

MEMORANDUM

This Memorandum is entered into by CHARLES MOORE, MARY L. SIMMONS, DON CORBIN, and GEORGE COTROS on this the 5th day of May, 1999, and the parties covenant and agree as follows:

1. The parties hereby are the sole Members of SCCM, LLC, a Mississippi Limited Liability Company.
2. SCCM, LLC is a Manager managed Mississippi Limited Liability Company, pursuant to an Operating Agreement of SCCM, LLC, dated November 17th, 1997, and a Certification of Formation filed August 25th, 1997, in the Office of the Secretary of State, State of Mississippi.
3. This Memorandum is executed and filed to give Notice to all third parties that all Members, CHARLES MOORE, MARY L. SIMMONS, DON CORBIN and GEORGE COTROS, are hereby required to execute all documents to enter into the purchase of Real Property, borrow money and all closing documents related thereto, including but not limited to, Settlement Statements, Deeds of Trust, and Promissory Notes.
4. Either the CHIEF MANAGER, CHARLES MOORE, or SECRETARY, MARY L. SIMMONS, are hereby authorized to enter into the contracts for the sale of Real Property, execute all closing related documents, including but not limited to Settlement Statements, Warranty Deeds, and miscellaneous documentation for the sale of Real Property.

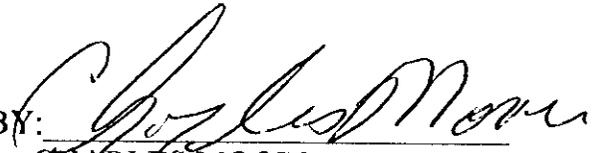
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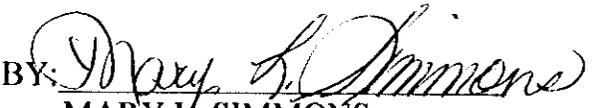
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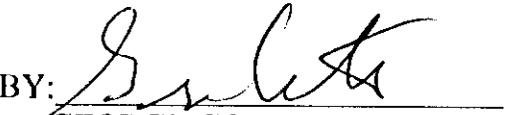
WITNESS OUR SIGNATURES, on the day and year first written above.

SCCM, LLC
A MISSISSIPPI LIMITED
LIABILITY COMPANY

BY: 
CHARLES MOORE
CHIEF MANAGER & MEMBER

BY: 
MARY L. SIMMONS
MEMBER

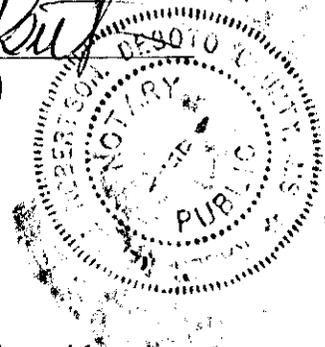
BY: 
DON CORBIN
MEMBER

BY: 
GEORGE COTROS
MEMBER

STATE OF MISSISSIPPI
COUNTY OF DESOTO

Personally appeared before me, the undersigned authority in and for the said county and state, on this 13th day of May, 1999, within my jurisdiction, the within named, CHARLES MOORE, who acknowledged that he is CHIEF MANAGER and MEMBER of the SCCM, LLC, a Mississippi Limited Liability Company, and that in said representative capacity he executed the above and foregoing instrument, after first having been duly authorized so to do.


Notary Public

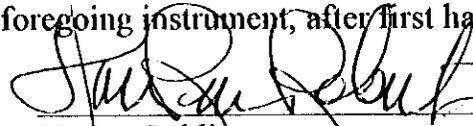


My Commission Expires:

6/18/00

STATE OF MISSISSIPPI
COUNTY OF DESOTO

Personally appeared before me, the undersigned authority in and for the said county and state, on this 5th day of May, 1999, within my jurisdiction, the within named, MARY L. SIMMONS, DON CORBIN and GEORGE COTROS, who acknowledged that they are MEMBERS of the SCCM, LLC, a Mississippi Limited Liability Company, and that in said representative capacity they executed the above and foregoing instrument, after first having been duly authorized so to do.


Notary Public



My Commission Expires:

6/18/00

This instrument prepared by:
Eric L. Sappenfield
Attorney at Law
97 Stateline Road East
Southaven, MS 38671
601-342-2170