

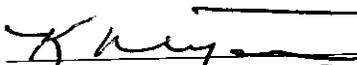
MEMORANDUM OF ESCROW AGREEMENT

THIS MEMORANDUM OF ESCROW AGREEMENT, dated as of September 6, 2002, between Robbins Family, L.P., a Mississippi Limited Partnership, David P. Halle, Jr. and Russell H. Kostka, residents of Shelby County, Tennessee, collectively referred to hereinafter as "Grantees" and Kenneth R. Masterson and Nancy F. Masterson, residents of Shelby County, Tennessee, collectively referred to hereinafter as "Grantors".

The purpose of this Memorandum of Escrow Agreement is to give notice of the existence of an Escrow Agreement which constitutes the agreement between Grantors and Grantees to hold the Grant Of Water Line Easement between the parties in escrow and to restrict the assignment and transfer of the same.

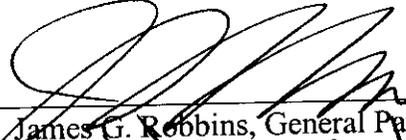
The property contained in the Easement is more particularly described in Exhibit "I", which is attached hereto and made a part hereof as if fully copied herein.

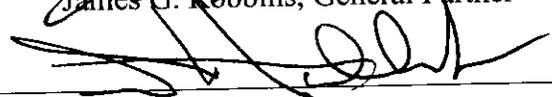
In witness whereof Grantors and Grantee have respectively executed this Memorandum of Escrow Agreement as of the date and year first above written.

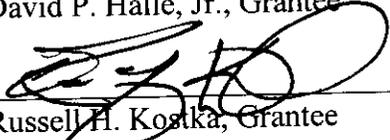

Kenneth R. Masterson, Grantor


Nancy F. Masterson, Grantor

Robbins Family, L.P., a Mississippi Limited Partnership, Grantee

By: 
James G. Robbins, General Partner


David P. Halle, Jr., Grantee


Russell H. Kostka, Grantee

STATE MS. - DESOTO CO.

SEP 26 12 38 PM '02

P BK 95 PG 585
W.E. DAVIS CH. CLK.

STATE OF Tennessee
COUNTY OF Shelby

BOOK 0095 PAGE 0586

Personally appeared before me, the undersigned authority in and for the said county and state, on this 6 day of Sept., 2002, within my jurisdiction, the within named Kenneth R. Masterson, who acknowledged that he executed the above and foregoing instrument.

Mary J. Britt
NOTARY PUBLIC

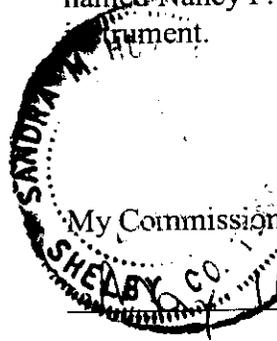


My Commission Expires:
My Commission Expires:
March 29, 2005

STATE OF Tennessee
COUNTY OF Shelby

Personally appeared before me, the undersigned authority in and for the said county and state, on this 13 day of September, 2002, within my jurisdiction, the within named Nancy F. Masterson, who acknowledged that she executed the above and foregoing instrument.

Sandra M. Hutchinson
NOTARY PUBLIC

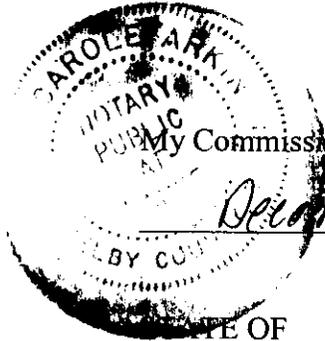


My Commission Expires:
11/6 2006

STATE OF Tennessee
COUNTY OF Shelby

Personally appeared before me, the undersigned authority in and for the said county and state, on this 20th day of September, 2002, within my jurisdiction, the within named James G. Robbins, who acknowledged that he is General Partner of Robbins

Family, L.P., a Mississippi Limited Partnership, and that in said representative capacity he executed the above and foregoing instrument, after first having been duly authorized so to do.

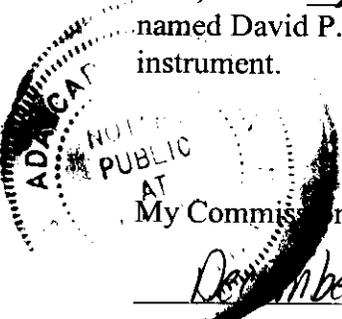


Ada Carole Arkin
NOTARY PUBLIC

My Commission Expires:
December 7, 2005

STATE OF Tennessee
COUNTY OF Shelby

Personally appeared before me, the undersigned authority in and for the said county and state, on this 20th day of September, 2002, within my jurisdiction, the within named David P. Halle, Jr., who acknowledged that he executed the above and foregoing instrument.



Ada Carole Arkin
NOTARY PUBLIC

My Commission Expires:
December 7, 2005

STATE OF Tennessee
COUNTY OF Shelby

Personally appeared before me, the undersigned authority in and for the said county and state, on this 20th day of September, 2002, within my jurisdiction, the within named Russell H. Kostka, who acknowledged that he executed the above and foregoing instrument.



Ada Carole Arkin
NOTARY PUBLIC

My Commission Expires:
December 7, 2005

PREPARED BY AND RETURN TO: Gary P. Snyder, Watkins Ludlam Winter & Stennis, P.A., P.O. Box 1456, Olive Branch, MS 38654, (662) 895-2996.

EXHIBIT "1"

Proposed 20 foot Water Line Easement across part of the Masterson's Property as described in Book 294 Page 767 in Section 30, Township 1 South, Range 5 West Chickasaw Cession, DeSoto County, Mississippi.

Commencing at the intersection of Polk Lane and DeSoto Road, accepted northwest Corner of Section 30, Township 1 South, Range 5 West; thence South 89 Degrees 52 Minutes 55 Seconds East with the north line of Section 30 a distance of 2786.72 feet to the half section line, said point being in the west line of the Joe Ed Kirk property as described in Book 281, Page 392; thence South 00 Degrees 08 Minutes 44 Seconds West with said west line a distance of 71.90 feet to a point in the south line of the Joe Ed Kirk property, said point being the true point of beginning; thence South 89 Degrees 51 Minutes 16 Seconds East with said south line a distance of 465.00 feet to a point in the east line of the Joe Ed Kirk property; thence North 00 Degrees 08 Minutes 44 Seconds East with said east line a distance of 66.55 feet to a point; thence North 89 Degrees 41 Minutes 44 Seconds East a distance of 2173.41 to a point in the east line of said Section 30; thence South 00 Degrees 07 Minutes 42 Seconds West with the east line of said Section a distance of 20.00 feet to a point; thence South 89 Degrees 41 Minutes 44 Seconds West a distance of 2153.41 Feet to a point; thence South 00 Degrees 08 Minutes 44 Seconds West a distance of 66.71 feet to a point; thence North 89 Degrees 51 Minutes 16 Seconds West a distance of 485.00 feet to a point in the east line of the Masterson property as described in Book 271, Page 194; thence North 00 Degrees 08 Minutes 44 Seconds East with said east line a distance of 20.00 feet to the point of beginning and containing 1.24 acres of land.

Proposed 9 foot Temporary Construction Easement across part of the Masterson's Property as described in Book 294 Page 767 in Section 30, Township 1 South, Range 5 West Chickasaw Cession, DeSoto County, Mississippi.

Said easement being north of the 20 foot Water Line Easement as described above.

Proposed Temporary Construction Easement across part of the Masterson's Property as described in Book 294 Page 767 in Section 30, Township 1 South, Range 5 West Chickasaw Cession, DeSoto County, Mississippi.

1) Said easement being 30 feet south and parallel to the 20 foot Water Line Easement as described above.



EXHIBIT "1"

Description of a Proposed 20 foot Water Line Easement across part of the Masterson Property as described in Book 271 Page 194 in Section 30, Township 1 South, Range 5 West Chickasaw Cession, DeSoto County, Mississippi.

Commencing at the intersection of Polk Lane and DeSoto Road, accepted northwest Corner of Section 30, Township 1 South, Range 5 West; thence South 00 Degrees 11 Minutes 24 Seconds East with the west line of Section 30 a distance of 34.00 feet to the point of beginning; thence South 89 Degrees 52 Minutes 55 Seconds East a distance of 2786.52 feet to the half section line and being in the west line of the Joe Ed Kirk property as described in Book 281 Page 392; thence South 00 Degrees 08 Minutes 44 Seconds West with said half section line a distance of 57.90 feet to a point; thence North 89 Degrees 51 Minutes 16 Seconds West a distance of 20.00 feet to a point; thence North 00 Degrees 08 Minutes 44 Seconds East a distance of 37.89 feet to a point; thence North 89 Degrees 52 Minutes 55 Seconds West a distance of 2766.41 feet to a point in the west line of Section 30; thence North 00 Degrees 11 Minutes 24 Seconds West with the west line of Section 30 a distance of 20.00 feet to the point of beginning and containing 1.30 acres of land.

Proposed 30 foot Temporary Construction Easement across part of the Masterson Property as described in Book 271 Page 194 in Section 30, Township 1 South, Range 5 West Chickasaw Cession, DeSoto County, Mississippi.

Said easement being 30 feet south and parallel to the 20 foot Water Line Easement as described above.

EXHIBIT "1"

Description of a Proposed 20 foot Water Line Easement across part of the Masterson Property as described in Book 271 Page 194 in Section 30, Township 1 South, Range 5 West Chickasaw Cession, DeSoto County, Mississippi.

Commencing at the intersection of Polk Lane and DeSoto Road, accepted northwest corner of Section 30, Township 1 South, Range 5 West; thence South 00 Degrees 11 Minutes 24 Seconds East with the west line of Section 30 a distance of 34.00 feet to the point of beginning; thence South 89 Degrees 52 Minutes 55 Seconds East a distance of 2786.52 feet to the half section line and being in the west line of the Joe Ed Kirk property as described in Book 281 Page 392; thence South 00 Degrees 08 Minutes 44 Seconds West with said half section line a distance of 20.00 feet to a point; thence North 89 Degrees 52 Minutes 55 Seconds West a distance of 2782.41 feet to a point in the west line of Section 30; thence North 00 Degrees 11 Minutes 24 Seconds West with the west line of Section 30 a distance of 20.00 feet to the point of beginning and containing 1.28 acres of land.

Proposed 30 foot Temporary Construction Easement across part of the Masterson Property as described in Book 271 Page 194 in Section 30, Township 1 South, Range 5 West Chickasaw Cession, DeSoto County, Mississippi.

Said easement being 30 feet south and parallel to the 20 foot Water Line Easement as described above.

EXHIBIT "1"

Proposed 20 foot Water Line Easement across part of the Masterson's Property as described in Book 294 Page 767 in Section 30, Township 1 South, Range 5 West Chickasaw Cession, DeSoto County, Mississippi.

Commencing at the intersection of Polk Lane and DeSoto Road, accepted northwest Corner of Section 30, Township 1 South, Range 5 West; thence South 89 Degrees 52 Minutes 55 Seconds East with the north line of Section 30 a distance of 2786.72 feet to the half section line; thence North 89 Degrees 41 Minutes 44 Seconds East a distance of 465.01 feet to a point in the east line of the Joe Ed Kirk Property as described in Book 281 Page 392; thence South 00 Degrees 08 Minutes 44 Seconds West with the East line of the Kirk Property a distance of 9.00 feet and being the true point of beginning; thence North 89 Degrees 41 Minutes 44 Seconds East a distance of 2173.41 to a point in the east line of said Section 30; thence South 00 Degrees 07 Minutes 42 Seconds West with the east line of said Section a distance 20.00 feet a point; thence South 89 Degrees 41 Minutes 44 Seconds West a distance of 2169.19 feet to a point; thence South 44 Degrees 41 Minutes 44 Seconds West a distance of 6.02 feet to a point in the east line of Joe Ed Kirk Property; thence North 00 Degrees 08 Minutes 44 Seconds East with said east line a distance of 24.25 feet to the point of beginning and containing 1.00 acres of land.

Proposed 9 foot Temporary Construction Easement across part of the Masterson's Property as described in Book 294 Page 767 in Section 30, Township 1 South, Range 5 West Chickasaw Cession, DeSoto County, Mississippi.

Said easement being north of the 20 foot Water Line Easement as described above.

Proposed Temporary Construction Easement across part of the Masterson's Property as described in Book 294 Page 767 in Section 30, Township 1 South, Range 5 West Chickasaw Cession, DeSoto County, Mississippi.

1) Said easement being 30 feet south and parallel to the 20 foot Water Line Easement as described above.

2) Said easement being that portion of a 30 foot wide Temporary Construction Easement south of the 20 foot Water Line Easement being south of the south line of the Joe Ed Kirk property.