

**MEMORANDUM OF JOINT VENTURE AGREEMENT OF
LA BELLE MAISON PLACE JOINT VENTURE**

This Memorandum of Joint Venture Agreement of LA BELLE MAISON PLACE JOINT VENTURE is entered into this the 21st day of August, 2006, between WILLS CONSTRUCTION COMPANY, INC., THE BETTER HOMES COMPANY, LLC, and WINDHAM & McDONALD CONSTRUCTION COMPANY, INC. (hereinafter referred to as "Members" or "Joint Venture").

1. The Members hereby entered into a Joint Venture Agreement dated August 10, 2005, forming the La Belle Maison Place Joint Venture.
2. The principal office of the Joint Venture is located at 150 Timber Creek Drive, Suite 9, Cordova, TN 38018.
3. The Joint Venture has all powers necessary or incidental to carrying out the purpose of the acquisition and title to property located in DeSoto County, Mississippi.
4. The Joint Venture is to be managed by all the parties, each having an equal voice.
5. The Members hereby designate THE BETTER HOMES COMPANY, LLC as its authorized Member to execute all sales contracts, settlement statements and warranty deeds as to the sale of its real property located in DeSoto County, Mississippi. No third party shall be required to investigate or review the Joint Venture Agreement as to the authority of THE BETTER HOMES COMPANY, LLC's authority therein.

WITNESS our signatures on the day herein written above.

WILLS CONSTRUCTION COMPANY, INC.

By Richard Wills, Pres.
Richard Wills, President

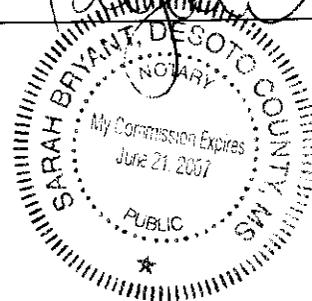
STATE OF MISSISSIPPI
COUNTY OF DESOTO

Personally appeared before me, the undersigned authority in and for the said County and State, on this the 21st day of August, 2006, within my jurisdiction, the within named RICHARD WILLS, who acknowledged that he is President of WILLS CONSTRUCTION COMPANY, INC., and that for and on behalf of said Corporation, and as its act and deed, he executed the above and foregoing instrument, after first having been duly authorized by said Corporation so to do.

Sarah Bryant
Notary Public

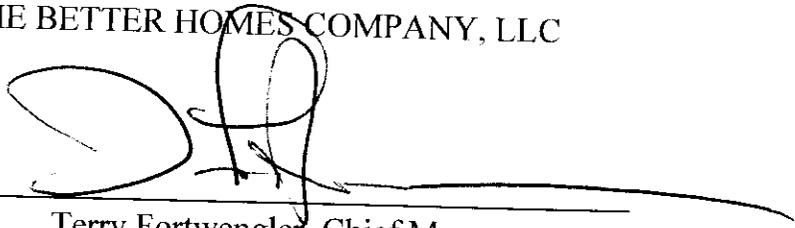
My Commission Expires:

06 21 07



THE BETTER HOMES COMPANY, LLC

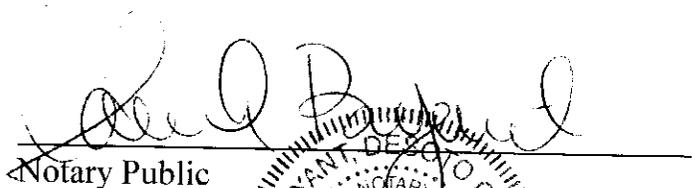
By



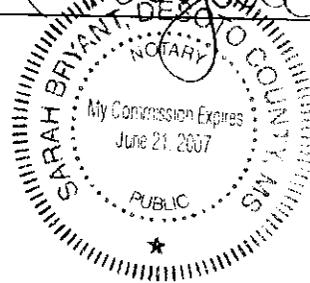
Terry Fortwengler, Chief Manager

STATE OF MISSISSIPPI
COUNTY OF DESOTO

Personally appeared before me, the undersigned authority in and for the said County and State, on this the 21st day of August, 2006, within my jurisdiction, the within named TERRY FORTWENGLER who acknowledged that he is Chief Manager of THE BETTER HOMES COMPANY, LLC, a Tennessee Limited Liability Company, and that for and on behalf of said limited liability company, and as its act and deed, he executed the above and foregoing instrument, after first having been duly authorized by said limited liability company so to do.



Notary Public



My Commission Expires:

06-21-07

WINDHAM & McDONALD
CONSTRUCTION COMPANY, INC.

By Kelly McDonald
Kelly McDonald, Secretary/Treasurer

STATE OF MISSISSIPPI
COUNTY OF DESOTO

Personally appeared before me, the undersigned authority in and for the said County and State, on this the 21st day of August, 2006, within my jurisdiction, the within named KELLY McDONALD, who acknowledged that he is Secretary/Treasurer of WINDHAM & McDONALD CONSTRUCTION COMPANY, INC., and that for and on behalf of said Corporation, and as its act and deed, he executed the above and foregoing instrument, after first having been duly authorized by said Corporation so to do.

Adrienne Ray
Notary Public

My Commission Expires:

07-15-08



This Instrument Prepared By:
Eric L. Sappenfield, PLLC
Attorney at Law
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Southaven, MS 38672
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