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DEC 22 1 32 PM '95

This instrument prepared by:
Robert S. Lazarus
WATKINS LUDLAM & STENNIS
633 N. State Street
Jackson, Mississippi 39205
(601) 949-4930

BK 70 PG 318
W.E. DAVIDSON, CLK.

By P. Stanley

TO THE CHANCERY CLERK OF DESOTO COUNTY, MISSISSIPPI:

You are hereby authorized and requested to enter satisfaction of and cancel of record that certain Lease Agreement between the Town of Olive Branch, Mississippi (the "Issuer") and Milwaukee Electric Tool Corporation, as lessee, dated as of December 1, 1978 (the "Lease") which is recorded in Book 46 at Page 38 of the records on file in your office.

The Issuer's interests under the Lease are subject to that certain Deed of Trust from the Issuer to The First National Bank of Jackson (now, Trustmark National Bank), as trustee (the "Trustee") dated as of December 1, 1978 (the "Deed of Trust").

The Trustee terminates and discharges any security interest which it may have in the Lease and the Project (as defined in the Lease) created pursuant to the Deed of Trust.

This the 8th day of December, 1995.

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MILWAUKEE ELECTRIC TOOL CORPORATION

BY: *John W. Jones*
Title: *VP*

ATTEST:

Kim M. Ernst
Title: *Admin. Secretary*

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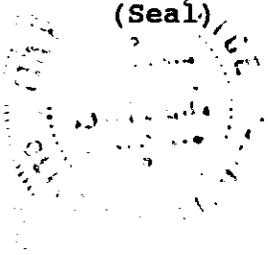
CITY OF OLIVE BRANCH, MISSISSIPPI

BY: [Signature]
Title: Mayer

ATTEST:

[Signature]
Title: City Clerk

(Seal)



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TRUSTMARK NATIONAL BANK
(formerly, The First National
Bank of Jackson)

BY: *James Williams*
Title: *President & Trust Officer*

ATTEST:

W. Andrew Galt
Title: *VP*

(Seal)

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ACKNOWLEDGMENT OF ISSUER

STATE OF MISSISSIPPI
COUNTY OF DESOTO

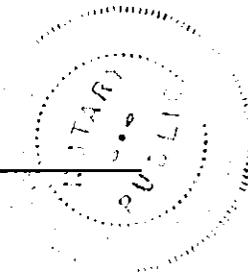
PERSONALLY appeared before me, the undersigned authority, in and for the jurisdiction aforesaid, the within named D. Milton Nichols and Sable Barry who acknowledged to me that they are the Mayor and City Clerk of the City of Olive Branch, Mississippi (the "Issuer"), and that for and on behalf of the Issuer and as its act and deed, they executed and sealed the above and foregoing instrument on the day and in the year therein mentioned, they being first duly authorized so to do by the Issuer.

Given under my hand and official seal, this the 8th day of December, 1995.

Whitonia B. Griffith
NOTARY PUBLIC

My Commission expires:

12-17-98



ACKNOWLEDGMENT OF LESSEE

STATE OF WISCONSIN
COUNTY OF WAUKESHA

Personally appeared before me, the undersigned authority, in and for the jurisdiction aforesaid JOHN W. AMES and KIM M. EHRENSBERGER, who acknowledged that they are VICE PRESIDENT and ADMINISTRATIVE SECRETARY of Milwaukee Electric Tool Corporation, a Wisconsin corporation, and that for and on behalf of said corporation and as its act and deed, they executed and sealed the foregoing instrument on the day and in the year therein mentioned, they being first duly authorized so to do by said corporation.

Given under my hand and official seal, this the 13th day of DECEMBER, 1995.



William H. Giesmuller
NOTARY PUBLIC

My Commission expires:
NOTARY PUBLIC, STATE OF WIS.
MY COMMISSION EXPIRES NOV. 29, 1998

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ACKNOWLEDGMENT OF TRUSTEE

STATE OF Mississippi
COUNTY OF Hinds

Personally appeared before me, the undersigned authority, in and for the jurisdiction aforesaid, the within named Zenobia Williams and Sanders Carter Jr., who acknowledged to me that they are Vice President & Trust Officer and Vice President & Trust Officer respectively, of Trustmark National Bank, as Trustee, and that for and on behalf of the Trustee and as its act and deed, they executed and sealed the foregoing instrument on the day and in the year therein mentioned, they being first duly authorized so to do by the Trustee.

Given under my hand and official seal, this the 20th day of December, 1995.

Shannon J. Leddie
NOTARY PUBLIC

My commission expires:

July 8, 1999

