

This Instrument Prepared (with the assistance of Mississippi Counsel) By:
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Indexing Instructions:
Part of Section 15, Township 1 South,
Range 8 West
DeSoto County, Mississippi

Part of Section 16, Township 1 South
Range 8 West
DeSoto County, Mississippi

STATE OF MISSISSIPPI)
)
COUNTY OF DESOTO)

**AMENDMENT TO MEMORANDUM OF JOINT OWNERSHIP AGREEMENT
(Cross Reference: Book 128, Page 487)**

THIS AMENDMENT TO MEMORANDUM OF JOINT OWNERSHIP AGREEMENT (this "Amendment"), to be effective as of the 17th day of April, 2009, is made by and between **SEVEN STATES SOUTHAVEN, LLC**, a Delaware limited liability company ("Seven States"), and **TENNESSEE VALLEY AUTHORITY**, a corporate agency and instrumentality of the United States Government created and existing under and by virtue of the Tennessee Valley Authority Act of 1933, *as amended*, 16 U.S.C. Sections 831-831ee (2006) ("TVA"), and amends that certain Memorandum of Joint Ownership Agreement dated September 30, 2008, as recorded in DeSoto County, Mississippi at Book 128, Page 472 (the "Original Memorandum"):

BACKGROUND:

- A. As of the date of the Original Memorandum, Seven States owned a portion of the Elected Percentage that results in Seven States having an undivided ownership interest of 69.69% in certain assets on certain real property located in DeSoto County, Mississippi as described in the Original Memorandum and as described on Exhibit "A" attached hereto (such assets and real property are referred to collectively herein as the "Premises").
- B. As of the date hereof, Seven States has acquired an additional 20.31% undivided ownership interest in the Premises, making Seven States' cumulative acquired portion of the Elected Percentage equal to a full 90% undivided ownership interest in the Premises.
- C. Seven States and TVA have entered into Supplement No. 3 to the Joint Ownership Agreement, dated as of even date herewith, acknowledging Seven States' increased ownership interest in the Premises.

NOTICE:

NOW, THEREFORE, for and in consideration of the covenants and conditions set forth above, Seven States and TVA do hereby give notice of the following:

- 1. As of even date herewith, Seven States' acquired portion of the Elected Percentage under the Joint Ownership Agreement, dated September 30, 2008, as amended and

*Alfred Cook Horton + Bell
see copy*

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supplemented by Supplement No. 1 dated as of September 2, 2008, Supplement No. 2, dated as of September 30, 2008, and Supplement No. 3, dated as of even date herewith (as so amended and supplemented, the "Joint Ownership Agreement") has increased to a full 90% undivided ownership interest in the Premises.

2. Seven States hereby confirms that the assignment to JPMorgan Chase Bank, National Association ("JPMorgan") of Seven States' right to receive payments from TVA under all of the Buy-Back Option (as defined in the Joint Ownership Agreement) pursuant to that certain Collateral Assignment of Certain Rights Under, and Certain Agreements as to, Joint Ownership Agreement and Lease Agreement, dated as of September 30, 2008, as recorded at Book 128, page 487 in the land records of DeSoto County, Mississippi, by Seven States in favor of JPMorgan, includes an assignment of Seven States' right to receive payments from TVA under the Joint Ownership Agreement with respect to TVA's repurchase, following the exercise of a Buy-Back Option, of the additional 20.31% undivided ownership interest in the Premises.

3. All other terms and conditions of the Joint Ownership Agreement are more fully set forth in said Joint Ownership Agreement.

4. This Amendment may be executed in several counterparts, each of which when so executed and delivered shall constitute an original, fully enforceable counterpart for all purposes.

[Signatures Appear on the Following Page]

IN WITNESS WHEREOF, Seven States and TVA have executed this Amendment as of the date first written above.

SEVEN STATES SOUTHAVEN, LLC, a Delaware limited liability company

By: [Signature]
Print Name: Jack W. Simmons
Title: President and Chief Executive Officer

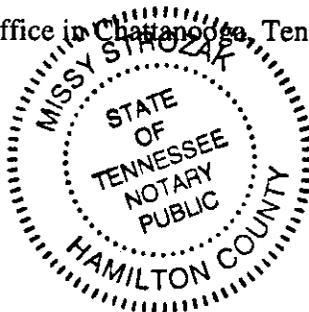
STATE OF TENNESSEE)
COUNTY OF HAMILTON)

Personally appeared before me, the undersigned authority in and for the said county and state, on this 14th day of April, 2009, within my jurisdiction, the within named JACK W. SIMMONS, who acknowledged that he is the President and Chief Executive Officer of SEVEN STATES SOUTHAVEN, LLC, a Delaware limited liability company, and that for and on behalf of the 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.

WITNESS my hand and official seal of office in Chattanooga, Tennessee, the day and year aforesaid.

[Signature]
Notary Public

My Commission Expires: 8/8/12



[Signature Continued on Following Page]

Exhibit A
Legal Description

SOUTHAVEN COMBUSTION TURBINE SITE

Mississippi Parcel 1 (Acquisition Tract SCBTS-1)

A parcel of land lying in the SW1/4 of Section 15 Township 1 South Range 8 West in Desoto County, State of Mississippi, being on the Southaven Combustion Turbine Site and at the intersection of Tulane Road and Stateline Road, as shown on US-TVA Drawing No. 112 MS 421 B 99(D) R.1 (formerly US-TVA Drawing No. 112 MS 422 B 100(D) R.0) and being more particularly described as follows:

Commencing at a concrete monument (found) (Coordinates: N. 275,703.11, E. 750,567.00), being NGS MON 153; thence S42°05'16"E, 13,353.72 feet to an angle iron (set) on the accepted Mississippi-Tennessee state line being corner No. SCBTS-1 and the Point of Beginning:

Thence leaving the point of beginning and said Mississippi-Tennessee state line S02°11'31"W, 1,100.72 feet to a rebar (found) in the northern right of way of Stateline Road, being corner No. SCBTS-2; thence continuing with said right of way for the following two calls;
N87°47'07"W, 304.06 feet to a rebar (found), being corner No. SCBTS-3;
thence N87°47'41"W, 104.99 feet to a (3/8") rebar (found), being corner No. SCBTS-6;
thence leaving said right of way N02°12'24"E, 206.98 feet to a (3/8") rebar (found), being corner No. SCBTS-5; thence parallel with north right of way of Stateline Road N87°48'27"W, 1,260.36 feet to rebar with cap (found) and stamped "THY INC. #888" in the eastern right of way of Tulane Road, being corner No. SCBTS-7; thence with said right of way N02°15'03"E, 899.31 feet to a rebar with cap (found) on the accepted Mississippi-Tennessee state line, being corner No. SCBTS-8; thence leaving said right of way and with said state line S87°36'39"E, 1,668.44 feet to the point of beginning and containing 36.29 acres.

Located on VTM Quad Horn Lake, MS.

Positions of corners and directions of lines are referred to the Tennessee Lambert State Coordinate System and NAD 83 (2007) Horizontal Datum.

This description was prepared from an ALTA survey dated May 1, 2000 and a survey dated December 18, 2007 by:

Tennessee Valley Authority
MR 4B-C
Chattanooga, TN 37402-2801

Mississippi Parcel 2 (Acquisition Tract SCBTS-2)

A parcel of land lying in the SE1/4 of Section 16 Township 1 South Range 8 West in Desoto County, State of Mississippi, being on the Southaven Combustion Turbine Site and at the intersection of Tulane Road and Stateline Road, as shown on US-TVA Drawing No. 112 MS 421 B 99(D) R.1 (formerly US-TVA Drawing No. 112 MS 422 B 100(D) R.0) and being more particularly described as follows:

Commencing at a concrete monument (found) (Coordinates: N. 275,703.11, E. 750,567.00), being NGS MON 153; thence S33°33'03"E, 12,943.26 feet to a rebar (found) in the west right of way of Tulane Road, being corner No. SCBTS-9 and the Point of Beginning:

Thence leaving the point of beginning and said right of way N87°55'13"W, 225.69 feet to a nail (60d) (found), being corner No. SCBTS-10;

thence N87°42'13"W, 420.76 feet to a rebar without cap (found), being corner No. SCBTS-11;

thence N02°36'46"E, 209.28 feet to a rebar without cap (found), being corner No. SCBTS-12; thence

N87°28'38"W, 210.14 feet to an iron pipe (1.5") (found), being corner No. SCBTS-13;

thence S02°13'39"W, 209.42 feet to a pin (found), being corner No. SCBTS-14;

thence S02°43'42"W, 155.47 feet to a rebar with cap (found) in the north right of way of Stateline Road, being corner No. SCBTS-15;

thence with road said right of way N87°43'40"W, 415.16 feet to a rebar (found), being corner No. SCBTS-16;

thence N02°24'39"E, 673.73 feet to an iron pipe (1.5") (found), being corner No. SCBTS-17; thence

S87°35'36"E, 434.83 feet to a rebar (found), being corner No. SCBTS-18;

thence N02°19'08"E, 435.00 feet to a rebar (found) on the accepted Mississippi-Tennessee state line, being corner No. SCBTS-19;

thence with said state line for the following calls:

S87°35'34"E, 311.41 feet to an angle iron (set), being corner No. SCBTS-26;

thence S87°35'28"E, 523.19 feet to an iron pipe (found) in the west right of way of Tulane Road, being Corner No. SCBTS-20;

thence leaving said state line and with said road right of way S02°15'57"W, 206.15 feet to a rebar (found), being corner No. SCBTS-21;

thence leaving said right of way N87°38'49"W, 158.80 feet to a rebar (found), being corner No. SCBTS-22;

thence S02°07'35"W, 209.14 feet to an iron pipe (found), being corner No. SCBTS-23;

thence S87°29'48"E, 158.20 feet to a rebar (found) in the western right of way of Tulane Road, being corner No. SCBTS-24;

thence with said road right of way S02°15'14"W, 534.74 feet to the point of beginning and containing 23.14 acres.

Located on VTM Quad Horn Lake, MS.

Positions of corners and directions of lines are referred to the Tennessee Lambert State Coordinate System and NAD 83 (2007) Horizontal Datum.

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Tennessee Valley Authority
MR 4B-C
Chattanooga, TN 37402-2801

Mississippi Parcel 3 – Transmission Line Easement (Acquisition Tract SCBTS-4-TL)

An easement for transmission line purposes as described in that certain Transmission Line Easement dated November 21, 2000, between Entergy Mississippi, Inc. and Southaven Power, LLC, recorded December 8, 2000 in Deed Book 384, page 81 over, under and across a parcel of land lying in the SE1/4 of Section 16 Township 1 South Range 8 West in Desoto County, State of Mississippi, being on the Southaven Combustion Turbine Site, as shown on US-TVA Drawing No. 112 MS 421 B 99(D) R.1 (formerly US-TVA Drawing No. 112 MS 422 B 100(D) R.0) and being more particularly described as follows:

Commencing at a concrete monument (found) (Coordinates: N. 275,703.11, E. 750,567.00), being NGS MON 153; thence S29°12'19"E, 12,075.19 feet to a point in the western line of tract SCBTS-2, being corner SCBTS-33 and the Point of Beginning:

Thence leaving the point of beginning and said western line of tract SCBTS-2 N89°54'39"W, 417.53 feet to a point, being corner No. SCBTS-34;
 thence N44°04'03"W, 81.72 feet to a point, being corner No. SCBTS-35;
 thence N45°55'57"E, 150.00 feet to a point, being corner No. SCBTS-36;
 thence S44°04'03"E, 18.29 to a point, being Corner No. SCBTS-37;
 thence S89°54'39"E, 360.18 to a point, being Corner No. SCBTS-38;
 thence S02°24'35"W, 150.12 feet to the point of beginning and containing 1.51 acres.

Located on VTM Quad Horn Lake, MS.

Positions of corners and directions of lines are referred to the Tennessee Lambert State Coordinate System and NAD 83 (2007) Horizontal Datum.

This description was prepared from an ALTA survey dated May 1, 2000 and a survey dated December 18, 2007 by:

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