

MEMORANDUM OF CONTRACT FOR THE SALE OF REAL ESTATE

THE UNDERSIGNED, Warren W. Sullivan and Robert Abbay (hereinafter "Seller") hereby acknowledges that they executed on May 12, 2004 a binding and legally sufficient contract to sell to William G. Cook, Jr. and Stuart McBride (hereinafter "Buyer"); and the said Buyer hereby acknowledges that they as well executed on May 7, 2004 the referenced contract to purchase from the said Seller, the property situated in Desoto County, Mississippi as particularly described on exhibit "A" hereto attached.

THE BUYER AND SELLER have agreed that this Contract should be memorialized in a form recordable in the land records of the aforesaid County.

Therefore, to serve this purpose, Buyer and Seller agree the above referenced contract - the covenants, terms and conditions thereof notwithstanding, is amended by this Memorandum, in the following respects, to it:

1. Either or both of them may file of record in the land records of The Chancery Clerk of the aforesaid County this Memorandum.
2. This Memorandum is, upon recordation, constructive third party notice of said Contract, and by virtue thereof, the Buyers vested rights in said lands as described on Exhibit "A" hereto attached.
3. The contractual rights of the Buyer shall have priority over any and all subsequent interest granted by Seller to any third party.

Within this agreement the singular shall also include the plural and the masculine the feminine. This contract shall be construed in accord with the laws of the State of Mississippi.

This contract is executed in duplicate originals.

Warren W. Sullivan Date: 11/1/2004
Seller

[Signature] Date: 11-1-04
Seller

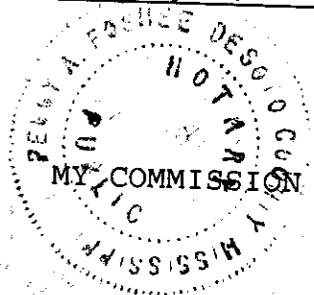
William G. [Signature] Date: 11-8-04
Buyer

Stacy M. Brink Date: 11-8-04
Buyer

STATE OF Mississippi
COUNTY OF De Soto

Personally appeared before me, the undersigned authority in and for the said county and state, within my jurisdiction, the within named Warren W. Sullivan, who acknowledged that he executed the above and foregoing instrument of writing.

Given under my hand and official seal this the 1st day of Nov., 2004.

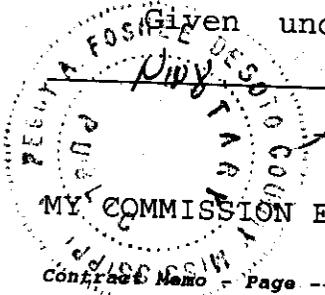


Peggy A. Fisher
NOTARY PUBLIC
MY COMMISSION EXPIRES: MY COMMISSION EXPIRES MARCH 12, 2008

STATE OF Mississippi
COUNTY OF De Soto

Personally appeared before me, the undersigned authority in and for the said county and state, within my jurisdiction, the within named Robert I. Abbay III, who acknowledged that he executed the above and foregoing instrument of writing.

Given under my hand and official seal this the 1st day of Nov., 2004.

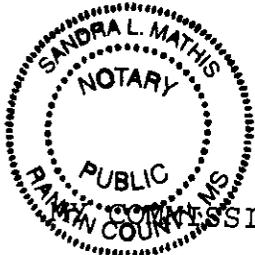


Peggy A. Fisher
NOTARY PUBLIC
MY COMMISSION EXPIRES: MY COMMISSION EXPIRES MARCH 12, 2008

STATE OF Mississippi
COUNTY OF Hinds

Personally appeared before me, the undersigned authority in and for the said county and state, within my jurisdiction, the within named William G. Cook, Jr., who acknowledged that he executed the above and foregoing instrument of writing.

Given under my hand and official seal this the 8th day of November, 2004.

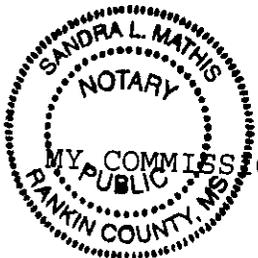


Sandra L. Mathis
Notary Public State of Mississippi
At Large
My Commission Expires
November 11, 2007
BONDED THRU
HEIDEN, BROOKS & GARLAND, INC.
NOTARY PUBLIC

STATE OF Mississippi
COUNTY OF Hinds

Personally appeared before me, the undersigned authority in and for the said county and state, within my jurisdiction, the within named Stuart M. Bride, who acknowledged that he executed the above and foregoing instrument of writing.

Given under my hand and official seal this the 8th day of November, 2004.



Sandra L. Mathis
Notary Public State of Mississippi
At Large
My Commission Expires
November 11, 2007
BONDED THRU
HEIDEN, BROOKS & GARLAND, INC.
NOTARY PUBLIC

Prepared by:
STUART M. BRIDE
Cook & M. Bride Partnership
P.O. Box 220
Benton, MS 39040
662-755-0141

EXHIBIT "A"

**East One half (1/2) Section 36 Township 1 South Range 10 West 320
acres.**