be liable for same. Notwithstanding this provision, the successor Trustee shall investigate any breach of trust brought to its attention by

E. V. Cleveland, Jr.

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any beneficiary and, in the case of any question involving the expenditure of funds, shall use the Trustee's own judgment or shall seek instructions from an appropriate chancery court.

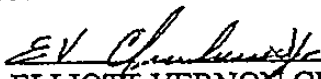
**ARTICLE XI.
PAYMENT OF TAXES AND ADMINISTRATIVE EXPENSES**

A. Except as otherwise provided in this Article, if my wife survives me, I hereby direct my Executor to pay all Death Taxes, as that term is hereinafter defined in Paragraph F of this Article, if any, out of the property passing under Article VI of this my Will. Except as otherwise provided in this Article, if my wife does not survive me, all Death Taxes shall be paid and borne in accordance with the Mississippi Uniform Estate Tax Apportionment Act. In addition to the above guidance, my Death Taxes shall also be allocated as follows, if different than under the Mississippi Uniform Estate Tax Apportionment Act

1. All Death Taxes in respect of any property or interests in property included in my gross estate under Sections 2035 of the Code (gifts made within three years of death), 2036 of the Code (transfers with a retained life estate), 2037 of the Code (transfers taking effect at death), 2038 of the Code (revocable transfers), 2039 of the Code (annuities), 2040 of the Code (joint interests), and 2042 of the Code (life insurance proceeds) shall be charged against and paid by the recipient or beneficiary of such property or interest in property or from the property or interest in the property.

2. All Death Taxes in respect of any property or interests in property included in my gross estate under Section 2041 of the Code (general powers of appointment) shall be charged against and paid by the recipient or beneficiary of such property or interest in property or from the property or interest in the property. Provided, however, that if the general power is exercisable by this Will and is not exercised by other provisions of this Will, I hereby exercise the power to the extent of directing the recipient or recipients of the property to which this general power of appointment relates to pay to or on behalf of my Executor all the additional Death Taxes, as hereinafter determined in Paragraph B of this Article. However, the above provisions of this Subparagraph shall not apply to Death Taxes on property included in my gross estate solely because I had a withdrawal right over a fractional share or pecuniary portion of the property, limited to the amount set forth in Section 2514(e)(1) of the Code (currently, five thousand dollars (\$5,000)) or the percentage set forth in Section 2514(e)(2) of the Code (currently, five percent (5%)), such Death Taxes shall then be paid as provided in Paragraph A of this Article.

3. Notwithstanding the provisions of Subparagraphs 1 and 2 of this Paragraph A, there shall be no apportionment (a) against any donee or recipient of any such property or interest in property which is a qualified charity under Section 2055 of the Code and the property or interest in property was allowed in my federal estate tax proceedings as a charitable deduction; and (b) against my surviving spouse, if she is a donee or recipient of any such property or interest in property and the property or interest in property was allowed in my federal estate tax proceedings as a marital deduction under Section 2056 of the Code



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4. Death Taxes on Qualified Retirement Benefits, as that term is hereinafter defined in Paragraph F of this Article, shall be paid from the assets passing under Article VI if my wife survives me and from the assets passing under Articles VI and VII if my wife does not survive me, as it is my desire that no Death Taxes be paid from my Qualified Retirement Benefits unless no probate assets are available to pay such Death Taxes.

5. Any generation-skipping transfer tax, other than a generation-skipping transfer tax on a direct skip of property passing as part of my estate and disposed of under this Will prior to the article disposing of my residuary estate, shall be charged to the property constituting the transfer in the manner provided by Section 2603(b) of the Code. The generation-skipping transfer tax on such a pre-residuary direct skip shall be paid from the assets passing under Article VI if my wife survives me and from the assets passing under Article VII if my wife does not survive me.

6. Taxes imposed under Section 2701(d) of the Code shall be apportioned and paid in the manner provided in Chapter 14 of the Code.

7. If any Death Taxes are imposed on property includable in my estate by reason of Section 2044 of the Code or any similar state estate or inheritance tax provision, I direct my Executor to recover such Death Taxes as provided under Section 2207A of the Code or as provided under any similar state estate or inheritance tax provision as to such Death Taxes.

8. Notwithstanding any other provision to the contrary, no Death Taxes shall be apportioned against, be allocable to, or payable from any property (or interest in property) that is elected and deducted from my gross estate under Section 2057 of the Code (relating to qualified family-owned business interests). Nevertheless, on the occurrence of any recapture event set forth in Section 2057(f) of the Code, any Section 2057(f) of the Code recapture taxes shall be paid and apportioned as provided in Sections 2057(f) and 2057(i)(3).

B. Except for Death Taxes imposed upon my estate by reason of Section 2044 of the Code, the amount of the Death Taxes to be charged against any donee or recipient shall be determined by multiplying a fraction (the numerator of which shall be the federal estate tax value of the property to be apportioned as finally determined in my federal estate tax proceedings and the denominator of which shall be the total value of my taxable estate for such federal estate tax purposes) times the net amount of such Death Taxes payable by my estate after the application of all credits against such Death Taxes.

C. I hereby make specific reference to Section 2207A of the Code (concerning tax on QTIP property), Section 2207B of the Code (concerning tax on property included under Section 2036 of the Code), and Section 2603(b) of the Code (concerning the generation-skipping transfer tax under Chapter 13 of the Code) and to corresponding provisions of state law, and I direct that they shall apply to the extent they are consistent with the provisions of this Article and shall not apply to the extent they are inconsistent with the provisions of this Article.

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D. I hereby make specific reference to the Mississippi Uniform Estate Tax Apportionment Act, and I hereby direct that it shall apply to the extent it is consistent with the provisions of this Article and shall not apply to the extent it is inconsistent with the provisions of this Article

E. I direct that all fees and expenses of administration of my estate that are not taken as deductions on my federal estate tax return (Form 706) shall, to the extent possible, be paid from the income generated by assets that will pass under the provisions of Article VI of this Will. To the extent that such income is not sufficient for the payment of said fees and expenses of administration, I direct that the fees and expenses of administration that shall be allocated against the principal of the property passing under Article VI of this Will. Thus, no fees and expenses of administration shall be chargeable to the property passing under Article VII hereof, but instead shall be either paid from or charged to the income from, or the principal of, the property passing under the provisions of Article VI hereof, unless such property shall not be sufficient to pay such fees and expenses. If my wife does not survive me, then all fees and expenses of administration of my estate shall be paid either out of the assets or income from such assets, passing under Article VII.

F. For purposes of this Will, the following terms are defined as follows:

1. The term "Death Taxes" means any estate, inheritance, and other similar taxes and duties, and interest and penalties thereon, that the United States or any State or subdivision thereof (and, to the extent my Executor determines, any foreign government or subdivision thereof) imposes by reason of my death, but shall exclude (a) any additional tax under Section 2032A(c) of the Code, (b) any tax under Section 2056A of the Code, and (c) any generation-skipping transfer taxes.

2. The term "Qualified Retirement Benefits" means amounts held in or payable to a plan (of whatever type) qualified under Section 401(a) of the Code or Section 403(a) of the Code, an individual retirement arrangement under Section 408 of the Code, and a tax-sheltered annuity under Section 403(b) of the Code

ARTICLE XII. DEFINITIONS

A Per Stirpes When any devise or bequest made herein or any trust or any item of a trust created herein is to be distributed or allocated "per stirpes" to a person's descendants under this Will, the devise or bequest or the trust or item shall be divided into as many equal shares as there are children of the person who are then living or who are then deceased but have then living descendants. The share of a deceased child with then living descendants shall then be further divided in the same manner. The shares ultimately so divided and determined shall then be distributed or allocated as provided under this Will.


ELLIOTT VERNON CLEVELAND, JR.

B. Health, Education, Support and Maintenance A provision that directs or permits the Trustee to distribute income, principal, or both, for a beneficiary's "health," "education," "support," or "maintenance," or any combination of these purposes, shall be construed consistently with the meaning given to those terms by applicable federal estate and gift tax laws, so that such a standard is for federal estate and gift tax purposes, an ascertainable standard relating to the health, education, support, or maintenance of the possessor. However, the holder of such an authority shall have the greatest discretion possible consistent with these tax rules

C. Executor. For purposes of this Will, the term "Executor" shall be deemed to refer to my Executor, Administrator, Administratrix, Co-Executors and any successor Executor, Administrator, Administratrix or Co-Executor.

D. Trustee The term "Trustee" as used herein shall be deemed to refer to any Trustee or successor Trustee.

E. Code. References to the "Internal Revenue Code" or "Code" or to provisions thereof are to the Internal Revenue Code of 1986, as amended, at the time in question. References to the "Regulations" are to the Treasury Regulations under the Code. If, at the time in question, a particular provision of the Code has been renumbered, or the Code has been superseded by a subsequent federal tax law, the reference shall be deemed to be to the renumbered provision or the corresponding provision of the subsequent law, unless to do so would clearly be contrary to my expressed intention in this Will, and the same shall apply to references to the Regulations.

ARTICLE XIII. MISCELLANEOUS PROVISIONS

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

B. If any provision of this Will or any codicil thereto, is held to be inoperative, invalid or illegal, it is my intention that all the remaining provisions hereof shall continue to be fully operative and effective so far as is possible and reasonable

C. The descriptive captions above the various articles and at the beginning of certain paragraphs of this will have been included to facilitate internal referencing only and, accordingly, such captions are not to be used in construing the substantive effect of the language of such articles or paragraphs.

D. This Will shall be construed and governed by the laws of the State of Mississippi.



ELLIOTT VERNON CLEVELAND, JR.

IN WITNESS WHEREOF, I have hereunto set my hand and seal to this my Last Will and Testament on the 15th day of April, 2005.

Elliott Vernon Cleveland, Jr.
ELLIOTT VERNON CLEVELAND, JR.

WITNESSES

Sharon Hby
Ronald L. Koch

Elliott Vernon Cleveland, Jr.
ELLIOTT VERNON CLEVELAND, JR.

ATTESTATION

We, the undersigned, as subscribing witnesses, do hereby acknowledge and affirm that the foregoing written instrument was exhibited to us by Elliott Vernon Cleveland, Jr, as his Last Will and Testament, that he signed the same in our presence and in the presence of each of us, and that we, at his request, and in his presence and in the presence of each other, hereto affixed our signatures as subscribing witnesses thereto, this the 15th day of April, 2005.

[Handwritten Signature]
[Handwritten Signature]

[Handwritten Signature]
ELLIOTT VERNON CLEVELAND, JR

PROOF OF WILL

STATE OF MISSISSIPPI

COUNTY OF HINDS

We Louann Irby and Ronald I Loeb, on oath state that we are the subscribing witnesses to the attached written instrument dated the 15th day of April, 2005, which has been represented to be the Last Will and Testament of Elliott Vernon Cleveland, Jr. ("Testator"), who stated that he had a fixed place of residence in Ridgeland, Madison County, Mississippi. On the execution date of the instrument, the Testator, in our presence and in the presence of each of us, signed the instrument at the end thereof and declared the instrument to be his Will, and requested that we attest to the execution thereof whereupon, in the presence of the Testator and in the presence of each other, each of us signed our respective names as attesting witnesses. At the time of the execution of the instrument, the Testator was over eighteen (18) years of age, and in our opinion was of sound mind, in full possession of his mental faculties, and acting without undue influence, fraud, or restraint.

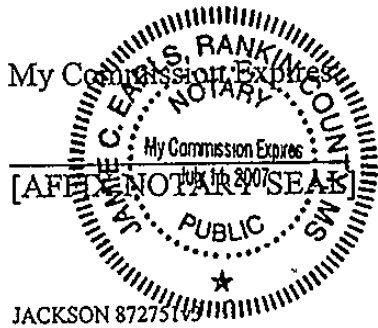
DATED this the 15th day of April, 2005.


Louann Irby
Signature of Witness
608 Silverstone Drive
Street Address
Madison, MS 39110
City and State

Ronald I Loeb
Signature of Witness
415 PEMBROKE DRIVE
Street Address
MADISON MS 39110
City and State

Subscribed and sworn to before me on this the 15th day of April, 2005.

Jamie C. Earls
NOTARY PUBLIC



MADISON COUNTY MS This instrument was filed for record Aug. 29, 2007
Book 41 Page 749
ARTHUR JOHNSTON, C. C.
BY: K. Stevens DC 

Elliott Vernon Cleveland, Jr.
ELLIOTT VERNON CLEVELAND, JR.

CODICIL
TO
LAST WILL AND TESTAMENT
OF
ELLIOTT VERNON CLEVELAND, JR.

BOOK 0041 PAGE 0773

2007-784

I, Elliott Vernon Cleveland, Jr, an adult resident citizen of Madison County, Mississippi, being of sound and disposing mind and memory do hereby make, publish and declare this instrument of writing to be a Codicil to the Last Will and Testament made by me on April 15, 2005

I.

I hereby amend and restate paragraph A. of Article IV of my said Last Will and Testament as follows:

"A. I give and bequeath all my personal and household effects of every kind including but not limited to furniture, appliances, furnishings, pictures, silverware, china, glass, books, jewelry, wearing apparel, boats, automobiles, and other vehicles, and all policies of fire, burglary, property damage, and other insurance on or in connection with the use of this property, to my wife, if she shall survive me. If my wife shall not survive me, I give and bequeath all of the furniture, artwork and furnishings in my principal residence, which is currently at 550 Heartherstone Court, Ridgeland, Mississippi, to my wife's descendants, per stirpes. If my wife does not survive me, then I give and bequeath all the property described in the first sentence of this paragraph A., less and except the property described in the second sentence of this paragraph A., to my children surviving me, in approximately equal shares; provided, however, the issue of a deceased child surviving me shall take per stirpes the share their parent would have taken had he or she survived me. If my wife's descendants and/or my children do not agree to the division of the property among themselves, then my Executor shall make such division among them, and the decision of my

FILED
THIS DATE
AUG 29 2007
ARTHUR JOHNSTON, CHANCERY CLERK
BY *[Signature]*

1

[Signature]
EVC, Jr.

Executor to be in all respects binding. If any beneficiary hereunder is a minor, my Executor may distribute such minor's share to such minor or for such minor's use to any person with whom such minor is residing or who has the care or control of such minor without further responsibility and the receipt of the person to whom it is distributed shall be a complete discharge of my Executor."

II

I hereby amend and restate paragraph B. of Article V of my said Last Will and Testament as follows:

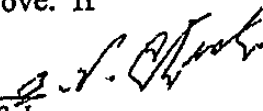
"B If at the time of my death I own a condominium in or near Destin, Florida, then I give, devise and bequeath all of my right title and interest to said condominium, including any and all condominium rights and powers (all such property collectively referred to as my "Condominium") to the Cleveland Condominium Trust.

"1 The trustee of the Cleveland Condominium Trust shall be my wife.

"2. The right to use the condominium and the expenses for maintenance, fees and taxes shall be shared as follows and, upon a sale, the net proceeds from the sale shall be shared as follows:

My wife, Gerry G. Hill Cleveland	40%
My son, Keith V Cleveland	20%
My daughter, Cynthia C Clayton	20%
My daughter, Amy C. Greenfeld	20%

"3. Subject to rules and regulations prescribed by the condominium association or other applicable authorities or laws, the trustee of the Cleveland Condominium Trust shall have full authority to contract for and make repairs to the condominium and shall have the authority to assess such expenses among the beneficiaries of this trust in the percentages prescribed above. If


E.V.C., Jr

any beneficiary does not pay the assessed percentage within 30 days of the beneficiary's receipt of a written assessment from the trustee, then the trustee shall keep an account of the unpaid assessment. Upon disposition of the property, the unpaid assessment together with interest compounded annually at the prime rate, as published in *The Wall Street Journal* or a successor publication on the date that is 30 days after the beneficiary's receipt of the written assessment, shall be deducted from that beneficiary's share of the net proceeds from sale, and the amount deducted shall be used to reimburse the trustee to the extent that the trustee personally incurred such fees.

"4. Upon unanimous consent of all of the beneficiaries of this trust, the trust may contribute the condominium to a limited liability company, corporation or other entity and distribute the ownership interests in such entity to the beneficiaries of this trust in proportion to the percentages above. Such distribution shall terminate this trust

"5. Upon unanimous consent of all of the beneficiaries of this trust, the trust may terminate and distribute undivided interests in the corpus to the beneficiaries in the percentages specified above.

"6 The trustee shall maintain a calendar showing the times when each beneficiary is entitled to use the condominium. The trustee shall attempt to divide use of the condominium among the beneficiaries as requested by the beneficiaries, but the trustee's good faith allocation of time shall be binding on all of the beneficiaries. No beneficiary with an unpaid assessment shall be entitled to use the condominium until such assessment and interest are paid.

"7. Neither the principal nor income of Cleveland Condominium Trust shall be pledged, assigned, transferred, sold or in any manner whatsoever, accelerated, anticipated or encumbered, by any beneficiary, nor shall any income or principal of said trust estate be in any manner subject or liable in the hands of the trustee for the debts, contracts or engagements of any

beneficiary, or be subject to any assignment, or any other voluntary or involuntary alienation or disposition whatever, except that a beneficiary of the trust may assign his interest in the trust, whether or not in exchange for compensation, to another beneficiary of the trust if the assignor, assignee and a majority of the beneficiaries (including the assignor and assignee) consent in writing to the trustee to such assignment. For purposes of determining a majority in the preceding sentence, each beneficiary shall be counted proportionately to the percentages above."

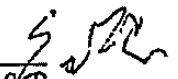
III

I amend Article VII of my Last Will and Testament by inserting at the end thereof the following new paragraph D :

"D. In selecting assets to fund the Marital Trust, I direct my Executor to first use my interests in EVC, Inc , a Mississippi corporation, and EVC Ramsey Walker LLC, a Mississippi limited liability company. EVC, Inc has been the manager of EVC Ramsey Walker LLC since the formation of the limited liability company. If my wife shall survive me, I anticipate that my wife and/or the trustee shall, after consulting with her tax advisor, make an election under Internal Revenue Code Section 1361(d) to have the trust created by this Article VII treated as a Qualified Subchapter S Trust. If my wife does not make such an election, then the trustee shall promptly distribute stock of any S corporation to my wife free of trust. Upon the death of my wife, or upon her disclaimer, and notwithstanding any other provision of my Last Will and Testament, the trustee shall distribute outright, and not in trust, to the beneficiaries of the trust as specified in this Article VII any stock in S Corporations owned by this trust."

IV.

Except as changed by the above provision, I republish, reaffirm and readopt my said Last Will and Testament and Testament of April 15, 2005.


E.V.C., Jr.

IN WITNESS WHEREOF, I have hereunto subscribed my name to this a Codicil to my Last Will and Testament on this the 19 day of July, 2007.

E.V. Cleveland, Jr.
Elliott Vernon Cleveland, Jr.

This instrument was, on the date shown above, signed, published and declared by Elliott Vernon Cleveland, Jr. to be a Codicil to his Last Will and Testament of April 15, 2005, in our presence, and we, at his request, have subscribed our names hereto as witnesses in his presence and in the presence of each other.

James S. Nippes
Witness Signature

of 245 NORMANDY CIRCLE
Madison, MS
Address

Robert Monroe
Witness Signature

of 715 Rice Road
Ridgeland, MS 39157
Address

E.V.C.
EVC, Jr

ELLIOTT VERNON CLEVELAND, JR.

2007-784

I, James S Nippes, on oath state:

I am the subscribing witness to the attached written instrument dated July 19, 2007, which purports to be a Codicil to the Last Will and Testament of Elliott Vernon Cleveland, Jr. On the execution date of the instrument the Testator, in my presence, signed the instrument at the end thereof and acknowledged his signature thereto, declared the instrument to be a Codicil to his Last Will and Testament, and requested that I attest his execution thereof; whereupon, in the presence of the Testator, I signed my name as attesting witness. At the time of execution of the instrument the Testator appeared to be eighteen years of age or older, of sound mind, and acting without undue influence, fraud, or restraint

DATED this 19 day of July, 2007.

James S. Nippes
(Witness)

STATE OF MISSISSIPPI

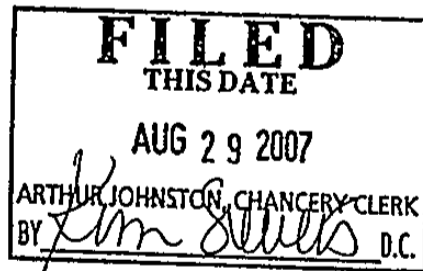
COUNTY OF HINDS

Subscribed and sworn to before me, the undersigned Notary Public, on this the 19 day of July, 2007

Ruby Avara Lowe
Notary Public

My commission expires:

MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES FEB 2, 2009
BONDED THRU STEGALL NOTARY SERVICE



PROOF OF CODICIL OF

ELLIOTT VERNON CLEVELAND, JR.

2007 784

I, Grant Monroe, on oath state:

I am the subscribing witness to the attached written instrument dated July 19, 2007, which purports to be a Codicil to the Last Will and Testament of Elliott Vernon Cleveland, Jr. On the execution date of the instrument the Testator, in my presence, signed the instrument at the end thereof and acknowledged his signature thereto, declared the instrument to be a Codicil to his Last Will and Testament, and requested that I attest his execution thereof; whereupon, in the presence of the Testator, I signed my name as attesting witness. At the time of execution of the instrument the Testator appeared to be eighteen years of age or older, of sound mind, and acting without undue influence, fraud, or restraint.

DATED this 19 day of July, 2007.

Grant Monroe
(Witness)

STATE OF MISSISSIPPI

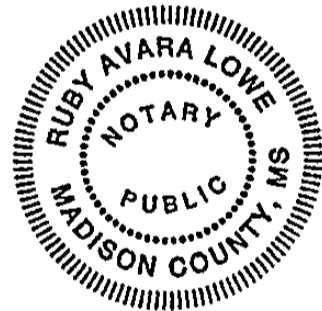
COUNTY OF HINDS

Subscribed and sworn to before me, the undersigned Notary Public, on this the 19 day of July, 2007.

Ruby Avara Lowe
Notary/Public

My commission expires:

MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES FEB 2, 2009
BONDED THRU STEGALL NOTARY SERVICE



FILED
THIS DATE
AUG 29 2007
ARTHUR JOHNSTON, CHANCERY CLERK
BY K. Sullivan D.C.

MADISON COUNTY MS. This instrument was filed for record Aug 29, 2007

Book 41 Page 773
ARTHUR JOHNSTON, C C
BY K. Sullivan D.C.



2007-780

Last Will and Testament

OF

JESSIE VIC JONES

FILED	
THIS DATE	
AUG 30 2007	
ARTHUR JOHNSTON, CHANCERY CLERK	
BY <u>L. Jones</u>	D.C.

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

ARTICLE I.

IDENTITY OF BENEFICIARIES

I declare that I am a widow, my husband, RANSOM CARY JONES, SR., having predeceased me, and I am the mother of RANSOM CARY JONES, JR., VIRGINIA ANNE JONES WHITLEY, and VICKI JONES FULLER to whom all references herein to "my child" and "my children" shall relate For all purposes of this Will and the disposition of my estate hereunder, the terms "issue" and "descendants" shall be deemed to include all children born to or legally adopted by my children before and after the execution of this Will, irrespective of any provisions of law establishing a contrary presumption.

ARTICLE II.

EXPENSES AND TAXES

My Executor shall pay all funeral expenses, costs of administration and other proper claims against my estate. My Executor may, in my Executor's discretion, pay all or any portion of the administration expenses out of the income and/or principal of the estate during the period of administration and may elect in accordance with applicable federal tax laws, to deduct such expenses either for federal estate tax purposes or federal income tax purposes, or partly for one and partly for the other, irrespective of the source of payment, and without reimbursement or adjustment of the estate accounts or the amounts to which the beneficiaries of my estate may otherwise be entitled.

All property bequeathed or devised under this Will either outright or in trust is bequeathed and devised subject to existing mortgages, liens or encumbrances thereon. My Executor is given full discretion as to which debts to pay and which to allow to pass with the property to which such debts apply. However, notwithstanding anything contained herein to the contrary, nothing herein shall be construed to create any express trust for the payment of any such taxes, expenses or debts.

I direct that all estate and inheritance taxes and other taxes in the general nature thereof, together with any interest or penalty thereon (including any and all taxes paid with respect to the proceeds of any policy or policies of insurance on my life, or with respect to any other property including property over which I have a taxable power of appointment included in my gross estate for the purpose of such taxes, but not including any taxes imposed on generation-skipping transfers under the federal tax laws) shall be paid by my Executor out of my residuary estate, and said beneficiaries under the residuary portion of my Will shall be responsible for that portion of taxes in the proportion that their bequest bears to the total passing under the residuary portion. Any and all said taxes as set forth herein shall be paid out of my residuary portion of my Will by the residual beneficiaries in the same proportions as immediately set forth above.

**ARTICLE III.
PROPERTY AND CASUALTY INSURANCE**

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

**ARTICLE IV.
PERSONAL PROPERTY**

I give and bequeath equally unto my children all of my personal belongings (except cash, stock, bonds or other like investments on hand or on deposit and the tangible and intangible personal property customarily used in connection with any business in which I shall be engaged or in which I may own any interest at the time of my death), consisting of jewelry, wearing apparel, sporting equipment, club memberships, household furnishings and similar property owned by me at the time of my death. I also give and bequeath equally unto my children all of the automobiles and other vehicles owned by me at the time of my death. Should one of my children predecease me, such property bequeathed to my deceased child shall pass to such child's issue, per stirpes, or if a deceased child shall leave no surviving issue or descendants, said deceased child's share shall pass equally to my surviving children, or if any are deceased, their share to their issue, per stirpes.

In the event I desire any particular division of such above described property among my beneficiaries, I will leave a listing with my Executor to that effect, which latest dated listing I would request my beneficiaries and my Executor honor. My Executor is hereby given full and complete authority to determine the property and the value of each share passing under this Article, and the Executor's decision as to the division of such property shall not be questioned by any beneficiary. Should any disagreement arise, however, as to the equitable division of this property among the beneficiaries, then I authorize my Executor, in its discretion, to sell all or any portion of such property at public or private sale without Court order or bond and divide the net sale proceeds among such beneficiaries in accordance with the terms hereof.

ARTICLE V.
FAMILY TRUST

I give, bequeath, devise and appoint all the residue and remainder of my property and estate of every nature and wheresoever situated, including all property which I may acquire or become entitled to after the execution of this Will, all lapsed legacies and devises or other gifts made by this Will which fail for any reason, hereinafter referred to as my residuary estate, unto my Executor to be distributed to the hereinafter named Trustee, to be administered in accordance with the terms and provisions set forth and contained herein. This trust shall be known as the "Jessie Vic Jones Family Trust "

The Jessie Vic Jones Family Trust shall be held, administered and disposed of upon the following terms and provisions -- that is to say.

A. 1 Children's Trust. The Trustee shall divide the trust property into separate and equal parts--one (1) part for each of my children living at that time, and one (1) part for the issue, as a group, of a deceased child of mine; and each part shall be a separate trust. Any part set aside for the issue, as a group, of a deceased child shall be further divided into separate and equal trusts for such issue, per stirpes. Said trusts shall continue to be administered under the terms herein at the sole and absolute discretion of my Trustee for the health, maintenance of accustomed standard of living, and education (including post graduate education) of said beneficiaries, and the Trustee is authorized, in its sole discretion, to distribute net income to or for the benefit of such beneficiaries from said trusts, and if distributed then at least annually, or at more frequent intervals as it determines proper, or accumulate any such income and add same to corpus if such income or portion thereof is not deemed, in its discretion, to be advisable for said beneficiaries' health, maintenance of accustomed standard of living, and education (including post graduate education).

As to each child's separate trust, the Trustee is given total discretion to sprinkle income and/or trust principal to and among that child's issue for their health, maintenance of accustomed standard of living and education (including post graduate education), with my Trustee

bearing in mind that each child is to be considered the primary beneficiary of their separate trust herein.

The Trustee may, in its sole discretion, also invade the principal of a beneficiary's trust, if it, in its sole discretion, deems such to be advisable in order to provide for the health, maintenance of accustomed standard of living, and education (including post graduate education) of that beneficiary.

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

A 2. Distribution of Trust Assets After my death, as to each of my children who are living, my Trustee shall pay over, transfer, deliver, assign and convey each child's portion of the corpus and any accumulated income of their separate trust to the child outright and free of trust, with all such distributions subject to the provisions of Paragraph F of Article VI of this Will. The Trustee shall have sole and unlimited discretion to determine the property, the proportion of property, and the value of the property involved, in order to determine what property shall comprise the portions to be paid to each beneficiary hereunder.

B. 1. Grandchildren's Trust Should one of my children die prior to the termination of their separate trust, said trust estate of my deceased child's trust shall vest in separate trusts for their living issue, per stirpes, subject to Paragraph F of Article VI of this Will. In the event a child of one of my children becomes a beneficiary of a trust hereunder, such trust assets shall be maintained under the provisions hereof for the benefit of the grandchild in a separate trust for their benefit. The principal and accumulated income of each grandchild's trust shall be distributed to the grandchild outright and free of trust in accordance with the following schedule: when each grandchild reaches the age of twenty-five (25) years, one-fourth ($\frac{1}{4}$) of the principal and accumulated income of that grandchild's separate trust shall be distributed free of trust to said grandchild; when each grandchild reaches the age of thirty (30) years, one-fourth ($\frac{1}{4}$) of the principal and accumulated income of that grandchild's separate trust shall be distributed free of trust to said grandchild; and when each grandchild reaches the age of thirty-five (35) years, the remainder of the principal and accumulated income of that grandchild's separate trust shall be distributed free of trust to said grandchild, with all such distributions subject to the terms and conditions of Paragraph F of Article VI herein. In the event a grandchild dies prior to the termination of his or her separate trust, then his or her assets shall vest in his or her issue, per stirpes, subject to Paragraphs F and J of Article VI herein; or in default of issue to his or her siblings or if deceased to their issue, per stirpes, subject to Paragraphs F and J of Article VI hereof.

B. 2. Death of a Child Without Issue. In the event one of my children dies prior to the termination of their separate trust, leaving no surviving issue or descendants, then the accumulated income and principal of the deceased child's separate trust shall be distributed equally to my surviving children's separate trusts, or if any are deceased, their share to the separate trusts set forth herein for their issue, per stirpes, or if such trusts have terminated, then outright to such surviving children, or if any are deceased, their share to their issue, per stirpes.

B. 3. Remote Contingent Beneficiary. In the event that all of my children and all of their issue shall die prior to the termination of this Trust, leaving no surviving issue or descendants, then the remaining assets of each trust shall be distributed equally to my heirs-at-law, at that time computed under the laws of descent and distribution of the State of Mississippi in effect at that time.

ARTICLE VI. TRUST PROVISIONS

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

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

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

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

C. During the minority or incapacity of any beneficiary to or for whom income or principal is authorized or directed to be paid, my Trustee may pay, transfer or assign same in any one

or more of the following ways. (a) directly to such beneficiary such amount as it may deem advisable as an allowance; (b) to the guardian of the person or of the property of such beneficiary; (c) to a relative of such beneficiary upon the agreement of such relative to expend such income or principal solely for the benefit of the beneficiary, and/or (d) by expending such income or principal directly for the health, education and maintenance of such beneficiary. My Trustee shall have the power in its uncontrolled discretion to determine whether a beneficiary is incapacitated, and its determination shall be conclusive.

D. The Trustee is specifically authorized and empowered to invest any part or all of the principal of the trust estate in any common trust fund which may be established and operated by and under the control of the Trustee and may combine any trusts created for the benefit of the same beneficiaries herein with substantially similar terms and provisions.

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

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

Should any beneficiary of the trust be disabled, incompetent, a debtor in any bankruptcy proceeding, a defendant in any filed or threatened legal proceeding, or in any way incapacitated at the time of any scheduled distribution of income or principal (including, but not limited to, physical or mental incapacity, drug, alcohol or gambling additions or abuses), the Trustee is authorized in its discretion to withhold such distribution of income and/or principal and continue to maintain such trust assets for the benefit of said beneficiary until such condition is removed. My Trustee shall have sole and absolute discretion to determine whether a beneficiary is disabled, incompetent or incapacitated and to determine when such conditions as detailed above have been removed. My Trustee shall be held exonerated and held harmless for exercising its discretion and shall be entitled to indemnification from the trust, provided such discretion is exercised in good faith.

This indemnification shall apply to this Paragraph and any other applicable Paragraphs herein where the Trustee shall exercise its discretion to determine the disability, incompetency or incapacity of any beneficiary herein, and the withholding of income and/or principal distributions as provided herein.

G. All trusts created in this Will are private trusts, 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 its administration of the trusts, but said Trustee shall render annual accounts to the income beneficiaries of the trusts. No person paying money or delivering property to the Trustee shall be required to see to its application. Bond shall not be required of the Trustee.

H. All trusts created herein are created under, are governed by, and are to be construed and administered according to the laws of the State of Mississippi, or of any future situs chosen by my Trustee, if in the Trustee's discretion such new situs is deemed advisable for the benefit of the beneficiaries. All questions about the validity, construction, and administration of the trusts created herein shall be governed by the laws of the State of Mississippi, or of any other jurisdiction that may be chosen by my Trustee as any new situs for the trusts if such situs and jurisdiction is deemed advisable for the benefit of the beneficiaries.

It is the Testatrix's intention that all trusts contained herein be classified as domestic trusts as defined by the Internal Revenue Code of 1986, as amended. Therefore, at all times the Trustee controlling substantial trust decisions shall be a United States fiduciary or United States person(s). Further, any power given to a Trustee or beneficiary of a trust, the possession or exercise of which would cause the trust not to qualify as a "United States person" as defined in Section 770(a)(30) of the Internal Revenue Code, shall be void and of no effect. The Trustee shall have the limited power to amend the trust instrument to establish or continue the classification of the trusts created herein as "United States persons."

I. Each Trustee hereunder (whether originally designated herein or appointed as successor) shall have the right to resign at any time by giving sixty (60) days written notice to that effect, specifying the effective date of such resignation, to the current income beneficiary or beneficiaries at the time of giving notice. Then, the herein named Successor Trustee shall take office, and if all herein named Trustees cease to serve, then a Successor Trustee may be appointed by an instrument delivered to such successor, with a copy to the existing Trustee, and signed by a majority of the income beneficiaries (of legal age) of the trust at that time, (or if any are minors, by the guardian of their persons). Further, the same above stated persons, in the order stated above, shall have the right at all times to replace any Trustee with or without cause; and further provided that Successor Co-Trustees may be appointed, but in all instances of any Successor Trustee, not herein named, one (1) such Successor Trustee must always be a federally insured bank or a trust company with trust powers maintaining an active, separate, functioning trust department with a trust investment department with full investment capabilities, or a company that manages trust assets as its predominant business function and is insured to the extent that the coverage would be comparable

to the business standard in the area of said company's location, or one (1) or more individuals deemed "independent" in accordance with Section 672 of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations promulgated thereunder, and further provided that no beneficiary, spouse, parent or child of any beneficiary of the trust be named or appointed as Successor Trustee or Co-Trustee, nor shall any person or entity serve as Successor Trustee that would not be considered an independent Trustee under the provisions of Section 672, Internal Revenue Code of 1986, as amended

In the event that such beneficiaries shall fail to designate a Successor Trustee within the time specified, the acting Trustee, or any other party in interest, may apply to a court of competent jurisdiction for the appointment of a successor and the judicial settlement of the accounts of the acting Trustee. Any Successor Trustee hereunder shall possess and exercise all powers and authority herein conferred on the original Trustee in the trust instrument or by law, without any act of conveyance or transfer

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

K Unless sooner terminated by the provisions of this Will, and notwithstanding the terms of any trust herein, each and every trust created hereby shall come to an end at the expiration of twenty-one (21) years after the death of the last survivor among myself, my children, and my children's issue who are living at the time of my death, and at the expiration of said time notwithstanding any provision to the contrary herein contained, the Trustee shall pay over to the then living income beneficiaries or if none, then in the same manner as set forth in Article V, Paragraph B.3 herein. In other words, notwithstanding any provision of this Will to the contrary, the interest of every beneficiary of any trust created by this Will shall vest within the period prescribed by the Rule Against Perpetuities

L. My Trustee shall have the authority to direct and require any Trustee and/or Custodian of any assets of any individual retirement accounts ("IRAs) and/or qualified retirement plans which have named a trust created herein as a designated beneficiary of all or any portion thereof, to make all minimum required distributions as defined by Section 401(a)(9) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations thereunder, or ERISA.

M. As to all trusts created herein which have been named, in whole or part, as the designated beneficiary of individual retirement accounts ("IRAs") and/or qualified plans, my Trustee

shall on an annual basis have the authority to compel distribution of monies from said IRAs and/or qualified plan in excess of the required minimum distribution amount for each said IRA and/or qualified plan as that amount is defined under Section 401(a)(a) of the Internal Revenue Code, as amended, and the Treasury Regulations thereunder, or ERISA.

N. As to all trusts created herein which have been named, in whole or part, as the designated beneficiary of individual retirement accounts ("IRAs"), my Trustee, in its sole discretion, may remove a Trustee and/or Custodian of an individual retirement account and appoint a successor trustee and/or custodian as long as the successor trustee and/or custodian is and always remains a federally insured bank, mutual fund company, brokerage firm or trust company with trust powers maintaining an active, separate, functioning retirement assets department with full investment capabilities, or a company that manages retirement assets as its predominant business function and is insured to the extent that the coverage would be comparable to the business standard in the area of said company's location; and further provided that no beneficiary, spouse, parent or child of any beneficiary of the trust and/or retirement asset be named or appointed as successor trustee or custodian, nor shall any person or entity serve as successor trustee that would not be considered an independent trustee under the provisions of Section 672, Internal Revenue Code of 1986, as amended

O. As to the Jessie Vic Jones Family Trust, in the event that all or a portion of the assets of said Trust consists of monies to be distributed from individual retirement accounts ("IRAs") and/or qualified plans, which have named said Trust as the designated beneficiary, then my Executor and/or Trustee shall have the authority, in its sole discretion, to compel the Trustee and/or Custodian of the said IRAs and/or qualified plans to distribute funds to the Executor and/or Trustee necessary to meet the taxes and expenses stated in Article II of this Will, taking into consideration the income tax owed on the monies distributed, and so long as the grant of this authority does not result in the Jessie Vic Jones Family Trust not being treated as a designated beneficiary for the said IRAs and/or qualified plans. In the event that the authority granted in the Paragraph would result in the Jessie Vic Jones Family Trust not being treated as a designated beneficiary for the said IRAs and/or qualified plans, then I revoke said authority of the Executor and/or Trustee to compel the distribution of funds from said IRAs and/or qualified plans to meet the taxes and expenses stated in Article II of this Will.

P. In the event that any corporate trustee shall hereafter merge or consolidate with any other bank or a trust company, then the corporation created by such merger or consolidation shall act as Successor Trustee hereunder, provided that such new surviving bank or trust company must be a federally insured bank or trust company with trust powers maintaining an active, separate, functioning trust department with a trust investment department with full investment capabilities, or a company that manages trust assets as its predominant business function and is insured to the extent that the coverage would be comparable to the business standard in the area of said company's location, and in such capacity shall possess and exercise all powers and authority herein conferred on the Trustee named herein.

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

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

S. If following my death, the principal of the Jessie Vic Jones Family Trust estate shall ever be less than \$50,000 00, or otherwise in the discretion of the Trustee there is a detrimental economic reality to maintaining the trust, such trust may be terminated, and if so, the assets and any accumulated income therefrom shall be distributed free of trust to the income beneficiaries thereof, or if minors, to their legal guardians in the proportions required under the terms thereof.

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

U. I hereby authorize my Trustee to take any necessary action and expend any reasonable amounts from my trust estate that it deems advisable in its sole and absolute discretion for the purposes of complying with all environmental laws and regulations and preventing, correcting, managing, studying, sampling, monitoring, or investigating any environmental problem, whether currently existing or subsequently arising (including, but not limited to, any release or threatened release of any contaminant into the indoor or outdoor environment), existing on, at, under or in connection with any property owned or operated directly by my trust and real property owned or operated by a closely held corporation or by a general or limited partnership in which my trust estate has an ownership or management interest (collectively, "Environmental Actions")

This power shall apply to any and all situations in which any governmental authority or third party has in any manner requested or required Environmental Actions, and any and all situations where my Trustee has identified a potential or existing environmental problem for which, in its sole and absolute discretion, Environmental Actions should be taken to avoid actual or potential loss to my trust estate, even though no request or requirement for any Environmental Actions has been received from a governmental authority or third party. Such power to expend trust estate funds shall extend to the exhaustion of my entire trust estate if the Trustee deems it advisable, in its sole and absolute discretion.

The Trustee shall have the power to determine in a fair and equitable manner, to the extent not then covered by statute, how the allocation of disbursements for Environmental Actions shall be charged between income and principal.

V. My Trustee shall be exonerated, reimbursed and indemnified from my trust estate for, from, and against any and all liabilities, obligations, losses, damages, penalties, actions, judgments, suits, claims, costs, expenses, and disbursements of any kind or nature whatsoever (including, without limitation, the reasonable fees and disbursements of counsel or consultants in connection with any investigative, administrative, or judicial proceeding, whether or not my Trustee is a party thereto) in any manner arising out of or not limited to, any violation of any applicable legal requirement or any release or threatened release of any contaminant into the indoor or outdoor environment, existing on, at, under or in connection with any property held in my trust estate, including, but not limited to, real property owned or operated directly by my trust and real property owned or operated by a closely held corporation or by a general or limited partnership in which my trust estate has an ownership or management interest (collectively, "Liabilities and Costs"), even if the Liabilities and Costs equal the entire value of my trust estate, provided, however, that my Trustee shall have no right to indemnification or reimbursement hereunder for any Liabilities or Costs due solely to my Trustee's gross negligence or willful misconduct. My Trustee shall not be personally liable to any beneficiary or any other party for an decrease in the value of assets in my trust estate by reason of my Trustee's compliance with any environmental laws.

W. My Trustee shall have the power to disclaim any power which, in its sole discretion, will or may cause my trustee to be considered an "owner" or "operator" of property held in my trust estate, under the provisions of the Comprehensive Environmental Response, Compensation and Liability Act, (CERCLA), as amended from time to time, or which shall cause my trustee to incur liability under CERCLA or any other federal, state, or local law, rule or regulation.

ARTICLE VII. TAX ELECTIONS

I am cognizant that the provisions of the federal Internal Revenue Code (and other applicable laws) in force at the time of my death and applicable to my estate may permit my Executor to elect

to claim certain expenses and losses as deductions on certain income, estate, or inheritance tax returns. Thus, I authorize my Executor to elect to claim such expenses and losses as deductions on the particular tax return or returns as my Executor in its sole discretion shall deem advisable, irrespective of whether such expenses and losses may be payable from (or attributable to) income or principal, and my Executor is directed not to make adjustments between income or principal or between the property interests passing to the beneficiaries under my Will which may be substantially affected as a result of my Executor's election under this Article. Further, I direct that the property interests determined as the result of my Executor's election under this Article shall be the interest that such beneficiaries will receive. Also, I exonerate my Executor from all liability for any such election and direct that no beneficiary shall have any claim against my Executor or my estate by reason of the exercise of my Executor's judgment in this respect.

**ARTICLE VIII.
EXECUTOR AND TRUSTEE POWERS**

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

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

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

C. To retain any security or other property owned by me at the time of my death, so long as such retention appears advisable, to exchange any such security or property for other securities or properties and to retain such items received in exchange. My Executor and Trustee may presume any securities owned by me at the time of my death to be of investment merit and worthy of retention by my Executor and Trustee. Such presumption shall not impair the power of sale or exchange or any other powers or discretion given the Executor or Trustee, but if said securities or any of them are retained by my Executor or Trustee for the duration of the administration of the estate proceedings or trust or any shorter period of time, my Executor or Trustee shall not be responsible or liable for any loss or decrease in the value of said securities or any of them by reason of such retention. My Executor and Trustee may also presume that the management of the companies whose

securities are held in the estate and trust from time to time should be supported. Such presumption shall not impair the power of voting such securities or any other powers or discretion given my Executor and Trustee, but if said securities or any of them are voted by my Executor or Trustee in favor of the management of the respective companies issuing them or in favor of any proposals supported by such management, my Executor or Trustee shall not be responsible or liable for any act of such management or for the loss or decrease in value of said securities or any of them, or of the estate, by reason of such voting

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

E To invest and reinvest (including accumulated income) in any property (real or personal) as they deem advisable, including stock (whether listed or unlisted) and unsecured obligations, undivided interests, interests in investment trusts, legal and discretionary common trust funds, leases, and property which is outside of my domicile, all without diversification as to kind or amount without being restricted in any way by any statute or court decision (now or hereafter existing) regulating or limiting investments by fiduciaries.

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

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

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

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

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

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

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

M To lease any real estate for such term or terms and upon such conditions and rentals in such manner as they may deem advisable (with or without privilege of purchase), including but

not limited to agricultural, commercial, and oil, gas and mineral leases, and any lease so made shall be valid and binding for the full term thereof even though same shall extend beyond the duration of the estate administration or the trust. With regard to mineral rights, to execute contracts, letter agreements, farm-out agreements, operating agreements, division orders, transfer orders, and any and all other related documents as needed in relation thereto. To insure against fire or other risk. To make repairs, replacements and improvements, structural or otherwise, to any such real estate. To subdivide real estate, to dedicate same to public use and to grant easements as they may deem proper.

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

O. To employ accountants, attorneys, investment advisors, money managers and such agents as they may deem advisable, and to grant same discretionary powers, as they may deem advisable; to pay reasonable compensation for their services and to charge same to (or apportion same between) income and principal as they may deem proper. In this regard, the Trustee should consider my chosen advisors and the beneficiaries of all trusts may recommend such advisors, attorneys, agents or accountants to my Trustee and I request the Trustee to consider such recommendation and where prudent and advisable consider the investment recommendations of such advisors.

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

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

such minor shall then reside shall constitute a full acquittance of my Executor or Trustee with respect to the legacy so paid or delivered, all subject to the provisions for distributions in the trusts contained herein.

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

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

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

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

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

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

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

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

The term "insurance policy" shall be deemed to include life insurance policies, annuity contracts, accident policies, and any retirement plan or contract under which death benefits can or are made payable to the Executor or Trustee

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

Y. The power, exercisable in their sole discretion, to make any election permitted under the applicable federal income and estate and gift tax laws and to make such accompanying adjustment between income and principal as they may deem proper. This power includes, but is not limited to, the power to make the election to recognize gain or loss on the distribution of property in kind, as now permitted under Section 643(d)(3) of the Internal Revenue Code of 1986, or as permitted in any later codification

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

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

b. My Trustee is authorized to allocate any portion of my GST exemption available under Section 2631(a) of the Internal Revenue Code, as amended, or under any corresponding state statute, if any, to any property as to which I am the transferor, including any property transferred by me during life as to which I did not make an allocation prior to my death

c. My Trustee is authorized to divide property in the trust with an inclusion ratio as defined in Section 2642(a)(1) of the Internal Revenue Code, as amended, of neither one nor zero into separate trusts representing two fractional shares of the

property being divided, one to have an inclusion ratio of one and the other to have an inclusion ratio of zero

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

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

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

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

ARTICLE IX.
BUSINESS CONTINUATION POWERS

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

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

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

C. To hire and discharge officers and employees, fix their compensation and define their duties; and similarly to employ, compensate and discharge agents, attorneys, consultants, advisors, accountants and such other representatives as the Executor may deem appropriate, including the right to employ any beneficiary or my estate in any of the foregoing capacities and to grant same discretionary powers.

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

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

F. To take any action required to convert any corporation or other entity into a partnership, a limited liability company, a sole proprietorship, an S-Corporation, or other entity, and to take any action to qualify for farm subsidy or FSA crop payments as allowed

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

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

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

J. To sell or liquidate all or any part of any business, including but not limited to real property, at such time and price and upon such terms and conditions (including credit) as the Executor may determine. The Executor is specifically authorized and empowered to make such sale to any partner, officer or employee of the business (or to any individual executor) or to any beneficiary hereunder.

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

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

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

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

ARTICLE X. EXECUTOR AND TRUSTEE

I appoint my son, RANSOM CARY JONES, JR., as Executor of my estate, and if he predeceases me, fails to qualify, or otherwise ceases to serve, I appoint VIRGINIA ANNE JONES WHITLEY as Successor Executor of my estate, and if she predeceases me, fails to qualify, or otherwise ceases to serve, I appoint VICKI JONES FULLER as Alternate Successor Executor of my estate. I direct that said person or any successor shall serve without the necessity of making bond, inventory, accounting or appraisal to any court, to the extent that same may be properly waived under the law. However, this waiver shall not prevent my Executor from electing to obtain bond or

file such inventory, accounting or appraisal if it so deems advisable and if so same shall be entitled to reimbursement from the estate for the cost thereof

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

I appoint as Trustee of all trusts created herein my RANSOM CARY JONES, JR., and if he predeceases me, fails to qualify, or otherwise ceases to serve, I appoint VIRGINIA ANNE JONES WHITLEY as Successor Trustee, and if she predeceases me, fails to qualify, or otherwise ceases to serve, I appoint VICKI JONES FULLER as Alternate Successor Trustee. Notwithstanding anything contained herein to the contrary, no Trustee who is also a trust beneficiary shall have any authority to pay to or for the benefit of themselves or their issue any trust income or principal such power being vested in one (1) or more of the other herein named Trustees, or if there are no other Trustees, then the consent of an adverse party shall be obtained prior to any such distribution. I also direct that said Trustees or any successor shall serve without the necessity of making bond, inventory, appraisal or accounting to any court to the extent that same may be properly waived under law. However, this waiver shall not prevent my Trustee from electing to obtain bond or file such inventory, accounting or appraisal if it so deems advisable and if so it shall be entitled to reimbursement from the estate for the cost thereof

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

**ARTICLE XI.
COMMON DISASTER**

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

**ARTICLE XII.
DISCLAIMERS**

I hereby authorize and empower all beneficiaries of my estate, or if any of such beneficiaries be deceased or otherwise incapacitated, their respective executor or executrix, administrator or administratrix, or personal representative or agent, hereunder to disclaim all or any portion of my estate herein provided for them. To be effective, such disclaimer shall be in writing and shall be delivered to my Executor within the period designated by the Internal Revenue Code effective at the

date of my death. Any portion of my estate so disclaimed by my children, their issue, or any other beneficiary of my estate shall be distributed in accordance with the terms of this Will, as if said person or persons disclaiming had predeceased me.

I, JESSIE VIC JONES, have signed this Will, which consists of twenty-one (21) pages, on this the 8th day of June, 2007, in the presence of Ralph A. Yelverton and Natalie S. Hutto, who attested it at my request.

Jessie Vic Jones
JESSIE VIC JONES, Testatrix

The above and foregoing Will of Jessie Vic Jones was declared by her in our presence to be her Will and was signed by her in our presence and at her request and in her presence and in the presence of each other, we the undersigned witnessed and attested the due execution of the Will of Jessie Vic Jones on this the 8th day of June, 2007

Ralph A. Yelverton of 116 Ridgecrest Dr
Ridgeland, MS 39157

Natalie S. Hutto of 114. Savoy Park
Madison, MS 39110

Jessie Vic Jones
JESSIE VIC JONES

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF JESSIE VIC JONES

CAUSE NO. _____

PROOF OF WILL

Be it known and remembered that on this 8th day of June,
A.D. 2007, before me, the undersigned authority, personally came and appeared
Ralph A. Yelverton, one of the subscribing witnesses to that certain
instrument of writing purporting and alleged to be the Last Will and Testament of Jessie Vic Jones,
bearing date of the 8th day of June, 2007, and he/she, having first
carefully examined and inspected said instrument and the signature thereto, and having been by me
first duly sworn, deposed and said that the said Jessie Vic Jones, signed, published and declared said
instrument of writing as and for her Last Will and Testament in the presence of this deponent on the
day of the date of said instrument; that said Jessie Vic Jones was then of sound and disposing mind,
memory and understanding, and able and competent in law and in fact to make a Will, and at that
time was a bona fide resident of Madison County, Mississippi, where she had maintained her fixed
place of residence prior to said date; and that said Jessie Vic Jones was then more than eighteen years
of age, and that this deponent and the other witness subscribed said instrument as witness thereto,
at the instance and request and in the presence of said testatrix and in the presence of each other on
the date aforesaid

Address of Witness

1/6 R. Street Dr.
Ridgeland, MS 39152

R A Y
_____, Witness

SWORN TO AND SUBSCRIBED before me by Ralph A. Yelverton,
(Witness)

this 8th day of June, A D , 2007.

H. Duhan Goff
NOTARY PUBLIC



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE
OF JESSIE VIC JONES

CAUSE NO. _____

PROOF OF WILL

Be it known and remembered that on this 8th day of June, A.D., 2007, before me, the undersigned authority, personally came and appeared Natalie S. Hutto, one of the subscribing witnesses to that certain instrument of writing purporting and alleged to be the Last Will and Testament of Jessie Vic Jones, bearing date of the 8th day of June, 2007; and he/she, having first carefully examined and inspected said instrument and the signature thereto, and having been by me first duly sworn, deposed and said that the said Jessie Vic Jones, signed, published and declared said instrument of writing as and for her Last Will and Testament in the presence of this deponent on the day of the date of said instrument; that said Jessie Vic Jones was then of sound and disposing mind, memory and understanding, and able and competent in law and in fact to make a Will, and at that time was a bona fide resident of Madison County, Mississippi, where she had maintained her fixed place of residence prior to said date; and that said Jessie Vic Jones was then more than eighteen years of age, and that this deponent and the other witness subscribed said instrument as witness thereto, at the instance and request and in the presence of said testatrix and in the presence of each other on the date aforesaid.

Address of Witness

114 Savory Park
Madison, MS 39110

Natalie S. Hutto
, Witness

SWORN TO AND SUBSCRIBED before me by Natalie S. Hutto,
(Witness)
this 8th day of June, A D., 2007.

[Signature]
NOTARY PUBLIC



MADISON COUNTY MS This instrument was
filed for record August 30, 2007.

Book 41 Page 780
ARTHUR JOHNSTON, C. C.

BY: [Signature] D.C.



LAST WILL AND TESTAMENT

OF

2007-734

BLANCHE G. GAMBRELL

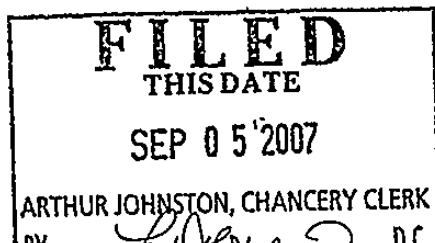
I, BLANCHE G. GAMBRELL, a resident citizen of Rankin County, Mississippi, and being over the age of twenty-one (21) years and of sound and disposing mind and memory, do hereby make, declare and publish this to be my Last Will and Testament, and I hereby specifically revoke any and all former wills, codicils and other testamentary devices heretofore made by me.

ITEM I.

I direct that all of my debts, including my funeral expenses, expenses of my last illness and expenses of the administration of my estate be paid by my Executrix/Executor hereinafter named.

ITEM II.

I do hereby appoint PEGGY G. BRIDGES to be Executrix/Executor of this my Last Will and Testament. In the event that PEGGY G. BRIDGES is unable or unwilling to serve in this capacity I hereby appoint WENDELL GAMBRELL, as Substitute Executor/Executrix of this my Last Will & Testament; hereby waiving all of the formalities which I am by the laws of the State of Mississippi empowered to waive and do require no bond or accounting of said Executrix/Executor.



BGG
BGG

ITEM III.

I do hereby give, devise and bequeath all of my property of which I die seised and possessed, be it real, personal or mixed, wheresoever situated and whether acquired before or after the making of this Will to my Spouse, W. HOLMES GAMBRELL.

ITEM IV.

In the event that my Spouse and I shall perish in a common disaster such that it is impossible to determine which of us predeceased the other, then it shall be presumed that I survived her and she perished first and this presumption shall be controlling.

ITEM V.

In the event my Spouse shall not survive me, I do hereby instruct my Executrix/Executor or Substitute Executrix/Executor to reduce my Estate to liquid capital by selling all personal property not otherwise disposed of, including real property and automobile to be dispersed as hereinafter stated.

ITEM VI.

In the event that my Spouse shall not survive me, I do hereby give, devise and bequeath from the corpus of my Estate to my Grandchildren, MARK SHEPARD, \$25,000.00, SUZANNE STEWART, \$25,000.00, RENEE GAMBRELL RICHARDSON, \$25,000.00, WENDY GAMBRELL GRAY, \$25,000.00, AND CHRISTY MARIE GAMBRELL BALL, \$25,000.00.


BGG

ITEM VII.

In the event that my Spouse shall not survive me, and subject to provisions of ITEMS VI and VIII, then I give, devise and bequeath the remainder of my estate of which I die seised and possessed, be it real, personal or mixed, wheresoever situated and whether acquired before or after the making of this Will to my Children, PEGGY G. BRIDGES AND WENDELL GAMBRELL, in equal shares, share and share alike, per stirpes.

ITEM VIII.

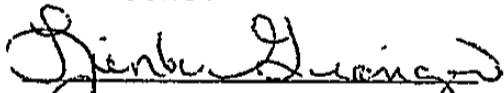
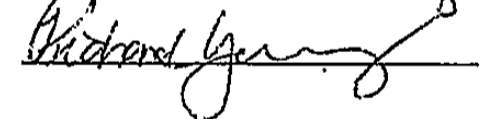
I do hereby give, devise and bequeath to my Daughter, PEGGY G. BRIDGES, my personal jewelry.

The foregoing Will consists of four pages, including this page, at the bottom of each I have initialed my name.

WITNESS MY SIGNATURE, this the 23 day of March, 2001.


BLANCHE G. GAMBRELL

WITNESSES:

We, John George and Richard Young do certify that BLANCHE G. GAMBRELL, made, declared and published the foregoing instrument to be her Last Will and Testament, in our presence and that she signed and subscribed the same as her Last Will and Testament in our presence especially and expressly requesting us to be the subscribing witnesses, each signing in the presence of the Testator/Testatrix and in the presence of each other.

WITNESS OUR SIGNATURES, this the 23rd day of March, 2001.

John George

ADDRESS 221 Acornfield Pl
Brandon, MS 39047

Richard Young

ADDRESS 5500 PLAZA Dr.
Brandon, MS 39047

MADISON COUNTY MS This instrument was filed for record September 5, 2007.

Book 41 Page 802
ARTHUR JOHNSTON, C C
BY L. Jones DC



BGG

2007-831

LAST WILL AND TESTAMENT

OF

JAMES E. FOWLER

FILED

THIS DATE

SEP 07 2007

ARTHUR JOHNSTON, CHANCERY CLERK

BY R. Jones D.C.

I, JAMES E. FOWLER, one and the same person as James E. Fowler, Sr., an adult resident citizen of Madison County, Mississippi, being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any and all other wills and codicils heretofore made by me.

ITEM I.

I appoint my wife, FRANCES TRULL FOWLER, of Jackson, Mississippi, and my friend, ANTHONY T. PAPA, of Jackson, Mississippi, as Co-Executors of my Estate under this Will. In the event that my wife should be or become unable or unwilling to serve as such Co-Executor, I hereby appoint my daughter, REBECCA F. BRISTER, as successor Co-Executor to serve with ANTHONY T. PAPA. Should ANTHONY T. PAPA be or become unable or unwilling to serve as such Executor of my estate, I direct that my daughter, REBECCA F. BRISTER, shall serve as Co-Executor with my wife, FRANCES TRULL FOWLER. In the event that both FRANCES TRULL FOWLER and ANTHONY T. PAPA should be or become unable or unwilling to serve as Co-Executors, I direct that my daughter, REBECCA F. BRISTER, shall serve as sole successor Executor of this Will. The Co-Executors appointed under this Item I may be collectively referred to hereafter as "Executor". I direct my Executor to pay all of my just debts and obligations which may be probated, registered and allowed against my estate as soon as may be conveniently done

ITEM II

My wife's name is FRANCES TRULL FOWLER, and she is sometimes referred to herein as "my wife". I have one (1) child now living and she is REBECCA F. BRISTER. She is herein referred to as "my child". My son, JAMES E. FOWLER, JR., and my daughter, JAMIE F. BOYLL, have predeceased me.

ITEM III.

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

James E. Fowler
JAMES E FOWLER

me, I devise and bequeath my interest in our homestead to my daughter, REBECCA F BRISTER. In making this bequest, I recognize that the alternate bequest of my home to my daughter, REBECCA F. BRISTER, shall pass to her free of any estate taxes.

ITEM IV.

I give and bequeath to my wife, FRANCES, if she survives me, my clothing, books, jewelry, sport equipment and other personal effects. If my wife does not survive me, I bequeath these items of tangible personal property to my daughter, REBECCA F. BRISTER.

ITEM V.

All furniture, furnishings, ornamental decorations, silverware, china, pictures, linens, glassware and the like located in our home is the property of my wife. I have no right to dispose of these items and hereby confirm her title to them. However, if my wife predeceases me and I become the owner of any such property, I give and bequeath my interest therein to my daughter, REBECCA F. BRISTER. Notwithstanding the foregoing provisions, I request my executor prior to the distribution of the tangible personal property to my daughter, REBECCA F. BRISTER, under this Item of my Will, to distribute to the children of my deceased daughter, JAMIE, portraits, pictures or other items of tangible personal property that relate to my daughter, JAMIE, or that relate to her children, especially any items of tangible personal property as to which the children of my deceased daughter, JAMIE, might have sentimental attachment. I am leaving this matter to the discretion of my executor (actually executors), since I have trust and confidence that they will act appropriately regarding this matter.

ITEM VI.

A. 1 I give, devise and bequeath all of the rest, residue and remainder of my estate ("Residuary Estate"), not already in Trust, to the Trustee of the James E. Fowler Living Trust, as now or hereafter amended, to be held, administered, and distributed under the terms and provision of such Trust. Such Trust was amended and restated on January 14, 2004, by an Amended and Restated Revocable Trust Agreement entered into by me, James E. Fowler as Creator, and by me, as the Trustee of such Trust.

2. Based upon the terms and provisions contained in this Will and in such Revocable Trust Agreement, I do not anticipate that any estate or other Death Taxes shall become owing by my estate if my wife survives me. However, I have inserted a provision for the payment of such Death Taxes under the provisions of Item


JAMES E. FOWLER

VII hereafter, in the event that any such taxes do become owing as a result of my death.


B. 1. If my wife does not survive me, I give, devise and bequeath my Residuary Estate to the Trustee of the James E. Fowler Living Trust to be held, administered, and distributed under the terms and provisions of such Trust. Such Trust was amended and restated on January 14, 2004, by an Amended and Restated Revocable Trust Agreement entered into by me, James E. Fowler as Creator, and by me, as the Trustee of such Trust.

2. I recognize that my estate shall become liable for the payment of Death Taxes (estate taxes), as that term is defined in Item VII hereafter, as a result of my death if my wife does not survive me. In such event, to the extent feasible, all such Death Taxes shall be paid from the property owned by me which is separate and apart from the assets in the aforesaid James E. Fowler, Sr Living Trust. However, I recognize that I may subsequently transfer additional assets to the aforesaid Living Trust, and it is possible that there may be insufficient assets in my probate estate to pay the estate taxes generated as the result of my death. In such case, it is my direction that none of the estate taxes be paid or borne by the property passing under Items III through V above, but that any such additional estate taxes be paid from said Living Trust. At the present time, the Successor Trustees of the Living Trust and the Co-Executors of my Estate are the same persons. Therefore, I anticipate that my Trustees and my Executors shall work together regarding the source of payment of estate taxes. Further, I recognize that some assets which are owned by me individually should not be sold to raise funds to pay estate taxes if there are sufficient assets in the Living Trust to pay such estate taxes, or a portion thereof.

ITEM VII.

A. Based upon the provisions of this Will and present federal and Mississippi estate tax laws, it is my understanding that no Death Taxes shall be imposed upon my estate at my death if my wife survives me. Should any such Death Taxes become owing by my estate, such Death Taxes shall be paid and borne in the manner provided under Item VI hereof except as otherwise provided in this Item.

B. Except as otherwise provided in this Item, if my wife does not survive me, all Death Taxes shall be paid and borne in the manner provided under the provisions of Item VI, Paragraph B, of this my Will. It is my intention that Death Taxes shall not be charged to or against any recipient, beneficiary, transferee, or owner of any such property or interests in property included in my estate for such tax purposes, except as provided in the following provisions of this Item.


JAMES E. FOWLER


1. All Death Taxes in respect of any property or interests in property included in my gross estate under Sections 2035 of the Code (certain gifts made within three years of death), 2036 of the Code (transfers with a retained life estate), 2037 of the Code (transfers taking effect at death), 2038 of the Code (revocable transfers), 2039 of the Code (annuities), 2040 of the Code (joint interests), and 2042 of the Code (life insurance proceeds) shall be charged against and paid by the recipient or beneficiary of such property or interest in property or from the property or interest in the property.

2. All Death Taxes in respect of any property or interests in property included in my gross estate under Section 2041 of the Code (general powers of appointment) shall be charged against and paid by the recipient or beneficiary of such property or interest in property or from the property or interest in the property. Provided, however, that if the general power is exercisable by this Will and is not exercised by other provisions of this Will, I hereby exercise the power to the extent of directing the recipient or recipients of the property to which this general power of appointment relates to pay to or on behalf of my Executor all the additional Death Taxes, with the amount of said additional Death Taxes to be determined in the manner provided in Paragraph C of this Item. However, the above provisions of this subparagraph shall not apply to Death Taxes on property included in my gross estate solely because I had a withdrawal right over a fractional share or pecuniary portion of the property, limited to the amount set forth in Section 2514(e)(1) of the Code (currently, five thousand dollars (\$5,000)) or the percentage set forth in Section 2514(e)(2) of the Code (currently, five percent (5%)). Said Death Taxes shall be paid as provided in Paragraph A of this Item. I am unaware of any such general powers.

3. Notwithstanding the provisions of Subparagraphs 1 and 2 of this Paragraph B, there shall be no apportionment (a) against any donee or recipient of any such property or interest in property which is a qualified charity under Code Section 2055 and the property or interest in property was allowed in my federal estate tax proceedings as a charitable deduction; and (b) against my surviving spouse, if she is a donee or recipient of any such property or interest in property and the property or interest in property was allowed in my federal estate tax proceedings as a marital deduction under Code Section 2056.

4. Death Taxes on Qualified Retirement Benefits, as that term is hereinafter defined in Paragraph F of this Item, shall be paid by the recipient of such benefits.

5. Any generation-skipping transfer tax, other than a generation-skipping transfer tax on a direct skip of property passing as part of my estate and disposed of under this Will prior to the article disposing of my residuary estate, shall be charged to the property constituting the transfer in the manner provided by Section



JAMES E. FOWLER

2603(b) of the Code. The generation-skipping transfer tax on such a pre-residuary direct skip shall be paid as provided in Paragraph A of this Item.

6. Taxes imposed under Section 2701(d) of the Code shall be apportioned and paid in the manner provided in Chapter 14 of the Code.


7. If any Death Taxes are imposed on property includable in my estate by reason of Section 2044 of the Code or any similar state estate or inheritance tax provision, I direct my Executor to recover such Death Taxes as provided under Section 2207A of the Code or as provided under any similar state estate or inheritance tax provision as to such Death Taxes.

8. Notwithstanding any other provision to the contrary, no Death Taxes shall be apportioned against, be allocable to, or payable from any property (or interest in property) that is elected and deducted from my gross estate under Section 2057 of the Code (relating to qualified family-owned business interests) Nevertheless, on the occurrence of any recapture event set forth in Section 2057(f) of the Code, any Section 2057(f) of the Code recapture taxes shall be paid and apportioned as provided in Sections 2057(f) and 2057(i)(3) of the Code.

9. The provisions of Paragraph B of this Item shall not override the provisions contained herein requiring that the disclaimed portion of any marital trust bear any Death Taxes attributable to such disclaimer

C. Except for Death Taxes imposed upon my estate by reason of Section 2044 of the Code, the amount of the Death Taxes to be charged against any donee or recipient shall be determined by multiplying a fraction (the numerator of which shall be the federal estate tax value of the property to be apportioned as finally determined in my federal estate tax proceedings and the denominator of which shall be the total value of my taxable estate for such federal estate tax purposes) times the net amount of such Death Taxes payable by my estate after the application of all credits against such Death Taxes.

D. I hereby make specific reference to Section 2207A of the Code (concerning tax on QTIP property), Section 2207B of the Code (concerning tax on property included under Section 2036 of the Code), and Section 2603(b) of the Code (concerning the generation-skipping transfer tax under Chapter 13 of the Code) and to corresponding provisions of state law, and I direct that they shall apply to the extent they are consistent with the provisions of this Item and shall not apply to the extent they are inconsistent with the provisions of this Item.



JAMES E. FOWLER

E. I hereby make specific reference to the Mississippi Uniform Estate Tax Apportionment Act, and I hereby direct that it shall apply to the extent it is consistent with the provisions of this Item and shall not apply to the extent it is inconsistent with the provisions of this Item

F. For purposes of this Will, the following terms are defined as follows:

1 The term "Death Taxes" means any estate, inheritance, and other similar taxes and duties, and interest and penalties thereon, that the United States or any State or subdivision thereof (and, to the extent my Executor determines, any foreign government or subdivision thereof) imposes by reason of my death, but shall exclude (a) any additional tax under Section 2032A(c) of the Code, (b) any tax under Section 2056A of the Code, and (c) any generation-skipping transfer taxes.

2 The term "Qualified Retirement Benefits" means amounts held in or payable to a plan (of whatever type) qualified under Section 401(a) of the Code or Section 403(a) of the Code, an individual retirement arrangement under Section 408 of the Code, or a tax-sheltered annuity under Section 403(b) of the Code.

ITEM VIII.

If my wife and I die simultaneously, or under circumstances which make it difficult to determine which of us died first, I direct that my wife be deemed to have survived me for purposes of this Will. If any legatee or devisee other than my wife shall die simultaneously with me or under such circumstances as to render it difficult or impossible to determine who predeceased the other, I hereby declare that I shall be deemed to have survived such legatee or devisee. 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 IX.

A. I have designated and appointed the Co-Executors of my estate and the successor Co-Executors of my estate under the provisions of Item I above. All rights, powers, duties and discretions granted to or imposed upon my Co-Executors shall be exercisable by and imposed upon any successor Co-Executors or Administrator. Where used throughout this Will, the terms "Executor" and "Administrator" may be used interchangeably and shall apply to whoever may be serving as personal representative of my estate, whether one or more than one



 JAMES E. FOWLER

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

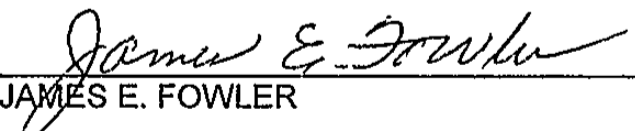
C. My Executor shall have discretion to select property to be distributed in satisfaction of any devise or bequest provided in this Will without respect to the income tax basis of the property. In making a selection, my Executor is excused from any duty of impartiality with respect to the income tax basis of the property. My Executor may satisfy any pecuniary bequest provided in this Will in cash or in kind or partly in cash and partly in kind; however, any asset distributed in kind shall be valued at its date of distribution value. However, my Executor shall not exercise this discretion in any manner that will result in a loss of or decrease in the marital deduction otherwise allowable in determining the federal estate tax due by my estate.

D. No person dealing with my Executor shall be obligated to see to the application of any moneys, securities, or other property paid or delivered to my Executor, or to inquire into the expediency or propriety of any transaction or the authority of my Executor to enter into and consummate the transaction upon such terms as my Executor may deem advisable.

E. My Executor shall have the power to disclaim any part or all of my interest in any property which is or has been devised or bequeathed to me, whether outright or in trust, provided such disclaimer is made within the time period required for the disclaimer to qualify under Section 2518 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future law. Also, the Executor or Administrator of my wife's estate shall have the power and authority to disclaim her interest in any of the property given, devised and bequeathed to her under the terms of this Will if she should die within nine months after my death.

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

G. I specifically authorize my Executor to borrow such funds as may be necessary to pay my debts, administration expenses, and taxes of my estate, and to pledge such of my property, real or personal, as may be necessary to secure such loan. However, my Executor shall not pledge any property specifically devised or bequeathed herein. My Executor shall not be required to pay or otherwise satisfy such loan prior to



JAMES E. FOWLER

the closing of my estate and the discharge of my Executor, but in satisfaction of any bequest herein, my Executor may distribute such property at its value net of such loan.


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

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

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

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

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



JAMES E. FOWLER

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

N. In addition to the powers afforded to my said personal representative by the Uniform Trustees' Powers Act, I hereby give and grant to my Executor the following powers, by way of illustration and not of limitation:

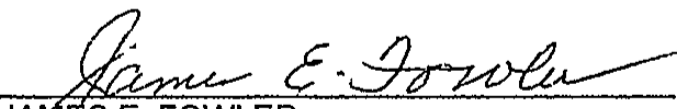
a. To pay, settle or compound any and all rights, debts, demands, or claims, either in favor of or against my estate, upon such terms as the Executor may deem fit and for such purposes to give or receive full receipts and discharges.

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

c. To claim expenses as either income or estate tax deductions when an election is permitted by law and to make such adjustment of tax between income and principal as the Executor shall deem proper. In allocating income to the payment of estate administration expenses, my Executor shall not exercise such power in a manner so as to materially limit my wife's substantial beneficial enjoyment of the income of any assets that qualify for the federal estate tax marital deduction. The decision of my Executor shall be binding and conclusive on all persons.

d. To make any and all other elections permitted by any tax law applicable to the estate and in the discretion of the Executor to make or not make adjustments among the beneficiaries as to the income or principal of the estate as a result of the exercise of such election(s)

e. To exercise the election to claim the "family-owned business deduction" with respect to any "qualified family owned business" passing under the Will or in trust, as provided in Section 2057 of the Code. Such election may be exercised, partially exercised or not exercised as my Executor, in my Executor's absolute discretion, shall determine to be in the best interests of my estate and my beneficiaries as a group.



JAMES E. FOWLER

ITEM X.

I have given very thorough consideration to the terms and provisions contained in this Will and feel that the terms and provisions contained in this Will are in the best interest of my wife and my children taking into account many facts and circumstances. I feel very strongly that all beneficiaries under this Will should abide by its terms and provisions. Therefore, in the event that any beneficiary institutes, takes part in, or files any pleadings, or conducts or participates in any proceeding in any Court or other type of tribunal that may have jurisdiction over my Will, or over the terms of any trust or trusts created under this Will, and in such pleading or proceeding, the beneficiary contests, objects to, or otherwise opposes, or seeks to modify, change, set aside, or render null and void this Will or any provision contained in this Will, then any and all provisions made under the terms and provisions of this Will for the benefit of any such beneficiary or beneficiaries shall thereupon be revoked, and the provisions of this Will and any and all trusts created under this Will shall be construed and administered as though such beneficiary had died one minute prior to the time of my actual death. To the extent that some question regarding the construction or interpretation of provisions of my Will should occur in the future because of an unusual circumstance or situation, my Executor, or my Trustee, is hereby authorized to obtain the instructions of any court having jurisdiction over this Will or over any trusts created under this Will regarding any such question of construction or interpretation that might arise.

IN WITNESS WHEREOF, I have hereunto set my hand and seal to this my Will on the 24th day of February, 2004.

James E. Fowler
 JAMES E. FOWLER

WITNESSES:

Julius J. Jr. Lawrence
Robert P. Smith

ATTESTATION

We, the undersigned, as subscribing witnesses, do hereby acknowledge and affirm that the foregoing written instrument was exhibited to us by JAMES E. FOWLER as his Last Will and Testament, that he signed the same in our presence and in the presence of each of us, and that we, at his request, and in his presence and in the presence of each other, hereto affixed our signatures as subscribing witnesses thereto, this the 24th day of February, 2004

Helinda M. Mc Laurin
Phil [unclear]

PROOF OF WILL

STATE OF MISSISSIPPI

COUNTY OF HINDS

We, Melinda M. McLaughlin and Richard T. Smith, on oath state that we are the subscribing witnesses to the attached written instrument dated the 24th day of February, 2004, which has been represented to us to be the Last Will and Testament of JAMES E. FOWLER, who indicated to us that he 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 Testator, in our presence and in the presence of each of us, signed the instrument at the end thereof and declared the instrument to be his Will, and requested that we attest to the execution thereof whereupon, in the presence of the Testator and in the presence of each other, each of us signed our respective names as attesting witnesses. At the time of the execution of the instrument, the Testator was over eighteen (18) years of age, and in our opinion was of sound mind, in full possession of his mental faculties, and acting without undue influence, fraud or restraint

DATED this 24th day of February, 2004.

Melinda M. McLaughlin
Signature of Witness
148 Pavilion Dr.
Street Address
Brandon, MS 39042
City and State

Richard T. Smith
Signature of Witness
345 Williams Rd.
Street Address
Florence Ms 39073
City and State

MADISON COUNTY MS This instrument was filed for record September 7, 2007.

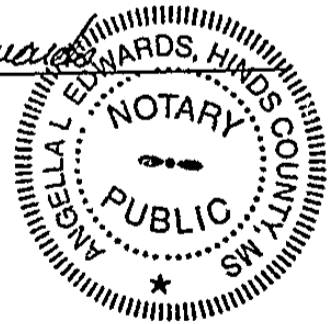
Book 41 Page 806
ARTHUR JOHNSTON, C. C.

BY Rogene D.C.



Subscribed and sworn to before me on this the 24th day of February, 2004.

Angella L. Edwards
NOTARY PUBLIC



My Commission Expires:

MY COMMISSION EXPIRES MAY 3, 2007