

9. To borrow against or obtain the cash surrender value of any of my life insurance policies, and to transfer the ownership of any such policies to the beneficiaries named therein; to create, and to add to, inter vivos trusts for my benefit; to make gifts to beneficiaries named in my Will by way of total or partial satisfaction of any bequests or devises made to such beneficiaries in my Will as written at the time of such gifts.

GIVING AND GRANTING unto my said attorney full power and authority to do and perform any and all act, deed, matter and thing whatsoever in and about my estate, property and affairs as fully and effectually to all intents and purposes as I might or could do in my proper person if personally present, the above specifically enumerated powers being in aid and amplification of the full, complete and general power herein granted and not in limitation or definition thereof; and hereby ratifying all that my said attorney shall lawfully do or cause to be done by virtue of these presents.

In accordance with Tennessee Code Annotated Section 34-6-105, I do hereby specifically provide that this Power of Attorney shall remain in full force and effect and will not be revoked by operation of law should I become beset by mental or physical incompetency or disability.

I further provide that any person, firm, banking institution, corporation, or other entity may continue to recognize the authority of this Power of Attorney until it receives written notice of revocation.

IN WITNESS WHEREOF, I have hereunto set my hand, on this the 13th day of August, 2001.

Louise Sharp
LOUISE SHARP

STATE OF TENNESSEE
COUNTY OF SHELBY

Personally appeared before me, the undersigned notary public for said county and state, **Louise Sharp**, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to this instrument, and acknowledged that she executed the foregoing instrument for the purposes therein contained.

WITNESS MY HAND AND OFFICIAL SEAL at office in Memphis, Tennessee, on this the 13th day of August, 2001.

David E. Burkhardt
NOTARY PUBLIC

My Commission Expires: *May 14, 2002*



LAST WILL AND TESTAMENT

OF

LOUISE SHARP

I, LOUISE SHARP, a resident citizen of DeSoto County, Mississippi, being of sound mind and disposing memory, hereby make, publish and declare this my Last Will and Testament in the manner following, hereby specifically revoking any and all Wills and Codicils by me at any time heretofore made.

I.

I direct that my Executrix or her successor, hereinafter named, pay all of my just and legal debts, including the expenses of my last illness and burial, and administration expenses and costs, as soon as practicable after my death, as well as all taxes, estate and inheritance or otherwise, which may be or become due.

II.

I give, devise and bequeath unto my daughter, Nelda J. Smith, all of my estate, real, personal and mixed, wheresoever situate and found, in fee simple and absolute.

III.

In the event I am predeceased by my daughter, Nelda J. Smith, then the share of such child shall pass to her issue alive at the time of my death in equal shares and shall be paid to the legally appointed guardian of said grandchild if he or she shall be under the age of eighteen (18) years.

IV.

I hereby nominate and appoint my daughter, Nelda J. Smith, as Executrix of this, my Last Will and Testament, and direct that she shall not be required to furnish bond, inventory or make accounting or settlement with any court or other authority as such Executrix.

THIS IS THE FIRST PAGE OF THIS, MY LAST WILL AND TESTAMENT.

LOUISE SHARP

P BK 91 PG 43

IN WITNESS WHEREOF, I have hereunto set my hand this 13th day of August, 2001, and do publish and declare this to be my Last will and Testament in the presence of each and all the subscribing witnesses whom I have requested to act as such by signing their names as attesting witnesses in my presence and in the presence of each other and signing the Affidavit below pursuant to the provision of M.C.A. 91-7-9.

LOUISE SHARP, Testatrix

WITNESSES:

Name

Address

Name

Address

THIS IS THE SECOND PAGE OF THIS, MY LAST WILL AND TESTAMENT.

LOUISE SHARP

AFFIDAVIT

STATE OF TENNESSEE
COUNTY OF SHELBY

We, the undersigned, being first duly sworn, make oath that LOUISE SHARP, on the day and date above written, declared and signified to us that the above instrument is her Last Will and Testament; that she then signed said instrument in our sight and presence; that we, at her request and in her sight and presence, and in the sight and presence of each other, then subscribed our names thereto as attesting witnesses; that at the time of the execution the Testatrix was more than eighteen (18) years of age, of sound mind and disposing memory and did not appear under any undue influence and that the undersigned, each being more than eighteen (18) years of age, make and sign this Affidavit at the Testatrix' request on the day and date written above.

Name Address

Name Address

SWORN TO AND SUBSCRIBED before me this 13th day of August, 2001.

My Commission Expires: _____
Notary Public

THIS IS THE THIRD AND FINAL PAGE OF THIS, MY LAST WILL AND TESTAMENT.

LOUISE SHARP