

CONSENT OF LIENHOLDER

First Security Bank ("Lienholder"), hereby consents to the grant of the foregoing Sewer Easement by DeSoto Inns, Inc. to the City of Olive Branch, and joins in the execution hereof solely as Lienholder and hereby does agree that in the event of the foreclosure of said mortgage, or other sale of said property described in said mortgage under judicial or non-judicial proceedings, the same shall be sold subject to said Sewer Easement over the area described in Exhibit "1", which is attached hereto and made a part hereof. (Deed of Trust from DeSoto Inns, Inc. to Colmon Mitchell, Trustee for First Security Bank dated November 11, 2004 and filed on November 12, 2004 at 3:51pm in Deed of Trust Book 2106, Page 71, Chancery Clerk's Office, DeSoto County, Mississippi; Modification & Extension Agreement from DeSoto Inns, Inc. to First Security dated December 15, 2005 and filed on December 16, 2005 at 3:49pm in Book 2375, Page 36, Chancery Clerk's Office, DeSoto County, Mississippi; Modification & Extension Agreement from DeSoto, Inns Inc. to First Security Bank dated January 18, 2005 and filed on February 3, 2005 at 2:57pm in Book 2154, Page 397, Chancery Clerk's Office, DeSoto County, Mississippi; UCC-1 from DeSoto Inns, Inc. to First Security Bank filed on November 12, 2004 at 3:53pm in Book 2106, Page 80, Chancery Clerk's Office, DeSoto County, Mississippi; Assignment of Rents & Leases from DeSoto Inns, Inc. to First Security Bank dated November 11, 2004 and filed on November 12, 2004 at 3:52pm in Book 105, Page 690, Chancery Clerk's Office, DeSoto County, Mississippi; Assignment of Rents & Leases from DeSoto Inns, Inc. to First Security Bank dated December 15, 2005 and filed on December 16, 2005 at 3:50pm in Book 111, Page 777, Chancery Clerk's Office, DeSoto County, Mississippi.)

SIGNED AND EXECUTED this 13th day of November, 2006.

FIRST SECURITY BANK

BY: [Signature]

TITLE: Vice President

STATE OF Mississippi

COUNTY OF DeSoto

BEFORE ME, the undersigned authority, on this day personally appeared David Moore, Vice President (Title) of First Security Bank, known to me to be the person and Officer whose name is subscribed to the foregoing instrument and who acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated, as the act and deed of the said First Security Bank.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 13th day of November, 2006.

[Signature]
Notary Public



My Commission Expires:

My Commission Expires July 7, 2010.

Prepared by and return to: Bryan E. Dye, City of Olive Branch, 9200 Pigeon Roost, Olive Branch, MS 38654, (662) 892-9228.

ISSUED PRELIMINARY MARCH 10, 2006

LEGAL DESCRIPTION

PARCEL NUMBER OBS-12-01 - UTILITY EASEMENT
TAX PARCEL NUMBER: 1069-3217.0-00001.00

PARCEL NUMBER OBS-12-01 - UTILITY EASEMENT

BEING A LEGAL DESCRIPTION OF THE CENTERLINE OF A PROPOSED TWENTY (20) FOOT WIDE PERMANENT UTILITY EASEMENT ACROSS LOT 16, PHASE III, VILLAGE SHOPS OF CRUMPLER PLACE PLANNED UNIT DEVELOPMENT (PLAT BOOK 72 - PAGE 12), SAID LOT 16 BEING THE DESOTO INNS, INC. PROPERTY OF RECORD IN WARRANTY DEED AT BOOK 486 - PAGE 442 AT THE OFFICE OF THE CHANCERY CLERK OF DESOTO COUNTY, MISSISSIPPI, SAID PROPOSED EASEMENT TO BE KNOWN FOR THE PURPOSES OF THIS DESCRIPTION AS "PARCEL NUMBER OBS-12-01", BEING SITUATED IN DESOTO COUNTY, MISSISSIPPI AND SAID PARCEL NUMBER OBS-12-01 BEING DESCRIBED AS:

A TRACT OF LAND SITUATED IN THE NORTHEAST QUARTER OF SECTION 32, TOWNSHIP 1 SOUTH, RANGE 6 WEST, ALL IN DESOTO COUNTY, MISSISSIPPI AND BEING MORE PARTICULARLY DESCRIBED AS:

A PERMANENT UTILITY EASEMENT, TEN FEET EITHER SIDE OF AND PARALLEL TO THE FOLLOWING DESCRIBED PROPOSED CENTERLINE: COMMENCING AT THE SOUTHWEST CORNER OF SAID SECTION 32 (NOT RECOVERED), SAID SOUTHWEST CORNER BEING DESCRIBED IN BOOK 61 - PAGE 170, SAID SOUTHWEST CORNER LYING AT MISSISSIPPI STATE PLANE GRID COORDINATES OF NORTHING OF 1,982,163.54 FEET AND EASTING OF 2,436,636.07 FEET (NAD83-WEST ZONE, UNADJUSTED); THENCE NORTH 00 DEGREES 00 MINUTES 00 SECONDS EAST - 4296.76 FEET; THENCE NORTH 90 DEGREES 00 MINUTES 00 SECONDS EAST - 3599.92 FEET TO THE TRUE POINT OF BEGINNING OF THIS DESCRIPTION, SAID POINT OF BEGINNING LYING IN AN EASTERLY INTERIOR DEED LINE OF THE THOMPSON & CREWS DEVELOPMENT COMPANY PROPERTY OF RECORD IN WARRANTY DEED AT BOOK 355 - PAGE 116, SAID POINT OF BEGINNING LYING AT MISSISSIPPI STATE PLANE GRID COORDINATES OF NORTHING OF 1,986,460.31 FEET AND EASTING OF 2,440,235.99 FEET (NAD83-WEST ZONE, UNADJUSTED); THENCE ALONG THE CENTERLINE OF SAID PROPOSED UTILITY EASEMENT THE FOLLOWING BEARINGS AND DISTANCES: NORTH 48 DEGREES 04 MINUTES 57 SECONDS WEST (LEAVING SAID EASTERLY DEED LINE) - 30.29 FEET TO AN ANGLE POINT; THENCE NORTH 41 DEGREES 53 MINUTES 57 SECONDS WEST - 196.08 FEET TO THE POINT OF TERMINATION OF SAID PROPOSED UTILITY EASEMENT, SAID POINT OF TERMINATION LYING IN A SOUTHERLY INTERIOR DEED LINE OF SAID THOMPSON & CREWS DEVELOPMENT, LLC PROPERTY.

PARCEL OBS-12-01 CONTAINING 0.104 ACRES OR 4,527 SQUARE FEET MORE OR LESS, SUBJECT TO RIGHT OF WAY IN ANY PUBLIC ROADS AND PUBLIC AND/OR PRIVATE EASEMENTS.

PAGE TWO

ALSO, A TWENTY (20) FOOT WIDE EASEMENT, TO BE KNOWN FOR THE PURPOSES OF THIS DESCRIPTION AS TEMPORARY CONSTRUCTION EASEMENT "A", TO BE SITUATED ADJACENT TO AND PARALLEL TO THE NORTHERLY LINE AND TO THE WESTERLY LINE OF SAID PARCEL OBS-12-01, SAID EASEMENT "A" CONTAINING 0.086 ACRES OR 3,763 SQUARE FEET MORE OR LESS.

ALSO, A TWENTY (20) FOOT WIDE EASEMENT, TO BE KNOWN FOR THE PURPOSES OF THIS DESCRIPTION AS TEMPORARY CONSTRUCTION EASEMENT "B", TO BE SITUATED ADJACENT TO AND PARALLEL TO THE SOUTHERLY LINE AND TO THE EASTERLY LINE OF SAID PARCEL OBS-12-01, SAID EASEMENT "B" CONTAINING 0.121 ACRES OR 5,292 SQUARE FEET MORE OR LESS.

THE ABOVE DESCRIBED PARCELS ARE VACANT LAND.

BY GRAPHIC DETERMINATION, PART OF PARCEL OBS-12-01 LIES WITHIN THE LIMITS OF THE SPECIAL FLOOD HAZARD AREAS INUNDATED BY 100 YEAR FLOOD, PER FIRM/FEMA MAP NUMBER 28033C0065 D, MAP REVISED MAY 3, 1990.

ALL MATTERS OF PUBLIC RECORD ARE RECORDED AT THE OFFICE OF THE CHANCERY CLERK OF DESOTO COUNTY, MISSISSIPPI.

BEARINGS ARE RELATIVE TO MISSISSIPPI STATE PLANE GRID NORTH (NAD 83 - WEST ZONE).

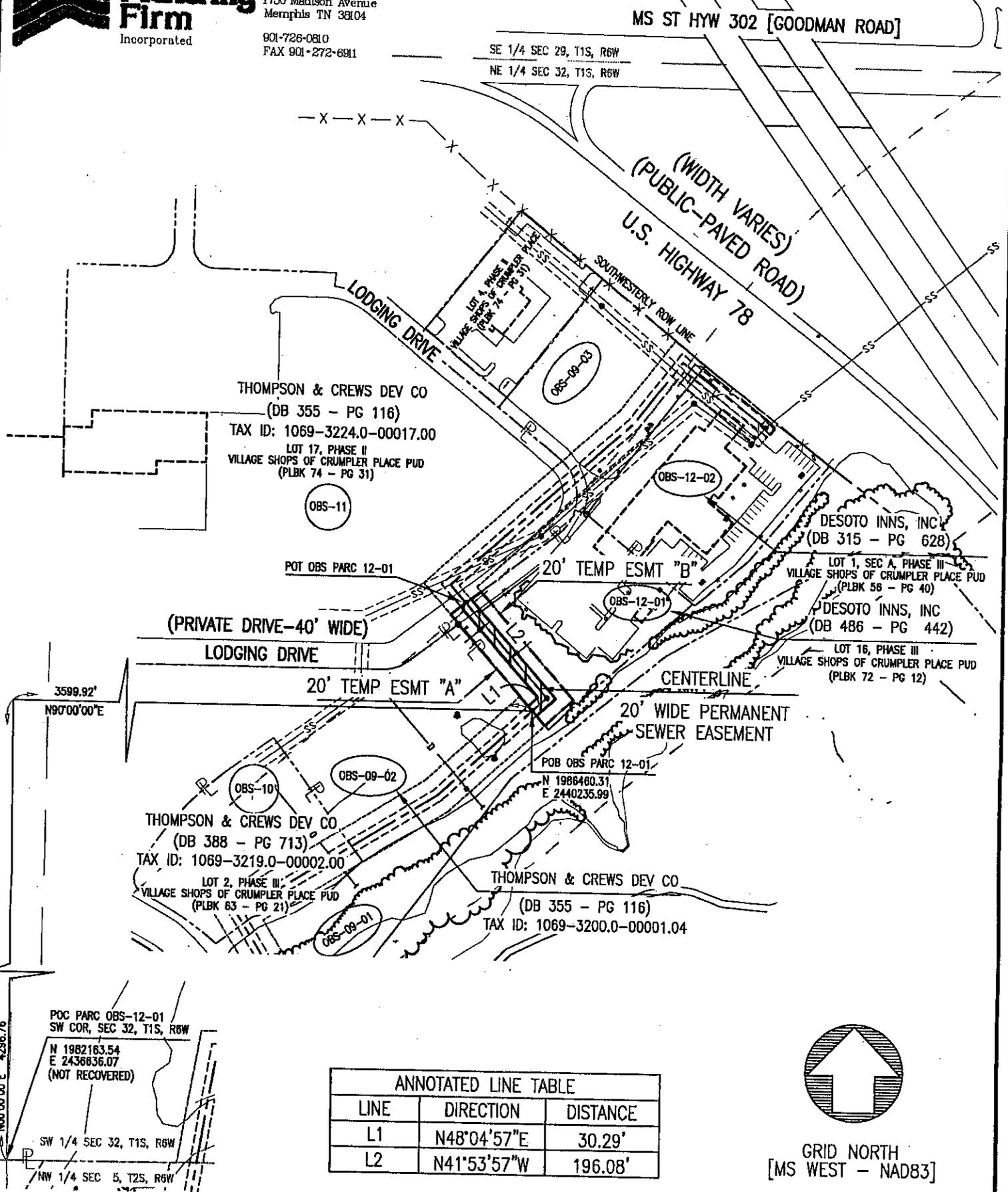


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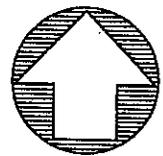
1750 Madison Avenue
Memphis TN 38104

901-726-0810
FAX 901-272-6811

BK 2,613 PG 104
BK 117 PG 400



ANNOTATED LINE TABLE		
LINE	DIRECTION	DISTANCE
L1	N48°04'57"E	30.29'
L2	N41°53'57"W	196.08'



GRID NORTH
[MS WEST - NAD83]

PERMANENT 20 FOOT WIDE UTILITY EASEMENT REQUIRED- 0.104 ACRES (4,527 SQ FT)
TEMPORARY CONSTRUCTION EASEMENT "A" REQUIRED: 0.086 ACRES (3,763 SQ FT)
TEMPORARY CONSTRUCTION EASEMENT "B" REQUIRED: 0.121 ACRES (5,292 SQ FT)

DENOTES PERMANENT UTILITY EASEMENT

DENOTES TEMPORARY CONSTRUCTION EASEMENT

DENOTES FOUND PROPERTY CORNER

BY GRAPHIC DETERMINATION, THIS PARCEL LIES WITHIN THE LIMITS OF THE SPECIAL FLOOD HAZARD AREAS INUNDATED BY 100 YEAR FLOOD, PER FIRM/FEMA MAP NUMBER 28033C0065 D, EFFECTIVE DATE OF MAY 3, 1990.

THIS EXHIBIT MEETS THE MINIMUM REQUIREMENTS FOR A CLASS A BOUNDARY SURVEY PER MISSISSIPPI CODE ANNOTATED

BEARINGS AND COORDINATES SHOWN ON THIS PLAT ARE RELATIVE TO MISSISSIPPI STATE PLANE COORDINATE SYSTEM [NAD83 - MISSISSIPPI WEST ZONE]

THIS PARCEL IS SUBJECT TO RECORDED, UNRECORDED, OR MIS-INDEXED INSTRUMENTS OR EASEMENTS WHICH MIGHT BE REVEALED BY A CURRENT TITLE EXAMINATION OF SAID PARCEL.

PARCEL NO: OBS-12-01
TAX ID: 1069-3217.0-00001.00

DESOTO INNS, INC		
20' WIDE UTILITY EASEMENT AND TEMPORARY CONSTRUCTION EASEMENTS		
OLIVE BRANCH SANITARY SEWER INTERCEPTOR		
SITUATED IN THE NE 1/4, SECTION 32, TOWNSHIP 1, RANGE 6 WEST, DESOTO COUNTY, MISSISSIPPI		
DRAWN BY: jra	DATE: PREL 03/10/08	SHEET NUMBER 1 OF 1
REVIEWED BY: WHW	SCALE: 1" = 200'	

ISSUED PRELIMINARY MARCH 10, 2006

LEGAL DESCRIPTION

PARCEL NUMBER OBS-12-02 - UTILITY EASEMENT
TAX PARCEL NUMBER: 1069-3215.0-00001.00

PARCEL NUMBER OBS-12-02 - UTILITY EASEMENT

BEING A LEGAL DESCRIPTION OF THE CENTERLINE OF A PROPOSED TWENTY (20) FOOT WIDE PERMANENT UTILITY EASEMENT ACROSS LOT 1, SECTION "A", PHASE III, VILLAGE SHOPS OF CRUMPLER PLACE PLANNED UNIT DEVELOPMENT (PLAT BOOK 56 - PAGE 40), SAID LOT 1 BEING THE DESOTO INNS, INC. PROPERTY OF RECORD IN WARRANTY DEED AT BOOK 315 - PAGE 628 AT THE OFFICE OF THE CHANCERY CLERK OF DESOTO COUNTY, MISSISSIPPI, SAID PROPOSED EASEMENT TO BE KNOWN FOR THE PURPOSES OF THIS DESCRIPTION AS "PARCEL NUMBER OBS-12-02", BEING SITUATED IN DESOTO COUNTY, MISSISSIPPI AND SAID PARCEL NUMBER OBS-12-02 BEING DESCRIBED AS:

A TRACT OF LAND SITUATED IN THE NORTHEAST QUARTER OF SECTION 32, TOWNSHIP 1 SOUTH, RANGE 6 WEST, ALL IN DESOTO COUNTY, MISSISSIPPI AND BEING MORE PARTICULARLY DESCRIBED AS:

A PERMANENT UTILITY EASEMENT, TEN FEET EITHER SIDE OF AND PARALLEL TO THE FOLLOWING DESCRIBED PROPOSED CENTERLINE: COMMENCING AT THE SOUTHWEST CORNER OF SAID SECTION 32 (NOT RECOVERED), SAID SOUTHWEST CORNER BEING DESCRIBED IN BOOK 61 - PAGE 170, SAID SOUTHWEST CORNER LYING AT MISSISSIPPI STATE PLANE GRID COORDINATES OF NORTHING OF 1,982,163.54 FEET AND EASTING OF 2,436,636.07 FEET (NAD83-WEST ZONE, UNADJUSTED); THENCE NORTH 00 DEGREES 00 MINUTES 00 SECONDS EAST - 4828.91 FEET; THENCE NORTH 90 DEGREES 00 MINUTES 00 SECONDS EAST - 3853.10 FEET TO THE TRUE POINT OF BEGINNING OF THIS DESCRIPTION, SAID POINT OF BEGINNING LYING IN AN EASTERLY INTERIOR DEED LINE OF THE REMAINDER OF THE THOMPSON & CREWS DEVELOPMENT COMPANY PROPERTY OF RECORD IN WARRANTY DEED AT BOOK 355 - PAGE 116, SAID POINT OF BEGINNING LYING AT MISSISSIPPI STATE PLANE GRID COORDINATES OF NORTHING OF 1,986,992.46 FEET AND EASTING OF 2,440,489.18 FEET (NAD83-WEST ZONE, UNADJUSTED); THENCE ALONG THE CENTERLINE OF SAID PROPOSED UTILITY EASEMENT THE FOLLOWING BEARINGS AND DISTANCES: SOUTH 52 DEGREES 26 MINUTES 29 SECONDS EAST (LEAVING SAID EASTERLY DEED LINE) - 143.71 FEET TO THE POINT OF TERMINATION OF SAID PROPOSED UTILITY EASEMENT.

PARCEL OBS-12-02 CONTAINING 0.066 ACRES OR 2,875 SQUARE FEET MORE OR LESS, SUBJECT TO RIGHT OF WAY IN ANY PUBLIC ROADS AND PUBLIC AND/OR PRIVATE EASEMENTS.

PAGE TWO

ALSO, AN EASEMENT (WIDTH VARIES), TO BE KNOWN FOR THE PURPOSES OF THIS DESCRIPTION AS TEMPORARY CONSTRUCTION EASEMENT "A", TO BE SITUATED ADJACENT TO AND PARALLEL TO THE NORTHERLY LINE OF SAID PARCEL OBS-12-02, SAID EASEMENT "A" BEING MORE PARTICULARLY DESCRIBED AS: COMMENCING AT THE SOUTHWEST CORNER OF SAID SECTION 32 (NOT RECOVERED), SAID SOUTHWEST CORNER BEING DESCRIBED IN BOOK 61 - PAGE 170, SAID SOUTHWEST CORNER LYING AT MISSISSIPPI STATE PLANE GRID COORDINATES OF NORTHING OF 1,982,163.54 FEET AND EASTING OF 2,436,636.07 FEET (NAD83-WEST ZONE, UNADJUSTED); THENCE NORTH 00 DEGREES 00 MINUTES 00 SECONDS EAST - 4828.91 FEET; THENCE NORTH 90 DEGREES 00 MINUTES 00 SECONDS EAST - 3853.10 FEET TO THE INTERSECTION OF THE CENTERLINE OF SAID OBS-12-02 AND THE NORTHWESTERLY LINE OF SAID LOT 1; THENCE NORTH 37 DEGREES 33 MINUTES 31 SECONDS EAST ALONG SAID NORTHWESTERLY DEED LINE OF LOT 1 A DISTANCE OF 10.00 FEET TO THE TRUE POINT OF BEGINNING OF SAID TEMPORARY CONSTRUCTION EASEMENT "A"; THENCE NORTH 37 DEGREES 33 MINUTES 31 SECONDS EAST ALONG SAID NORTHWESTERLY LINE OF LOT 1 A DISTANCE OF 8.25 FEET TO THE SOUTHWESTERLY RIGHT OF WAY LINE OF U.S. HIGHWAY 78 (PUBLIC, PAVED ROAD - WIDTH VARIES); THENCE SOUTH 51 DEGREES 42 MINUTES 48 SECONDS EAST ALONG SAID SOUTHWESTERLY RIGHT OF WAY LINE A DISTANCE OF 143.97 FEET; THENCE SOUTH 38 DEGREES 17 MINUTES 12 SECONDS WEST (LEAVING SAID SOUTHWESTERLY RIGHT OF WAY LINE A DISTANCE OF 6.42 FEET TO THE NORTHERLY LINE OF SAID PARCEL OBS-12-02; THENCE NORTH 52 DEGREES 26 MINUTES 29 SECONDS WEST ALONG SAID NORTHERLY LINE OF SAID PARCEL OBS-12-02 A DISTANCE OF 143.87 FEET TO THE POINT OF BEGINNING, CONTAINING 1,056 SQUARE FEET OR 0.024 ACRES, MORE OR LESS.

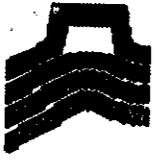
ALSO, A TWENTY (20) FOOT WIDE EASEMENT, TO BE KNOWN FOR THE PURPOSES OF THIS DESCRIPTION AS TEMPORARY CONSTRUCTION EASEMENT "B", TO BE SITUATED ADJACENT TO AND PARALLEL TO THE SOUTHERLY LINE OF SAID PARCEL OBS-12-02, SAID EASEMENT "B" CONTAINING 0.066 ACRES OR 2,870 SQUARE FEET MORE OR LESS.

THE ABOVE DESCRIBED PARCELS ARE VACANT LAND.

BY GRAPHIC DETERMINATION, PARCEL OBS-12-02 DOES NOT LIE WITHIN THE LIMITS OF THE SPECIAL FLOOD HAZARD AREAS INUNDATED BY 100 YEAR FLOOD, PER FIRM/FEMA MAP NUMBER 28033C0065 D, MAP REVISED MAY 3, 1990.

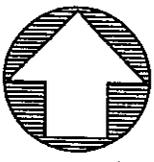
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BEARINGS ARE RELATIVE TO MISSISSIPPI STATE PLANE GRID NORTH (NAD 83 - WEST ZONE).



Pickering Firm
Incorporated

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FAX 901-272-6811



GRID NORTH
[MS WEST - NAD83]

MS ST HYW 302 [GOODMAN ROAD]

SE 1/4 SEC 29, T1S, R6W
NE 1/4 SEC 32, T1S, R6W

(PUBLIC-PAVED ROAD)
(WIDTH VARIES)
U.S. HIGHWAY 78

CENTERLINE
20' WIDE PERMANENT
SEWER EASEMENT

TEMP ESMT "A"
(WIDTH VARIES)
SEE DETAIL A

POT OBS PARC 12-02

DESOTO INNS, INC
(DB 315 - PG 628)

LOT 1, SEC A, PHASE III
VILLAGE SHOPS OF CRUMPLER PLACE PUD
(PLBK 58 - PG 40)

DESOTO INNS, INC
(DB 486 - PG 442)

LOT 16, PHASE III
VILLAGE SHOPS OF CRUMPLER PLACE PUD
(PLBK 72 - PG 12)

THOMPSON & CREWS DEV CO
(DB 355 - PG 116)
TAX ID: 1069-3224.0-00017.00
LOT 17, PHASE II
VILLAGE SHOPS OF CRUMPLER PLACE PUD
(PLBK 74 - PG 31)

OBS-11

(PRIVATE DRIVE-40' WIDE)
LODGING DRIVE

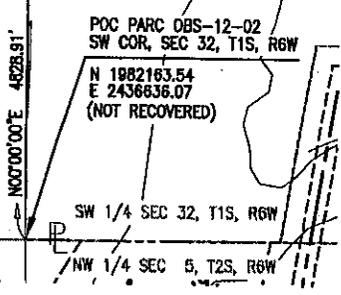
THOMPSON & CREWS DEV CO
(DB 388 - PG 713)
TAX ID: 1069-3219.0-00002.00
LOT 2, PHASE III
VILLAGE SHOPS OF CRUMPLER PLACE PUD
(PLBK 83 - PG 21)

OBS-10

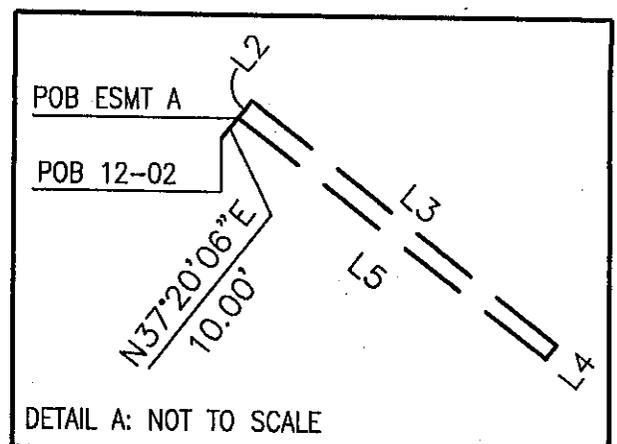
OBS-09-02

THOMPSON & CREWS DEV CO
(DB 355 - PG 116)
TAX ID: 1069-3200.0-00001.04

OBS-09-01



ANNOTATED LINE TABLE-SEWER		
LINE	DIRECTION	DISTANCE
L1	S52°26'29"E	143.71'
ANNOTATED LINE TABLE-ESMT A		
L2	N37°33'31"E	8.25'
L3	S51°42'48"E	143.97'
L4	S38°17'12"W	6.42'
L5	N52°26'29"W	143.87'



PERMANENT 20 FOOT WIDE UTILITY EASEMENT REQUIRED- 0.066 ACRES (2,875 SQ FT)
TEMPORARY CONSTRUCTION EASEMENT "A" REQUIRED: 0.024 ACRES (1,056 SQ FT)
TEMPORARY CONSTRUCTION EASEMENT "B" REQUIRED: 0.066 ACRES (2,870 SQ FT)

DENOTES PERMANENT UTILITY EASEMENT DENOTES TEMPORARY CONSTRUCTION EASEMENT DENOTES FOUND PROPERTY CORNER

BY GRAPHIC DETERMINATION, THIS PARCEL LIES WITHIN THE LIMITS OF THE SPECIAL FLOOD HAZARD AREAS INUNDATED BY 100 YEAR FLOOD, PER FIRM/FEMA MAP NUMBER 28033C0065 D, EFFECTIVE DATE OF MAY 3, 1990.

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PARCEL NO: OBS-12-02
TAX ID: 1069-3215.0-00001.00

DESOTO INNS, INC		
20' WIDE UTILITY EASEMENT AND TEMPORARY CONSTRUCTION EASEMENTS		
OLIVE BRANCH SANITARY SEWER INTERCEPTOR		
SITUATED IN THE NE 1/4, SECTION 32, TOWNSHIP 1, RANGE 6 WEST, DESOTO COUNTY, MISSISSIPPI		
DRAWN BY: jra	DATE: PREL 03/10/06	SHEET NUMBER 1 OF 1
REVIEWED BY: WHW	SCALE: 1" = 200'	