

SEP 12 3 45 PM '02

August 1, 2002

Employment Compensation Partnership

BK 95 PG 488
WE BARRY CLK.

I, Bennie Wallace Neal, Jr., sole owner of Neal Appraisal Services located at 1495 Brookhaven Drive, Southaven, Mississippi does hereby agree to sell and convey 51% interest of company to Bennie Wallace Neal, Jr. and sell and convey 24.5 % interest to Bennie Wallace Neal, III and sell and convey 24.5 % interest to Angela Dawn Neal Morgan for a sum of ten dollars each. This ownership interest will remain in effect until the death of Bennie Wallace Neal, Jr., at which time his wife, Christy Rebel Neal, will receive and retain Bennie Wallace Neal, Jr.'s 51 % interest in Neal Appraisal Services Company for a minimum period of five years after his death. After the death of Bennie Wallace Neal, Jr. his wife, Christy Rebel Neal will immediately start drawing a monthly fee of three thousand dollars a month for a period of five years. After this period of five years Christy Rebel Neal could choose to become an active partner in this partnership or the company will then be divided and become a 50-50% partnership between Bennie Wallace Neal, III and his sister, Angela Dawn Neal Morgan.

As of August 1, 2002, Bennie Wallace Neal, Jr will receive a weekly salary of eight hundred dollars per week and a sales commission of fifty dollars per each appraisal done and completed by Neal Appraisal Services. As of August 1, 2002, Bennie Wallace Neal, III and Angela Dawn Neal Morgan will receive a weekly salary of four hundred dollars per week each and a sales commission of fifty dollars per each appraisal done and completed. Each partner is to receive two weeks paid vacation, with Bennie Wallace Neal Jr. to receive one thousand dollars per week and Bennie Wallace Neal, III and Angela Dawn Neal Morgan to receive six hundred dollars per week. Both Bennie Wallace Neal, III and Angela Dawn Neal Morgan must share equally in time devoted into this company for work done to provide the proper service in developing each and every appraisal.

As of August 1, 2002, a company checking account will be opened at Merchants & Farmers Bank on Stateline Road, Southaven, Mississippi with a sum of three thousand dollars. This account will require on all checks written, either Bennie Wallace Neal, Jr. signature only or a combination of either Bennie Wallace Neal, III and Angela Dawn Neal Morgan or either one of their names and Bennie Wallace Neal, Jr. This account will be to pay salaries, monthly rents, supplies, equipment and maintenance bills related to company business, phone bills, utilities, film & developing, postage, E/O insurance for business, Airborne or overnight delivery charges and etc., gasoline and individuals auto expense to be covered by each individual, with the exception of a long distance appraisal being done and then the company can reimburse the individual involved when this is related to the business of Neal Appraisal Services. After once in effect this bank account should maintain a minimum checking balance of three thousand dollars. In the month of December of each year, this account will be analyzed, and if there is considerably more in the account than needed or necessary, a bonus commission check of equal amount will be written to each of the partners, including Bennie Wallace Neal, Jr. or his survivor Christy Rebel Neal, Bennie Wallace Neal, III and Angela Dawn Neal Morgan.

As of July 31, 2002, Bennie Wallace Neal, Jr. has purchased a new 2002 GMC Envoy and paid thirteen thousand dollars down and financed the balance at Merchants & Farmers Bank at a monthly payment of approximately five hundred forty dollars per month. In the event of Bennie Wallace Neal, Jr. death, this 2002 GMC Envoy can be retained by his wife, Christy Rebel Neal or the company, Neal Appraisal Service can reimburse Christy Rebel Neal a total sum of ten thousand dollars and then use the 2002 GMC Envoy as a company vehicle, this will be a choice made by Christy Rebel Neal and agreed upon by Bennie Wallace Neal, III and Angela Dawn Neal Morgan.

Continuous Education and License Renewal is required by the State Appraisal Board every two years and as long as the company has the necessary funds, it will provide these services. However, if the company does not have the necessary funds in the bank account, it will be the responsible of each partner to provide the necessary funds for both their license renewals and continuous education.

Bennie Wallace Neal, Jr.
Dated 9-11-02

Bennie Wallace Neal, Jr.

* Christy Rebel Neal
Dated 9/11/02

Christy Rebel Neal

Bennie Wallace Neal, III
Dated 9-11-02

Bennie Wallace Neal, III

Angela Dawn Neal Morgan
Dated 9-11-02

Angela Dawn Neal Morgan

Anthony David Neal
Dated 9/11/02

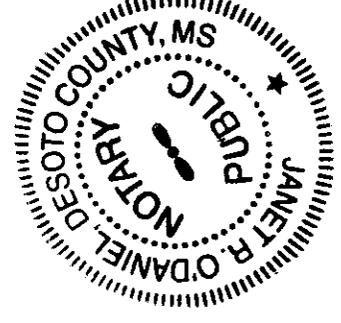
Witness

Richard Oliver Neal
Dated 9/11/02

Witness

As of this date September 11, 2002, the above individuals appeared before me personally and I have witnessed the signatures of each and their approval of the above instrument in which they have signed as of this date.

Janet R. O'Daniel Dated 9/11/02
NOTARY PUBLIC
County DeSoto



Prepared by:
Bennie Wallace NEAL, Jr.
1075 Carriage Dr. South
Southaven, Ms. 38671
662.342.2601