

WARRANTY DEED

DONALD BRUCE ANDERSON AND FRANCES A. MCDANIEL

GRANTOR(S)

TO

ALEXANDER ROAD, LLC,
A MISSISSIPPI LIMITED LIABILITY COMPANY

GRANTEE(S)

FOR AND IN CONSIDERATION of the sum of Ten Dollars (\$10.00) cash in hand paid and other good and valuable considerations, the receipt of all of which is hereby acknowledged, DONALD BRUCE ANDERSON AND FRANCES A. MCDANIEL, do hereby sell, convey and warrant unto ALEXANDER ROAD, LLC, A MISSISSIPPI LIMITED LIABILITY COMPANY, all our right, title and interest in and to the land lying and being situated in DeSoto County, Mississippi, more particularly described as follows, to-wit:

Beginning at the intersection of the north line of Mississippi Highway 302 (Goodman Road) (250-foot R/W) and the west line of Alexander Road (120-foot R/W at this point); thence south 66° 07' 24" west and with the north line of Highway 302, a distance of 229.31 feet to a point; thence north 89° 24' 10" west, and with said west line, a distance of 1,090.60 feet to a point; thence north 01° 15' 34" east, and with the east line of the Olive Branch Country Club property, a distance of 2,641.86 feet to a point; thence south 88° 39' 52" east and with the south line of the golf course and the Carrier Concrete Properties, a distance of 1,391.38 feet to a point in the west line of Alexander Road (80-foot R/W at this point); thence along a curve to the left having a radius of 290.00 feet an arc distance of 271.09 feet (chord = south 27° 01' 54" west--261.33 feet) to a point of tangency, thence south 00° 15' 05" west and with said west line, a distance of 2,138.14 feet to a point; thence north 89° 44' 55" west a distance of 20.00 feet to a point; thence south 00° 15' 05" west a distance of 156.53 feet to the POINT OF BEGINNING and containing 78.2 acres, more or less. This description is based on a property survey conducted by Eubank and Moore Engineering, and is not benefitted by an on the ground survey by Fisher and Arnold.

The warranty in this deed is subject to rights of way and easements for public roads and public utilities, subdivision and zoning regulations in effect in DeSoto County, Mississippi, and further subject to all applicable building restrictions and the restrictive covenants of record.

Attached hereto as collective Exhibit "A" are Heirship Affidavits as to Lizzie Maude Ellis, Olivia Maude Anderson, J. B. Ellis, Jr. and Mary Frances Biggs which establish the ownership interest of Grantor in the above described real estate.

Taxes for the year 1997 are to be prorated between the parties.

Possession is to be given with delivery of Deed.

WITNESS my signature this 4 day of December, 1997.

STATE MS.-DE SOTO CO.
FILED

DEC 10 4 21 PM '97

BK 326 PG 181
W.E. DAVIS CH. CLK.

Prepared By:
BRIDGFORTH & BUNTIN
P. O. Box 241
Southaven, MS 38671
393-4450

Donald Bruce Anderson
Donald Bruce Anderson

Frances A. McDaniel
Frances A. McDaniel

STATE OF TENNESSEE

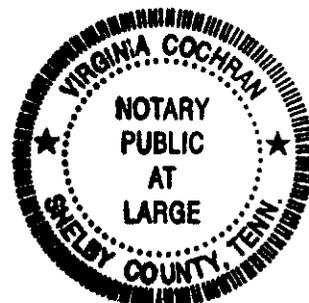
COUNTY OF SHELBY

PERSONALLY appeared before me, the undersigned authority in and for said County and State, on this 4th day of December, 1997, within my jurisdiction, the within named Donald Bruce Anderson and Frances A. McDaniel, who acknowledged that they executed the above and foregoing instrument.

Virginia Cochran
Notary Public

My Commission Expires:

August 22, 2000



Grantors' Address:

P. O. Box 22

Eads, TN 38028

(H) 601-393-4450

(W) N/A

Grantees' Address:

1364 Cordova Cove

Germantown, TN 38138

(B) 901-756-4061

INDEXING INSTRUCTIONS: Property is located in the Northeast Quarter
of Section 27, Township 1 South, Range 6 West, DeSoto County, Mississippi.

HEIRSHIP AFFIDAVIT

(Heirship of Lizzie Maude Ellis, Deceased)

State of Mississippi

County of DeSoto

D. Milton Nichols of lawful age, being first duly sworn, upon his/her oath deposes and says:

That he was personally well acquainted with the above named decedent, during her lifetime, having known her for forty (40) years, and that affiant bears the following relationship to the said decedent; to-wit: longtime acquaintance and friend of family;

Affiant further states that the said decedent departed this life at Memphis, in Shelby County, State of Tennessee, on or about April 9, 1966, being 85 years old at the date of her death.

Affiant further states that he was well acquainted with the family and near relatives of the said decedent, and with all those who would under the laws of the State of Mississippi, be her heirs, and that the following statements and answers to the following named questions are based upon the personal knowledge of affiant and are true and correct:

QUESTION 1-Did the decedent leave a will? ANSWER: No.

QUESTION 2-If so, has the will been admitted to probate-at what place, and when? ANSWER: _____

QUESTION 3-Has an administrator been appointed for the estate of said deceased? ANSWER: _____

QUESTION 4-If so, give the County in which the said administration proceedings are pending, and the name and address of the administrator. ANSWER: _____

QUESTION 5-Give the name and address of the surviving widow or widower of decedent. ANSWER: Name None Address _____ If not living, state date of death November 25, 1948

QUESTION 6-If the decedent was married more than once, give the name of the former husband or wife, and state whether said former spouse is dead or divorced. ANSWER: (Give name of surviving children only)

Name of Child	Date of Birth	If not Living Date of Death	Name of Husband or Wife	Address Or If Not Living Date of Death
1. Mary Frances Biggs	10/11/1907	08/12/1995	Emmett Biggs	01/10/1972
2. Olivia Maude Anderson	08/31/1909	02/07/1984	Guy Anderson	01/22/1984
3. J. B. Ellis	07/09/1912	10/22/1995	Dorothy (Biggs)	04/04/1960
4. Aubrey Ellis	08/04/1918		Never Married	
5. _____	_____	_____	_____	_____
6. _____	_____	_____	_____	_____
7. _____	_____	_____	_____	_____
8. _____	_____	_____	_____	_____
9. _____	_____	_____	_____	_____
10. _____	_____	_____	_____	_____

QUESTION 8-Give below the names of any deceased children of the decedent, together with the other information called for: ANSWER:

Name of Child	Date of Birth	Date of Death	Surviving Husband or Wife	If Not Living Date of Death
1. _____	_____	_____	_____	_____
2. _____	_____	_____	_____	_____
3. _____	_____	_____	_____	_____

Exhibit "A"

QUESTION 9-Give the names of the children of any deceased son or daughter of the decedent:

ANSWER:

	Name of Child	Date of Birth	Address or If Not Living, Date of Death	Name of Father and Mother
1.	_____	_____	_____	_____
2.	_____	_____	_____	_____
3.	_____	_____	_____	_____

QUESTION 10-Did the decedent have any adopted children, or step-children taken into her home?

ANSWER: Yes ___ No X . If so, write their names, ages, and addresses in the blank lines below:

QUESTION 11-Did the decedent have any unpaid debts; and if so, give, as nearly as possible, the amount of such debts, and whether they have since been paid.

ANSWER: _____

QUESTION 12-If the decedent left no children, then give below the names and addresses (together with other information called for), or her surviving father, mother, brothers and sisters:

ANSWER:

	Name	Relationship	Age	Address or If Not Living, Date of Death
1.	_____	_____	_____	_____
2.	_____	_____	_____	_____
3.	_____	_____	_____	_____
4.	_____	_____	_____	_____
5.	_____	_____	_____	_____

WITNESS MY SIGNATURE this the _____ day of November 1997.

[Signature]
 D. MILTON NICHOLS, AFFIANT

Subscribed and sworn to before me this 21st day of November 1997.

My Commission Expires: May 22, 1998

[Signature]
 Notary Public

CORROBORATING AFFIDAVIT

STATE OF Tennessee
 COUNTY OF Shelby

Charles McDaniel, of lawful age, being first duly sworn, upon his/her oath states: That the information given in the above and foregoing affidavit, made by D. Milton Nichols is true, to the personal knowledge of this affiant.

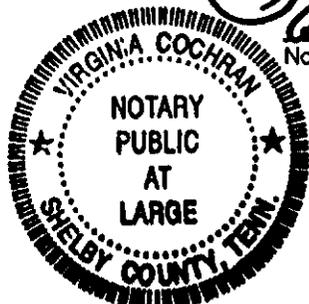
[Signature]
 CHARLES MCDANIEL

Subscribed and sworn to before me this 4th day of December, 1997.

My Commission Expires: August 22, 1997

BY MELISSA D. D'ELLEB LIZZE-HLAFF

[Signature]
 Notary Public



HEIRSHIP AFFIDAVIT

(Heirship of J. B. Ellis, Jr., Deceased)

State of Mississippi

County of DeSoto

D. Milton Nichols of lawful age, being first duly sworn, upon his/her oath deposes and says:

That he was personally well acquainted with the above named decedent, during his lifetime, having known him for forty (40) years, and that affiant bears the following relationship to the said decedent; to-wit: longtime acquaintance and friend of family;

Affiant further states that the said decedent departed this life at Fayetteville, in Washington County, State of Arkansas, on or about October 22, 1995, being 83 years old at the date of his death.

Affiant further states that he was well acquainted with the family and near relatives of the said decedent, and with all those who would under the laws of the State of Mississippi, be his heirs, and that the following statements and answers to the following named questions are based upon the personal knowledge of affiant and are true and correct:

QUESTION 1-Did the decedent leave a will? ANSWER: Yes.

QUESTION 2-If so, has the will been admitted to probate-at what place, and when? ANSWER: No.

QUESTION 3-Has an administrator been appointed for the estate of said deceased? ANSWER: _____.

QUESTION 4-If so, give the County in which the said administration proceedings are pending, and the name and address of the administrator. ANSWER: _____.

QUESTION 5-Give the name and address of the surviving widow or widower of decedent.

ANSWER: Name None Address _____
If not living, state date of death April 4, 1960

QUESTION 6-If the decedent was married more than once, give the name of the former husband or wife, and state whether said former spouse is dead or divorced.

ANSWER: (Give name of surviving children only)

Name of Child	Date of Birth	If not Living Date of Death	Name of Husband or Wife	Address Or If Not Living Date of Death
1. David Bruce Ellis	04/30/1952		Lynette Ellis	Cane Hill, Arkansas

QUESTION 8-Give below the names of any deceased children of the decedent, together with the other information called for:

ANSWER:

Name of Child	Date of Birth	Date of Death	Surviving Husband or Wife	If Not Living Date of Death
1. None				

QUESTION 9-Give the names of the children of any deceased son or daughter of the decedent:

ANSWER:

Name of Child	Date of Birth	Address or If Not Living, Date of Death	Name of Father and Mother
1. _____	_____	_____	_____
2. _____	_____	_____	_____

QUESTION 10-Did the decedent have any adopted children, or step-children taken into his home?

ANSWER: Yes ___ No X. If so, write their names, ages, and addresses in the blank lines below:

QUESTION 11-Did the decedent have any unpaid debts; and if so, give, as nearly as possible, the amount of such debts, and whether they have since been paid.

ANSWER: None.

QUESTION 12-If the decedent left no children, then give below the names and addresses (together with other information called for), or his surviving father, mother, brothers and sisters:

ANSWER:

	<u>Name</u>	<u>Relationship</u>	<u>Age</u>	<u>Address or if Not Living, Date of Death</u>
1.	_____	_____	_____	_____
2.	_____	_____	_____	_____
3.	_____	_____	_____	_____
4.	_____	_____	_____	_____
5.	_____	_____	_____	_____

WITNESS MY SIGNATURE this the _____ day of November 1997.

[Signature]
D. MILTON NICHOLS, AFFIANT

Subscribed and sworn to before me this 21st day of November 1997.

My Commission Expires:

May 22, 1998

[Signature]
Notary Public

CORROBORATING AFFIDAVIT

STATE OF Tennessee
COUNTY OF Shelby

Charles McDaniel, of lawful age, being first duly sworn, upon his/her oath states: That the information given in the above and foregoing affidavit, made by D. Milton Nichols is true, to the personal knowledge of this affiant.

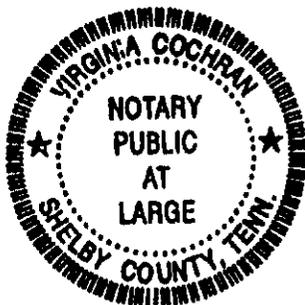
[Signature]
CHARLES MCDANIEL

Subscribed and sworn to before me this 11th day of December 1997

My Commission Expires:

Aug. 22, 2000

[Signature]
Notary Public



LAST WILL AND TESTAMENT

OF

JOHN BRUCE ELLIS, JR.

I, John Bruce Ellis, Jr., generally known as J. B. Ellis, do hereby make, publish and declare this my Last Will and Testament hereby revoking any and all other wills by me at any time heretofore made.

I

I give, devise and bequeath all of my property, real, personal and mixed, unto my son, David Bruce Ellis. In the event my son should not survive me then I give, devise and bequeath my estate unto my brother, Aubrey J. Ellis, and my sister, Mary E. Biggs, share and share alike or if either of them be deceased, then to the survivor. Should neither of them survive me, then I leave all of my property and estate unto my nephew, Don B. Anderson.

II

I designate and appoint my son, David Bruce Ellis, as Executor of this my Last Will and Testament. Should he not survive me, then I designate and appoint my brother, Aubrey J. Ellis, as Executor. In either event, I waive the necessity of my Executor making bond or filing reports which might otherwise be required by law.

IN WITNESS WHEREOF, I hereto set my hand on this the 11th day of December, 1989.

John Bruce Ellis, Jr.
John Bruce Ellis, Jr.

Signed by the Testator, John Bruce Ellis, Jr., as and for his Last Will and Testament, in the sight and presence of us, the undersigned, who, at his request and in his sight and

A F F I D A V I T

STATE OF TENNESSEE)
COUNTY OF KNOX)

Personally appeared Kathy J. Davis,
Karen S. Golden and PAULINE C. HOWELL

each of whom being duly sworn says:

I am personally acquainted with John Bruce Ellis, Jr., the Testator named in the foregoing document and with each of the subscribing witnesses thereto. On the date mentioned therein, the Testator declared said document to be his Last Will and Testament and signed his name thereto in the sight and presence of each of the subscribing witnesses and, at his request, each of said witnesses, in the sight and presence of the Testator and of each other, signed his or her name as subscribing witness thereto.

The Testator was more than 18 years of age and appeared to be of sound mind and disposing memory.

This affidavit is made and signed at the request of the Testator for the purpose of proving said Will as provided in § 32-2-110 of the Tennessee Code Annotated, and was attached to said Will prior to our signing it.

This 11th day of December, 1989.

Kathy J. Davis
WITNESS
Karen S. Golden
WITNESS
Pauline C. Howell
WITNESS

Subscribed and sworn to before me
this 11th day of December, 1989.

Glenn S. McWain
Notary Public

My Commission Expires: 2-24-93

presence and in the sight and presence of one another, have hereunto set our hands as attesting witnesses on the day and year last above written.

Kathy L. Davis
Witness

Karen S. Golde
Witness

Pauline C. Howell
Witness

HEIRSHIP AFFIDAVIT

(Heirship of Olivia Maude Anderson, Deceased)

State of Mississippi

County of DeSoto

D. Milton Nichols of lawful age, being first duly sworn, upon his/her oath deposes and says:

That he was personally well acquainted with the above named decedent, during her lifetime, having known her for forty (40) years, and that affiant bears the following relationship to the said decedent; to-wit: longtime acquaintance and friend of family;

Affiant further states that the said decedent departed this life at Memphis, in Shelby County, State of Tennessee, on or about February 7, 1984, being 74 years old at the date of her death.

Affiant further states that he was well acquainted with the family and near relatives of the said decedent, and with all those who would under the laws of the State of Mississippi, be her heirs, and that the following statements and answers to the following named questions are based upon the personal knowledge of affiant and are true and correct:

QUESTION 1-Did the decedent leave a will? ANSWER: Yes.

QUESTION 2-If so, has the will been admitted to probate-at what place, and when? ANSWER: Yes, Shelby County, Tennessee, Probated about 1984.

QUESTION 3-Has an administrator been appointed for the estate of said deceased? ANSWER: Yes.

QUESTION 4-If so, give the County in which the said administration proceedings are pending, and the name and address of the administrator. ANSWER: Don Anderson, Eads, Tennessee.

QUESTION 5-Give the name and address of the surviving widow or widower of decedent.

ANSWER: Name None Address _____
If not living, state date of death January 22, 1984

QUESTION 6-If the decedent was married more than once, give the name of the former husband or wife, and state whether said former spouse is dead or divorced.

ANSWER: (Give name of surviving children only)

<u>Name of Child</u>	<u>Date of Birth</u>	<u>If not Living Date of Death</u>	<u>Name of Husband or Wife</u>	<u>Address Or If Not Living Date of Death</u>
1. <u>Donald Anderson</u>	<u>7/31/1939</u>	<u>N/A</u>	<u>Josephine A. Anderson</u>	<u>Eads, Tennessee</u>
2. <u>Frances McDaniel</u>	<u>12/11/1944</u>	<u>N/A</u>	<u>Charles McDaniel</u>	<u>Eads, Tennessee</u>

QUESTION 8-Give below the names of any deceased children of the decedent, together with the other information called for:

ANSWER:

<u>Name of Child</u>	<u>Date of Birth</u>	<u>Date of Death</u>	<u>Surviving Husband or Wife</u>	<u>If Not Living Date of Death</u>
1. <u>Guy Anderson</u>	<u>03/03/1929</u>	<u>10/10/1941</u>	<u>Never Married</u>	

QUESTION 9-Give the names of the children of any deceased son or daughter of the decedent:

ANSWER:

<u>Name of Child</u>	<u>Date of Birth</u>	<u>Address or If Not Living Date of Death</u>	<u>Name of Father and Mother</u>
1. <u>None</u>			

QUESTION 10-Did the decedent have any adopted children, or step-children taken into her home?

ANSWER: Yes ___ No X . If so, write their names, ages, and addresses in the blank lines below:

QUESTION 11-Did the decedent have any unpaid debts; and if so, give, as nearly as possible, the amount of such debts, and whether they have since been paid.

ANSWER: None.

QUESTION 12-If the decedent left no children, then give below the names and addresses (together with other information called for), or her surviving father, mother, brothers and sisters:

ANSWER:

	Name	Relationship	Age	Address or if Not Living, Date of Death
1.	_____	_____	_____	_____
2.	_____	_____	_____	_____
3.	_____	_____	_____	_____
4.	_____	_____	_____	_____
5.	_____	_____	_____	_____

WITNESS MY SIGNATURE this the _____ day of November 1997.

[Signature]
D. MILTON NICHOLS, AFFIANT

Subscribed and sworn to before me this 31st day of November 1997.

My Commission Expires:
May 26, 1998

[Signature]
Notary Public

CORROBORATING AFFIDAVIT

STATE OF Tennessee
COUNTY OF Shelby

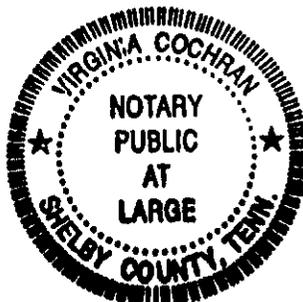
Charles McDaniel, of lawful age, being first duly sworn, upon his/her oath states: That the information given in the above and foregoing affidavit, made by D. Milton Nichols is true, to the personal knowledge of this affiant.

[Signature]
CHARLES MCDANIEL

Subscribed and sworn to before me this 4th day of December 1997

My Commission Expires:
Aug. 22, 2000

[Signature]
Notary Public



LAST WILL AND TESTAMENT OF OLIVIA E. ANDERSON, DECEASEDFILED MARCH 21, 1984

LAST WILL AND TESTAMENT

OF

OLIVIA E. ANDERSON

ARTICLE 1DECLARATIONS AND APPOINTMENTS

I, the TESTATOR herein, state the following:

1.1 Revocation of Former Wills and Codicils. I declare that this is my Will, and I hereby revoke all Wills and Codicils that I have previously made.

1.2 Testator. My name is OLIVIA E. ANDERSON.

1.3 Residence. I reside in Shelby County, Tennessee.

1.4 Spouse. I am married to GUY C. ANDERSON.

1.5 Children. My children are:

1.5(a) DONALD BRUCE ANDERSON;

1.5(b) FRANCES ANDERSON McDANIEL.

1.6 Attorney. This Will was prepared by my attorney, CECIL D. SMITH, of Memphis, Tennessee.

1.7 Executor. As executor of my Will, I appoint my son, DONALD BRUCE ANDERSON. If he fails or ceases to serve, I appoint my daughter, FRANCES ANDERSON McDANIEL.

1.8 Waiver of Bond. No fiduciary named herein, or any successor fiduciary shall be required to post bond.

Olivia E. Anderson

ARTICLE 2

POWERS AND DUTIES OF FIDUCIARY

2.1 Incorporation of Statutory Powers. I authorize my fiduciary (including my successor fiduciary) in the exercise of a reasonable discretion with respect to all property, real and personal, at any time forming part of my estate or any trust to exercise any or all of the powers set forth in Tennessee Code Annotated, Section 35-618, to the extent applicable, all of which provisions and powers are incorporated herein by reference as fully as if copied herein verbatim. These powers (as set out in said statute on the date of the execution of this Will) are granted notwithstanding that said statute may be amended hereafter or repealed at the time of my death.

2.2 Payments to or for Benefit of Minor or Incompetent Beneficiary. If any beneficiary is a minor or has been adjudicated incompetent, my fiduciary may satisfy a provision in this Will requiring a distribution to such beneficiary by distributing to such beneficiary in any one or more of the following ways:

- 2.2(a) To the legally appointed guardian or conservator of such beneficiary;
- 2.2(b) Directly to such beneficiary if, in the opinion of my fiduciary, such beneficiary is mature enough to properly handle the distribution;
- 2.2(c) To a Custodian for such beneficiary under the Uniform Gifts to Minors Act if such Custodian is authorized to receive such funds;

Olivia E. Anderson

- 2.2(d) To a bank or savings and loan association in an account for the benefit of the beneficiary;
- 2.2(e) By my fiduciary's using such funds for the direct benefit of such beneficiary;
- 2.2(f) To an adult relative or adult friend of the beneficiary for the care, support, education and welfare of such beneficiary. The receipt of any such person shall discharge my fiduciary from any further responsibility with respect to any such assets. No recipient shall be required to furnish bond with respect to any such assets, not make any report except as may be required by my fiduciary as to the disposition of such assets.

2.3 Payments to Beneficiaries During Administration. If, during the administration of my estate, a beneficiary requests funds from my executor for the health, education, maintenance or support of such beneficiary, for a dependent of such beneficiary, or to assist the beneficiary with travel expenses of attending my funeral, my executor is authorized to either make a loan (with or without interest, secured or not) to such beneficiary or to pay to said beneficiary such amounts as my executor deems appropriate. Any such amount shall be charged to the beneficiary's share of my estate. For purposes of this provision, my executor may estimate the share that will pass to such beneficiary and my executor may assume such beneficiary will survive until the administration of my estate is closed. Such payments shall be charged first against the income of my estate, then against principal.

Olivia E. Anderson

2.4 Payment of Debts and Expenses. Except for debts secured by real estate, I direct that all legally enforceable debts of my estate, the expenses of my last illness, any unpaid charitable pledges, my funeral expenses and all administration expenses be paid by my executor as soon as practicable after my death. Unless expressly provided in Article 3 of my Will, my executor has the option to either pay all or part of a debt secured by real estate or permit such real estate to pass to the beneficiary subject to such debt in which case the beneficiary would assume the obligation of paying such debt.

2.5 Payment of Death Taxes. I direct that all estate, inheritance, succession and other death taxes including any interest and penalties thereon which may be assessed by reason of my death and payable by my estate or any of the beneficiaries thereof, be paid out of the Residue portion of my estate without apportionment or proration among the beneficiaries

2.6 Expenses Pertaining to Tangible Personal Property. If a beneficiary of tangible personal property under Article 3 of this Will requests that such property be delivered to his residence or place of business, my executor may pay the expense of packing, shipping, insuring and delivering such property to such residence or place of business.

Olivia E. Anderson

ARTICLE 3

PRE-RESIDUARY DISPOSITIONS

3.1 Tangible Personal Property, Spouse Surviving. If my spouse survives me, I give and bequeath to my spouse all automobiles, collections, household furniture, furnishings, silverware, china, crystal, jewelry, clothing, articles of personal use or ornament, and all other tangible personal property not otherwise specifically disposed of by this Will or in any other manner, together with all rights that I may have under any insurance policies relating thereto.

3.2 Tangible Personal Property, Spouse Not Surviving. If my spouse does not survive me, I give and bequeath all the property and rights described in paragraph 3.1 above to my children, living at my death, or if none, to their issue, to be divided among such beneficiaries as they may agree. If they fail to agree within six (6) months after my death, or if any such beneficiary is under a legal disability, my executor shall:

3.2(a) distribute such property among such beneficiaries as my executor, in its sole and absolute discretion, deems best, with the provisions set forth in Article 2, paragraph 2.2 of this Will governing the distribution of such property to a person under legal disability, or

3.2(b) sell all or any part of such property, the proceeds thereof to become part of the residue portion of my estate and to pass under Article 4 hereinafter set out.

If no beneficiary named or described above survives me, all such property shall pass under Article 4 of this Will.

Olivia E. Anderson

ARTICLE 4

RESIDUE

All the rest, residue and remainder of my estate which I may own at the time of my death, whether real property, personal property, or mixed property, tangible or intangible, of whatsoever nature and wheresoever situated, including all property which I may acquire or become entitled to after the execution of this Will, including all lapsed legacies and devises and all life insurance payable to my estate, but excluding any property over or concerning which I may have any power of appointment, I give, devise and bequeath to my children in equal shares. . If a child of mine is then deceased, such deceased child's share shall pass to his issue, per stirpes.

Oliver E. Anderson

ARTICLE 5

DEFINITIONS AND SPECIAL PROVISIONS

5.1 Rules of Construction. Words of any gender shall be deemed to include any other gender, and a reference to the singular shall include the plural, and vice-versa, unless the context indicates that such readings would be inappropriate.

5.2 Headings. Headings are included in this Will only for convenience of reference and are not intended to be a part of, or affect the meaning, interpretation or construction of, any provision of this Will.

5.3 Definitions.

5.3(a) Testator. One who makes or has made a Testament or a Will.

5.3(b) Codicil. The function of a Codicil is to effectuate minor changes, either by additions, deletions or alterations, in the terms or provisions of an existing Will.

5.3(c) Per Stirpes. By representation. This term denotes that method of dividing an estate where a class or group of distributees take the share which their deceased would have been entitled to, taking thus by their right of representing such ancestor.

5.3(d) Issue. Descendants. All persons who have descended from a common ancestor.

5.3(e) Fiduciary. An executor, trustee or guardian.

Olivia E. Anderson

5.4 Order of Deaths, Presumption that I Survive Spouse.

If my spouse and I die under such circumstances that there is not sufficient evidence to determine the order of our deaths, then it shall be presumed that I survived my spouse, and my estate shall be administered and distributed, in all respects, in accordance with such presumption.

5.5 Provision Avoiding Mutual Contract. Although my spouse and I are executing our Wills at or about the same time with substantially similar dispositive provisions, I wish to make it clear that we have not entered into any contract regarding the disposition of our respective estates, and that each of us, including the survivor of us, is free at any time to alter, amend, or revoke our respective Wills.

5.6 Afterborn Issue. Any reference in this Will to issue includes issue born after the execution of this Will, and such afterborn issue shall have only those rights in my estate as are granted by this Will.

5.7 Adopted Children. For purposes of this Will, a person legally adopted shall be considered a natural child of the adopting parent. If a child has been placed for adoption prior to my death, or prior to any other event requiring such determination, said child shall be considered, for purposes of this Will, to be legally adopted, if the adoption proceedings are legally completed within a reasonable period of time after my death, or such other event requiring such determination.

Olivia E. Anderson

SIGNATURE PAGE AND AFFIDAVIT OF WITNESSES

IN TESTIMONY WHEREOF, I have signed my name to this my Last Will and Testament consisting of 9 typewritten pages. For the purpose of identification and to signify the end of each page, I have signed my name shortly below the last line of each page this 6 day of March, 1981.

Olivia E. Anderson

Signature of Testator

Versie Wash
Witness

Mary C. Biggs
Witness

STATE OF TENNESSEE) ss.
COUNTY OF SHELBY)

On the date above written, we, the undersigned, being first duly sworn, make oath that Testator declared to us that the foregoing instrument was Testator's Last Will and Testament; that Testator signed said instrument in our presence; that we, at Testator's request and in Testator's presence, and in the presence of each other, then subscribed our names thereto as attesting witnesses; that at the time of execution, the Testator was more than eighteen (18) years of age, of sound mind and disposing memory, and did not appear under any undue influence; and that we, the undersigned, each being more than eighteen (18) years of age, made and signed this Affidavit at the request of the Testator.

Versie Wash
Witness

Mary C. Biggs
Witness

SUBSCRIBED AND SWORN TO BEFORE ME THIS 6th DAY OF

March, 1981.

George E. Anderson
Notary Public

4/7/82
Date Commission Expires

Admitted to Probate and Ordered Recorded March 21, 1984

ARTHUR GEMIGNANI, SPECIAL JUDGE

Recorded March 21, 1984

B. J. DUNAVANT, CLERK

BY: Beckie Letson, D. C.

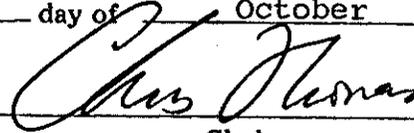
STATE OF TENNESSEE,
SHELBY COUNTY }

I, Chris Thomas, Clerk of the Probate Court of said County, do hereby certify that the foregoing
Nine (9) pages contain a full, true and exact copy of the Last Will and
Testament of Olivia E. Anderson, Deceased

- - -
- - -
- - -
- - -

as the same appears of record or on file in Will Book 239 Page 91
- - - of this office.

In Testimony Whereof, I have hereunto set my hand and affixed the seal of said Court, at office,
in the City of Memphis, the 28th day of October 19 97

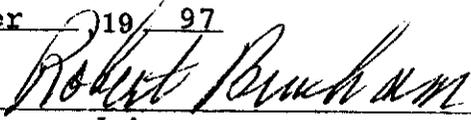

Clerk

STATE OF TENNESSEE,
SHELBY COUNTY }

PROBATE COURT ROOM
Memphis, Tennessee

I, **ROBERT BENHAM**, presiding Judge of Division One of the Probate Court of said County, certify that **Chris Thomas**, who gave the foregoing Certificate, is now, and was at the time of signing the same, Clerk of Said Court, and that said Court is a Court of Record, and that his attestation is in due form, and his official acts, as such, are entitled to full faith and credit.

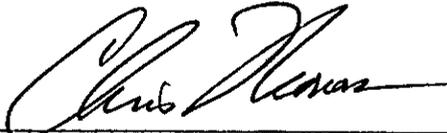
Witness my hand, this 28th day of October, 19 97


Judge

STATE OF TENNESSEE,
SHELBY COUNTY }

I, **Chris Thomas**, Clerk of the Probate Court of said County, certify that **HON. ROBERT BENHAM** whose genuine official signature appears to the above and hereto annexed Certificate, is and was at the time of signing the same, presiding Judge of Division One of the Probate Court in and for the County and State aforesaid, duly commissioned and qualified, and that all his official acts, as such, are entitled to full faith and credit.

In Testimony Whereof, I have hereunto set my hand and affixed the seal of said Court, at office,
in the City of Memphis this 28th day of October, 19 97


Clerk

HEIRSHIP AFFIDAVIT

(Heirship of Mary Frances Biggs, Deceased)

State of Mississippi

County of DeSoto

D. Milton Nichols of lawful age, being first duty sworn, upon his/her oath deposes and says:

That he was personally well acquainted with the above named decedent, during his lifetime, having known her for forty (40) years, and that affiant bears the following relationship to the said decedent; to-wit: longtime acquaintance and friend of family;

Affiant further states that the said decedent departed this life at Memphis, In Shelby County, State of Tennessee, on or about August 12, 1995, being 87 years old at the date of her death.

Affiant further states that he was well acquainted with the family and near relatives of the said decedent, and with all those who would under the laws of the State of Mississippi, be her heirs, and that the following statements and answers to the following named questions are based upon the personal knowledge of affiant and are true and correct:

QUESTION 1-Did the decedent leave a will? ANSWER: Yes.

QUESTION 2-If so, has the will been admitted to probate-at what place, and when? ANSWER: No.

QUESTION 3-Has an administrator been appointed for the estate of said deceased? ANSWER: _____.

QUESTION 4-If so, give the County in which the said administration proceedings are pending, and the name and address of the administrator. ANSWER: _____.

QUESTION 5-Give the name and address of the surviving widow or widower of decedent.

ANSWER: Name None Address _____
If not living, state date of death January 10, 1972.

QUESTION 6-If the decedent was married more than once, give the name of the former husband or wife, and state whether said former spouse is dead or divorced.

ANSWER: (Give name of surviving children only)

<u>Name of Child</u>	<u>Date of Birth</u>	<u>If not Living Date of Death</u>	<u>Name of Husband or Wife</u>	<u>Address Or If Not Living Date of Death</u>
1. <u>None</u>	_____	_____	_____	_____

QUESTION 8-Give below the names of any deceased children of the decedent, together with the other information called for:

ANSWER:

<u>Name of Child</u>	<u>Date of Birth</u>	<u>Date of Death</u>	<u>Surviving Husband or Wife</u>	<u>If Not Living Date of Death</u>
1. _____	_____	_____	_____	_____
2. _____	_____	_____	_____	_____
3. _____	_____	_____	_____	_____

QUESTION 9-Give the names of the children of any deceased son or daughter of the decedent:

ANSWER:

	<u>Name of Child</u>	<u>Date of Birth</u>	<u>Address or if Not Living, Date of Death</u>	<u>Name of Father and Mother</u>
1.	_____	_____	_____	_____
2.	_____	_____	_____	_____

QUESTION 10-Did the decedent have any adopted children, or step-children taken into her home?

ANSWER: Yes ___ No X. If so, write their names, ages, and addresses in the blank lines below:

QUESTION 11-Did the decedent have any unpaid debts; and if so, give, as nearly as possible, the amount of such debts, and whether they have since been paid.

ANSWER: None.

QUESTION 12-If the decedent left no children, then give below the names and addresses (together with other information called for), or her surviving father, mother, brothers and sisters:

ANSWER:

	<u>Name</u>	<u>Relationship</u>	<u>Age</u>	<u>Address or if Not Living, Date of Death</u>
1.	<u>Father and Mother, Deceased</u>	_____	_____	_____
2.	<u>Olivia Anderson, Deceased</u>	<u>Sister</u>	_____	<u>Deceased - 1984</u>
3.	<u>J. B. Ellis, Jr., Deceased</u>	<u>Brother</u>	<u>83</u>	<u>Deceased - October 22, 1995</u>
4.	<u>Aubrey Ellis</u>	<u>Brother</u>	<u>77</u>	<u>Chapel Hill, North Carolina</u>

WITNESS MY SIGNATURE this the _____ day of November 1997.

[Signature]
D. Milton Nichols, Affiant

Subscribed and sworn to before me this 21st day of November 1997.

My Commission Expires:
May 28, 1998

[Signature]
Notary Public

CORROBORATING AFFIDAVIT

STATE OF Tennessee
COUNTY OF Shelby

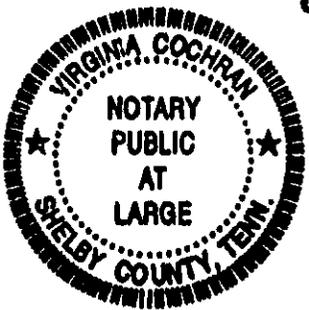
Charles McDaniel, of lawful age, being first duly sworn, upon his/her oath states: That the information given in the above and foregoing affidavit, made by D. Milton Nichols, is true, to the personal knowledge of this affiant.

[Signature]
CHARLES MCDANIEL

Subscribed and sworn to before me this 4th day of November 1997.

My Commission Expires:
Aug. 22, 2000

[Signature]
Notary Public



LAST WILL AND TESTAMENT OF MARY ELLIS BIGGS

I, Mary Ellis Biggs, of Eads, Shelby County, Tennessee, being of sound mind and disposing memory, do hereby make, publish and declare this to be my Last Will and Testament, and hereby revoke any and all other Wills and Codicils heretofore made by me.

ITEM I: I direct my personal representative to pay, out of my estate, all my just debts, expenses of my last illness, funeral expenses, inheritance taxes and expenses of the administration of my estate.

ITEM II: I give and bequeath all the remainder and residue of my personal estate to my sister, Mrs. Olivia E. Anderson, and my two brothers, J. B. Ellis and Aubrey Ellis, as equal tenants in common, absolutely.

ITEM III: I will and devise all the real estate that I may own at the time of my death, or have any interest therein, to my sister, Olivia E. Anderson, and my two brothers, J. B. Ellis and Aubrey Ellis, as equal tenants in common, in fee simple.

For the purposes of identification only, I now own a house and lot in Eads, Tennessee, and also own an undivided one-fourth interest in eighty acres of land in or near Olive Branch, Mississippi.

ITEM IV: Having now disposed of all of my property of every kind and character, I do hereby nominate and appoint my nephew, Donald Bruce Anderson, the Executor of my Last Will and Testament and expressly relieve him of the necessity of executing any bond upon his qualification as such Executor. In the event my said nephew, Donald Bruce Anderson, should predecease me, or for any reason whatsoever fail or refuse to qualify, I do hereby nominate and appoint my niece, Frances A. McDaniel, the Executrix of this my Last Will and Testament and expressly relieve her of the necessity of executing any bond upon her qualification as such Executrix.

IN TESTIMONY WHEREOF, I have hereunto set my signature this the 4th day of October, 1983.

M. E. B.

Mary Ellis Biggs
TESTATRIX

Signed by the said Mary Ellis Biggs, as and for her Last Will and Testament

in the presence of us, the undersigned, who, at her request and in her sight and presence, and in the presence of each other, have subscribed our names as attesting witnesses, the day and date above written, she being at this time of sound mind and more than eighteen (18) years of age.

Suebie T. Ruthersford
Attesting Witness
Attesting Witnesses