

Prepared by and Return to:

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(212) 909-6000

SUBORDINATION AGREEMENT

Existing Lender:

Wells Fargo Capital Finance, LLC
1100 Abernathy Road, Suite 1600
Atlanta, Georgia 30328
Attention: Matthew Mouledous

New Lender:

Credit Suisse AG, Cayman Islands Branch
One Madison Avenue
New York, NY 10010
Attention: Sean Portrait – Agency Manager

Legal Description of Properties (3): See Exhibit A

300 Highway 51 North, Hernando, MS (DeSoto County)

201 Apache Drive & 951 Prisock Road, Jackson MS (Hinds County)

2400 Highway 45 North, 248 Chubby Drive & 3539 Bluecutt Road, Columbus, MS (Lowndes County)

SUBORDINATION AGREEMENT

THIS SUBORDINATION AGREEMENT, made 9-4-12, by and between Wells Fargo Capital Finance, LLC, formerly known as Wells Fargo Foothill, LLC, a Delaware limited liability company ("Existing Lender"), and Credit Suisse AG, Cayman Islands Branch ("New Lender"), recites and provides:

RECITALS:

WHEREAS, NCI Group, Inc., a Nevada corporation ("NCI") or Robertson-Ceco II Corporation, a Delaware corporation ("RC"), granted Deeds of Trust and/or Mortgages to Existing Lender, each entered into as set forth on Exhibit A, which Deeds of Trust and/or Mortgages are recorded against the applicable real property indicated on Exhibit A and described on Exhibit B (each such Mortgage or Deed of Trust, an "Original Deed of Trust");

WHEREAS, in connection with the Original Deeds of Trust, UCC-1 fixture filings were recorded against the applicable real property indicated on Exhibit A and described on Exhibit B (each, an "Original UCC");

WHEREAS, New Lender executed a Joinder, dated as of June 22, 2012, to the Intercreditor Agreement, dated as of October 20, 2009 (as the same may be amended, restated, supplemented or otherwise modified from time to time, the "Intercreditor Agreement"); and

WHEREAS, subject to the terms of the Intercreditor Agreement, the parties desire to subordinate (i) each Original Deed of Trust to the corresponding new Mortgage or Deed of Trust listed on Exhibit A, in favor of New Lender, recorded in the applicable clerk's office simultaneously herewith (each such Mortgage or Deed of Trust, a "New Deed of Trust") and (ii) each Original UCC to the corresponding new UCC-1 fixture filing listed on Exhibit A, recorded in the applicable clerk's office simultaneously herewith (each such UCC, a "New UCC").

AGREEMENT:

NOW, THEREFORE, for and in consideration of the mutual covenants and promises herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. **Subordination.** Existing Lender, New Lender, and, as applicable, the applicable trustee listed on Exhibit A, hereby agree, subject to the terms of the Intercreditor Agreement, that (i) the lien of each Original Deed of Trust is hereby subordinated to the corresponding lien of each New Deed of Trust and (ii) the lien of each Original UCC is hereby subordinated to the corresponding lien of each New UCC. Subject to the terms of the Intercreditor Agreement, the lien of each New Deed of Trust, together with any renewals or extensions thereof, shall remain at all times prior and superior to the corresponding lien of each Original Deed of Trust. Subject to the terms of the Intercreditor Agreement, the lien of each New UCC, together with any renewals or extensions thereof, shall remain at all times prior and superior to the corresponding lien of each Original UCC.

WITNESS the following signatures:

EXISTING LENDER:

WELLS FARGO CAPITAL FINANCE, LLC,
formerly known as Wells Fargo Foothill, LLC,
a Delaware limited liability company, in its
capacity as administrative agent and co-
collateral agent

By: 
Name: Matthew Mouledous
Title: Vice President

STATE OF GEORGIA

COUNTY OF FULTON

Personally appeared before me, the undersigned authority in and for the said county and state, on this 20th day of August, 2012, within my jurisdiction, the within named Matthew Mouledous, who acknowledged to me that he is a Vice President of Wells Fargo Capital Finance, LLC, a Delaware 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, having been duly authorized by said limited liability company so to do.


Notary Public

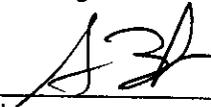
My commission expires:
3/12/16



[SIGNATURES CONTINUED ON NEXT PAGE]

NEW LENDER:

CREDIT SUISSE AG, CAYMAN ISLANDS
BRANCH, as Administrative Agent and
Collateral Agent

By: <u></u>	<u></u>
Name: Ari Bruger	Rahul Parmar
Title: Vice President	Associate

State of New York)

County of New York)

On August 30, 2012 before me, Marjorie E. Bull, a Notary Public in and for said State, personally appeared Ari Bruger, VP & Rahul Parmar, ASO who proved to me the basis of satisfactory evidence) to be the person (s) whose name (s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her their authorized capacity (ies), and that by his/her/their signature (s) on the instrument the person (s), or the entity upon behalf of which the person (s) acted, executed the instrument.

I certify under penalty of perjury under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature 

MARJORIE E. BULL
Notary Public, State of New York
No. 01BU6055282
Qualified in New York County
Commission Expires February 20, 2015

(Area for Notary Seal)

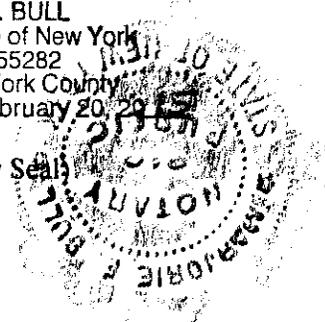


Exhibit A

<u>Existing Mortgage / Deed of Trust</u>	<u>New Mortgage / Deed of Trust</u>	<u>Trustee</u>	<u>Original UCC</u>	<u>New UCC</u>	<u>Description of Corresponding Real Property on Exhibit B</u>
<p>Deed of Trust, Security Agreement, Assignment of Leases and Rents and Fixture Filing, entered into as of October 20, 2009, by and among NCI, Danny L. Crotwell, as trustee, and Existing Lender, recorded on November 06, 2009 in Book 3100, Page 206 in the official public records of DeSoto County, Mississippi.</p>	<p>Deed of Trust, Security Agreement, Assignment of Leases and Rents and Fixture Filing, entered into as of [], 2012, by and among NCI, Danny L. Crotwell, as trustee, and New Lender.</p>	<p>Danny L. Crotwell</p>	<p>UCC Financing Statement naming NCI as Debtor and Existing Lender as Secured Party, recorded November 6, 2009 in Book 3100, Page 220, as amended by UCC Financing Statement Amendment recorded January 25, 2011 in Book 3267, Page 526 in the official public records of DeSoto County, Mississippi.</p>	<p>UCC Financing Statement naming NCI as Debtor and New Lender as Secured Party</p>	<p>Property # 1</p>
<p>Deed of Trust, Security Agreement, Assignment of Leases and Rents and Fixture Filing, entered into as of October 20, 2009, by and among NCI, Danny L. Crotwell, as trustee, and Existing Lender, recorded on October 28, 2009 in Book 7091, Page 596 in the</p>	<p>Deed of Trust, Security Agreement, Assignment of Leases and Rents and Fixture Filing, entered into as of [], 2012, by and among NCI, Danny L. Crotwell, as trustee, and New Lender.</p>	<p>Danny L. Crotwell</p>	<p>UCC Financing Statement naming NCI as Debtor and Existing Lender as Secured Party, recorded October 28, 2009 in Book 7091, Page 611, as amended by UCC Financing Statement Amendment</p>	<p>UCC Financing Statement naming NCI as Debtor and New Lender as Secured Party</p>	<p>Property # 2</p>

<p>official public records of Hinds County, Mississippi.</p>	<p>Deed of Trust, Security Agreement, Assignment of Leases and Fixture Filing, entered into as of October 20, 2009, by and among RC, Danny L. Crotwell, as trustee, and Existing Lender, recorded on October 28, 2009 in Book 2009, Page 25342 in the official public records of Lowndes County, Mississippi.</p>	<p>Deed of Trust, Security Agreement, Assignment of Leases and Fixture Filing, entered into as of [], 2012, by and among RC, Danny L. Crotwell, as trustee, and New Lender.</p>	<p>Danny L. Crotwell</p>	<p>recorded September 07, 2010 in Book 7109, Page 7712 in the official public records of Hinds County, Mississippi.</p>	<p>UCC Financing Statement naming RC, as Debtor and Existing Lender as Secured Party, recorded October 28, 2009 in Book 2009, Page 25363, as amended by UCC Financing Statement Amendment recorded September 24, 2010 in Book 2010, Page 20018 in the official public records of Lowndes County, Mississippi.</p>	<p>UCC Financing Statement naming RC as Debtor and New Lender as Secured Party</p>	<p>Property # 3</p>
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Exhibit B

Property #1 - 300 Highway 51 North, Hernando, MS

Started in the City of Hernando, County of DeSoto, State of Mississippi, and being more particularly described as follows:
 Commencing at the Southeast corner of Section 25, Township 2 South, Range 8 West;
 Thence, North 0721'41" West, a distance of 251.00 feet;
 Thence, South 0830'19" West, a distance of 1618.64 feet;
 Thence, North 0721'41" West, a distance of 1232.31 feet to the Point of Beginning of the parcel of land hereby described;

Thence, along the East line of Highway 51 North (100 feet wide) the following two (2) courses and distances:
 1) Thence, North 0870'27" West, a distance of 371.16 feet;
 2) Thence, North 0615'08" West, a distance of 210.00 feet;
 Thence, leaving the East line of Highway 51 North, South 0733'00" East, a distance of 425.00 feet;
 Thence, South 0738'00" East, a distance of 548.87 feet to the West line of U.S. Highway 56;
 Thence, along the West line of U.S. Highway 56 the following six (6) courses and distances:
 1) Thence, South 0217'04" East, a distance of 315.27 feet;
 2) Thence, South 2028'28" East, a distance of 35.88 feet;
 3) Thence, South 1028'27" West, a distance of 30.84 feet to a 3/4" rebar found;
 4) Thence, South 2028'28" West, a distance of 125.43 feet to a concrete right of way monument found;
 5) Thence, along the arc of a curve to the right, said curve having a radius of 802.39 feet, an arc length of 374.68 feet, a deflection angle of 89'03"25", and a chord bearing South 30'35'00" West, a chord distance of 371.25 feet;
 6) Thence, North 0715'46" West, a distance of 224.89 feet;
 7) Thence, South 3428'28" West, a distance of 127.75 feet;
 8) Thence, South 0730'18" East, a distance of 178.48 feet;
 9) Thence, along the arc of a curve to the right, said curve having a radius of 802.39 feet, an arc length of 187.03 feet, a deflection angle of 10'43'27", and a chord bearing South 57'07'35" West, a chord distance of 188.38 feet;
 Thence, leaving said West line of U.S. Highway 56, North 0826'23" West, a distance of 332.53 feet to a 1/2" rebar found;
 Thence, South 0830'52" West, a distance of 51.85 feet to a 1/2" pipe found;
 Thence, North 0808'40" West, a distance of 207.54 feet;
 Thence, South 0446'18" West, a distance of 311.08 feet to the Point of Beginning and containing 14.7828 acres (842,832 square feet) of land more or less.

LESS and EXCEPT

[LEGAL DESCRIPTION CONTINUED ON FOLLOWING PAGE]

TRACT 1

Legal description of a 0.29 acre tract of land located in the Southeast Quarter of the Southeast Quarter of Section 36, Township 2 South, Range 8 West, DeSoto County, Mississippi and is further described as follows:

Commencing at the southeast corner of said section as per Plat Book 34 Page 28; thence west a distance of 1254.67 feet to a point; thence north a distance of 907.86 feet to a ½" rebar set on the west right of way of I-69 "Ramp A" being the true point of beginning; thence north 01 degrees 25 minutes 53 seconds west a distance of 160.82 feet to a concrete monument; thence south 62 degrees 28 minutes 59 seconds east a distance of 170.23 feet to a concrete monument; thence with a curve turning to the right with an arc length of 168.60', with a radius of 892.39', with a chord bearing of south 60 degrees 48 minutes 09 seconds west with a chord length 168.35', to the point of beginning containing 12,425 square feet, 0.29 acres of land, being subject to all codes, regulations, revisions, subdivision covenants, rights of way, and easements of record that a thorough title search may uncover.

TRACT 2

Legal description of a 0.52 acre tract of land located in the Southeast Quarter of the Southeast Quarter of Section 36, Township 2 South, Range 8 West, DeSoto County, Mississippi and is further described as follows:

Commencing at the southeast corner of said section as per Plat Book 34, Page 28; thence west a distance of 1254.67 feet to a point; thence north 00 degrees 12 minutes 58 seconds west a distance of 1069.13 feet to a point being the true point of beginning; thence north 01 degrees 25 minutes 53 seconds west a distance of 116.23 feet to a fence corner on the south line of the MBCI property; thence along said property and a chain link fence north 89 degrees 33 minutes 47 seconds east a distance of 327.71 feet to a point; thence along said fence and property north 62 degrees 36 minutes 22 seconds east a distance of 79.27 feet to a ¼" rebar set on the west right of way of "I-69 Ramp A"; thence along said right of way with a curve turning to the right with an arc length of 200.59', with a radius of 892.39', with a chord bearing of south 41 degrees 49 minutes 24 seconds west with a chord length of 200.17', to a concrete monument; thence leaving said right of way north 62 degrees 13 minutes 26 seconds west a distance of 224.89 feet to a concrete monument; thence south 29 degrees 30 minutes 49 seconds west a distance of 127.33 feet to the point of beginning containing 22856 square feet, 0.52 acres of land, being subject to all codes, regulations, revisions, subdivision covenants, rights of way, and easements of record that a thorough title search may uncover.

Property #2 – 951 Prisock Road, Jackson, Mississippi (Tract 1) and 201 Apache Drive, Jackson, Mississippi (Tract 2)

Tract 1:

Situated in the First Judicial District of Hinds County, State of Mississippi, to-wit:

A tract of land consisting of 16.799 acres, more or less, located in Northwest Quarter of Section 25, Township 4 North, Range 1 West, Hinds County, Mississippi, being more particularly described as follows, to-wit:

Commence at a found iron rod at the Northwest corner of the Southwest Quarter of the Southwest Quarter of Section 24, Township 4 North, Range 1 West, First Judicial District, Hinds County, Mississippi; thence run East for a distance of 1287.95 feet; thence run South 00 degrees 28 minutes 02 seconds West for a distance of 1913.75 feet to a point marking intersection of the South right of way line of Mendell Davin road with the West right of way line of Prisock Road, as both are presently laid out and in use, said point also being the Point of Beginning of the property herein described; thence, following the West right of way line of said Prisock Road, continue South 00 degrees 28 minutes 02 seconds West for a distance of 2044.22 feet to the intersection of the West right of way line of the said Prisock Road with the North right or way line of Apache Drive, as both are presently laid out and in use; thence, following the North right of way line of said Apache Drive, run North 89 degrees 11 minutes 41 seconds West for a distance of 160.30 feet to the Southeast corner of A.E. Staley Manufacturing Company; thence run North 00 degrees 48 minutes 19 seconds East for a distance of 320.00 feet to a found iron rod at the Northeast corner of said A.E. Staley Manufacturing Company property; thence, following the North line of said A.E. Staley Manufacturing Company property run North 89 degrees 18 minutes 24 seconds West for a distance of 236.59 feet, thence run North 00 degrees 28 minutes 02 seconds East for a distance of 1722.83 feet to a point on the South right of way line of the aforementioned Mendell Davis Drive run South 89 degrees 27 minutes 45 seconds East for a distance of 395.00 feet to the POINT OF BEGINNING.

Tract 2:

Commencing at the Southeast corner of the Northeast Quarter of the Southeast Quarter of Section 23, Township 4 North, Range 1 West, First Judicial District, Hinds County, Mississippi, go West for a distance of 917.15 feet to the East right of way of Interstate Highway 55; thence go South 29 degrees 46 minutes 26 seconds West along the East right of way of said Interstate Highway 55 for a distance of 1025.20 feet to the intersection of the East right of way of said Interstate Highway 55 and the South right of way of Mendell Davis Road; thence go South 64 degrees 53 minutes 11 seconds East along the South right of Mendell Davis Road for a distance of 241.83 feet to an iron pin; thence go South 60 degrees 06 minutes 31 seconds East along the South right of way of said Mendell Davis Road for a distance of 1,098.98 feet to an iron pin marking the Northwest corner of the AFCO Metals, Inc. parcel as recorded at Deed Book 3652 at Page 240 of the records of the Chancery Clerk of Hinds County at Jackson, Mississippi and the intersection of the South right of way of said Mendell Davis Road and the East right of way of Apache Drive; thence go South 29 degrees 46 minutes 09 seconds West along said East right of way of Apache Drive for a distance of 500 feet to an iron pin marking the Southwest corner of said AFCO Metals, Inc. parcel and the POINT OF BEGINNING.

From the Point of Beginning, go South 29 degrees 46 minutes 09 seconds West along the East right of way of said Apache Drive for a distance of 650.0 feet; thence go South 60 degrees 13 minutes 51 seconds East for a distance of 962.08 feet; thence go North 02 degrees 00 minutes 45 seconds East for a distance of 734.52 feet to an iron pin on the South line of said AFCO Metals, Inc.; thence go North 60 degrees 13 minutes 51 seconds West along the South line of said AFCO Metals, Inc. for a distance of 620.00 feet to the POINT OF BEGINNING, containing 11.8 acres, more or less, and being situated in the Northeast Quarter of Section 26 and in the Northwest Quarter of Section 25, Township 4 North, Range 1 West, First Judicial District, Hinds County, Mississippi.

Property #3 – 248 Chubby Drive, Columbus, MS (Tract One); 3539 Bluecutt Road, Columbus, MS (Tract Two), 2400 Highway 45 North, Columbus, MS (Tract Three)

TRACT ONE

TRACT A:

A tract or parcel of land located in the Southeast Quarter (SE 1/4) of the Southeast Quarter (SE 1/4) of Section 32, Township 17 South, Range 18 West, Lowndes County, Mississippi, and more particularly described as follows:

Beginning at the intersection of the East boundary line of Section 5, Township 18 South, Range 18 West, Lowndes County, Mississippi, and the North right of way of the Columbus and Greenville Railroad; thence North 1 degree 5 minutes West a distance of 428.2 feet to an iron pin; thence North 00 degrees 57 minutes West, a distance of 561.6 feet to an iron pin; thence North 01 degree 32 minutes West a distance of 539.7 feet to an iron pin at chain link fence corner; thence North 01 degree 24 minutes West, along the East boundary line of said Section 32 (a chain link fence), a distance of 149.6 feet to an iron pin and the initial point of the property herein described; thence continue North 01 degree 24 minutes West, along said East boundary line (a chain link fence), a distance of 303.7 feet to a fence corner; thence South 88 degrees 28 minutes West, along a chain link fence and an extension thereof, a distance of 401.3 feet to an iron pin on the East right of way of Chubby Lane; thence South 01 degree 2 minutes East, along said East right of way, a distance of 302.5 feet to an iron pin; thence North 88 degrees 38 minutes East a distance of 403.2 feet to the initial point of this description.

TRACT B:

A tract or parcel of land located in the Southeast Quarter (SE 1/4) of the Southeast Quarter (SE 1/4) of Section 32, Township 17 South, Range 18 West, Lowndes County, Mississippi, and more particularly described as follows:

Beginning at the intersection of the East boundary line of Section 5, Township 18 South, Range 18 West, Lowndes County, Mississippi, and the North right of way of the Columbus and Greenville Railroad; thence North 01 degree 5 minutes West a distance of 428.2 feet to an iron pin; thence North 0 degrees 57 minutes West, a distance of 561.6 feet to an iron pin; thence North 01 degree 32 minutes West a distance of 539.7 feet to an iron pin at chain link fence corner and the initial point of the property herein described; thence North 01 degree 24 minutes West, along the East boundary line of said Section 32 (a chain link fence), a distance of 149.6 feet to an iron pin; thence South 88 degrees 38 minutes West, a distance of 403.2 feet to an iron pin on the East right of way of Chubby Lane; thence South 01 degree 2 minutes East, along said East right of way, a distance of 142.9 feet; thence North 86 degrees 45 minutes East, a distance of 20.0 feet; thence South 01 degrees 2 minutes East, a distance of 20.0 feet to a chain link fence; thence North 86 degrees 45 minutes East along said fence, a distance of 384.5 feet to the initial point of this description.

LESS AND EXCEPT FROM THE ABOVE TRACTS A AND B:

All that property in the Southwest Quarter of Section 33, Township 17 South, Range 18 West, lying East of the following described line:

Beginning at an existing iron rod at a chain link fence corner recognized as the Northwest corner of Section 4, Township 18 South, Range 18 West, Lowndes County, Mississippi; and run North 02 degrees 07 minutes 01 seconds West along said chain link fence for 453.20 feet to a chain link corner post; thence run North 01 degrees 06 minutes 36 seconds West for a distance of 293.33 feet to a set iron rod on the South right of way line of Bluecutt Road.

TRACT C:

All that property lying South of the North line of said Tract A in the Southeast Quarter of Section 32, Township 17 South, Range 18 West, lying West of the following described line:

Beginning at an existing iron rod at a chain link fence corner recognized as the Northwest corner of Section 4, Township 18 South, Range 18 West, Lowndes County, Mississippi, and run North 02 degrees 07 minutes 01 seconds West along said chain link fence for a distance of 453.20 feet to a chain link corner post; thence run North 01 degrees 06 minutes 36 seconds West for a distance of 293.33 feet to a set iron rod on the South right of way line of Bluecutt Road.

TOGETHER WITH: a non-exclusive right to tie into the existing water and sewer lines located along the West side of the herein conveyed property, the same being the East side of Chubby Drive.

TRACT TWO

Commencing at the Southeast corner of Section 32, Township 17 South, Range 18 West, City of Columbus, Lowndes County, Mississippi, as evidenced by a found 1/2" rebar; thence run North 01 degree 24 minutes 00 seconds West for 453.84 feet along the East line of Section 32 and along a chain link fence to a chain link fence corner and the Point of Beginning. From said Point of Beginning run South 88 degrees 27 minutes 08 seconds West for 140.88 feet along a chain link fence to a found wood stake; thence North 01 degree 43 minutes 49 seconds West for 320.63 feet to a found 1/2" rebar on the South right of way of Bluecutt Road (30 feet from centerline); thence in an Easterly direction along the South right of way of Bluecutt Road along a circular curve to the right having a radius of 1,024.63 feet, an arc length of 145.20 feet, and a chord bearing and distance of South 81 degrees 04 minutes 44 seconds East for 145.08 feet to a found 1/2" rebar; thence South 01 degree 24 minutes 00 seconds East for 294.27 feet along the East line of Section 32, Township 17 South, Range 18 West to the Point of Beginning.

Said tract being situated in the Southeast Quarter 1/4 (SE 1/4) of Section 32, Township 17 South, Range 18 West, City of Columbus, Lowndes County, Mississippi and containing 1.01 acres, more or less.

TRACT THREE

TRACT I:

Beginning at a concrete post at the intersection of the East right of way line of Federal Highway 45 and the North right of way of the Columbus & Greenville R. R. in the Northeast Quarter (NE 1/4) of the Northeast Quarter (NE 1/4) of Section 5, Township 18 South, Range 18 West, Lowndes County, Mississippi; run thence South 62 degrees 30 minutes East along the North right of way of said Columbus & Greenville R. R. for a distance of 1,430 feet to the East

line of Section 5, Township 18 South, Range 18 West, Lowndes County, Mississippi, the same being a fence post; run thence North 06 degrees 00 minutes West along the East line of said Section 5 for a distance of 249.0 feet; run thence North 62 degrees 30 minutes West parallel to the North right of way line of the Columbus & Greenville R. R. for a distance of 1,471.5 feet to the East right of way of Federal Highway 45; run thence South 13 degrees 30 minutes East along the said East right of way of Federal Highway 45 for a distance of 274.6 feet to the Point of Beginning.

TRACT II:

Beginning at a concrete post at the intersection of the former East right of way line of U. S. Highway No. 45 and the North right of way line of the Columbus & Greenville R. R. in the Northeast Quarter (NE 1/4) of the Northeast Quarter (NE 1/4) of Section 5, Township 18 South, Range 18 West, Lowndes County, Mississippi; run thence North 13 degrees 30 minutes West along the East right of way line of said U. S. Highway 45, as the same ran on May 21, 1946, for a distance of 274.6 feet to the Northwest corner of the property conveyed by Mrs. Ola Sharp Davis to Roy Williams and wife, Stella Williams, by deed dated May 21, 1946, and recorded in Deed Book 193 at Page 233 of the land records in the Office of the Chancery Clerk of Lowndes County, Mississippi; run thence South 62 degrees 30 minutes East, along an old fence, for a distance of 273 feet, the same being the initial point of this description; from said initial point run thence North 27 degrees 30 minutes East for a distance of 208.75 feet; run thence South 62 degrees 30 minutes East to the East line of Section 5, Township 18 South, Range 18 West, Lowndes County, Mississippi; run thence South 06 degrees East along the East line of said Section 5 for a distance of 249 feet, more or less, to a point (which point is 249 feet North of the North right of way line of the Columbus & Greenville R. R.); run thence North 62 degrees 30 minutes West for a distance of 1,198.5 feet to the initial point of this description.

TRACT III:

That certain tract lying and being situated in the Northeast Quarter (NE 1/4) of the Northeast Quarter (NE 1/4) of Section 5, Township 18 South, Range 18 West, Lowndes County, Mississippi, and more particularly described as follows:

Beginning at an iron pin at the intersection of the East boundary line of said Section 5 with the North right of way line of the Columbus & Greenville Railway Company and run thence North 62 degrees 30 minutes West along the North right of way of railroad a distance of 1,415.5 feet to a highway right of way marker at the intersection of said railroad right of way with the East right of way line of United States Highway 45, as the same now runs; run thence North 13 degrees 37 minutes West along the East right of way line of said U. S. Highway 45 a distance of 274.6 feet to an iron pin; run thence North 76 degrees 26 minutes East a distance of 300 feet to an iron pin, which said pin is the initial point of this description; run thence North 13 degrees 34 minutes West a distance of 293.4 feet to an iron pin; run thence North 76 degrees 26 minutes East a distance of 304.7 feet to an iron pin; run thence South 62 degrees 30 minutes East a distance of 793.3 feet to the East boundary line of said Section 5; run thence in a Southerly direction along said East boundary line of Section 5, a distance of 238 feet to an iron pin; run thence North 62 degrees 30 minutes West a distance of 921.8 feet to an iron pin; run thence South 27 degrees 30 minutes West a distance of 189.2 feet to an iron pin; run thence South 76 degrees 26 minutes West a distance of 49 feet to the initial Point of Beginning of this description; containing 5.13 acres, more or less, all lying and being situated in the Northeast

Quarter (NE 1/4) of the Northeast Quarter (NE 1/4) of Section 5, Township 18 South, Range 18 West, Lowndes County, Mississippi.

TRACT IV:

That certain tract or parcel of land lying in the Northeast Quarter (NE 1/4) of the Northeast Quarter (NE 1/4) of Section 5, Township 18 South, Range 18 West, Lowndes County, Mississippi, being more particularly described as follows:

Beginning at an iron pin at the intersection of the East boundary line of said Section 5 with the North right of way line of the Columbus and Greenville Railway Company and run thence North 62 degrees 30 minutes West along the North right of way of said railroad a distance of 1,415.5 feet to a highway right of way marker at the intersection of said railroad right of way with the East right of way line of United States Highway 45, as the same now runs; run thence North 13 degrees 37 minutes West along the East right of way line of said United States Highway 45 a distance of 274.6 feet to an iron pin; which said pin is the initial point of this description; run thence North 76 degrees 26 minutes East a distance of 300 feet to an iron pin; run thence North 13 degrees 34 minutes West a distance of 70 feet to an iron pin; run thence South 76 degrees 26 minutes West a distance of 300 feet to an iron pin on the East right of way line of said U. S. Highway 45; run thence South 13 degrees 34 minutes East along the East right of way line of U. S. Highway 45, as the same now runs, a distance of 70 feet to the initial Point of Beginning of this description; all lying and being situated in the Northeast Quarter (NE 1/4) of the Northeast Quarter (NE 1/4) of Section 5, Township 18 South, Range 18 West, Lowndes County, Mississippi.

TRACT V:

That certain tract or parcel of land lying partly in the Northeast Quarter (NE 1/4) of the Northeast Quarter (NE 1/4) of Section 5, Township 18 South, Range 18 West, Lowndes County, Mississippi; and partly in the Southeast Quarter (SE 1/4) of the Southeast Quarter (SE 1/4) of Section 32, Township 17 South, Range 18 West, Lowndes County, Mississippi, being more particularly described as follows:

Beginning at an iron pin at the intersection of the East boundary line of said Section 5, Township 18 South, Range 18 West, Lowndes County, Mississippi, with the North right of way line of the Columbus & Greenville Railway Company, and run thence North 05 degrees 40 minutes West for a distance of 498.0 feet; run thence North 06 degrees 05 minutes West for a distance of 487.7 feet to the initial point of the property herein described, said initial point being the Northeast corner of that certain tract or parcel of land conveyed to The Ceco Corporation, a Delaware Corporation, by Columbus-Lowndes Industrial Foundation, Inc. by a Deed dated December 18, 1969, and appearing of record in Deed Book 419 at Page 467 of the land records in the Office of the Chancery Clerk of Lowndes County, Mississippi; from said initial point run thence North 06 degrees 24 minutes West along the East side of Section 5, Township 18 South, Range 18 West, Lowndes County, Mississippi, for a distance of 1,286.5 feet to the South right of way line of Bluecutt Road; run thence Westerly along a curve in the South right of way line of said Bluecutt Road whose chord bearing is North 87 degrees 33 minutes West for a distance of 184.5 feet; run thence South 89 degrees 24 minutes West along the South right of way line of Bluecutt Road for a distance of 218.7 feet; run thence South 06 degrees 24 minutes East for a distance of 1,067.6 feet; run thence South 62 degrees 30 minutes East for a distance of 482.0 feet to the initial point of the property herein described; said tract containing 10.867 acres, more or less, and lying partly within the Northeast Quarter (NE 1/4)

of the Northeast Quarter (NE 1/4) of Section 5, Township 18 South, Range 18 West, Lowndes County, Mississippi, and lying partly within the Southeast Quarter (SE 1/4) of the Southeast Quarter (SE 1/4) of Section 32, Township 17 South, Range 18 West, Lowndes County, Mississippi.

TRACT VI:

Beginning at an iron pin located at the intersection of the East line of Section 5, Township 18 South, Range 18 West, Lowndes County, Mississippi, with the North right of way line of the Illinois Central Gulf Railroad (formerly the Columbus & Greenville Railway Company) and from said point run thence North 05 degrees 40 minutes West for a distance of 498.0 feet; run thence North 06 degrees 05 minutes West for a distance of 487.8 feet; run thence North 62 degrees 30 minutes West for a distance of 482.0 feet to the initial Point of Beginning of the property herein described; from said initial point continue thence North 62 degrees 30 minutes West for a distance of 303.0 feet to an iron pin on the South line of a gravel road; run thence North 76 degrees 26 minutes East along the South side of said gravel road for a distance of 252.7 feet; run thence South 06 degrees 24 minutes East for a distance of 201.0 feet to the Point of Beginning, being in Section 5, Township 18 South, Range 18 West, and in Section 32, Township 17 South, Range 18 West, Lowndes County, Mississippi, and containing 0.58 acres, more or less, all of the above bearings being magnetic.

TRACT VII:

Part of the Northeast Quarter (NE 1/4) of the Northeast Quarter (NE 1/4) of Section 5, Township 18 South, Range 18 West, Lowndes County, Mississippi, described as follows:

Beginning at a concrete right of way marker at the intersection of the present East right of way line of U. S. Highway No. 45 and the North right of way line of the Columbus & Greenville Railway Company; run thence North 13 degrees 37 minutes West along the East right of way line of said U. S. Highway 45 as the same now runs, a distance of 274.6 feet to a stake; run thence South 62 degrees 30 minutes East along an old fence a distance of 263.2 feet to the West side of a steel fence; run thence North 27 degrees 30 minutes East along said steel fence a distance of 208.75 feet to a fence corner, the initial point of this description, said initial point being the Northernmost apex of the tract of land conveyed to Mitchell Engineering Company by deed dated December 28, 1960, and of record in Deed Book 303 at Page 624 of the land records in the Office of the Chancery Clerk of Lowndes County, Mississippi; from said initial point run thence North 27 degrees 30 minutes East a distance of 208.75 feet; run thence South 62 degrees 30 minutes East parallel to the North line of the Mitchell Engineering Company Plant Property a distance of 921.8 feet to the East line of Section 5; run thence South 06 degrees 05 minutes East along the East line of said Section 5 a distance of 249.8 feet to an iron pin at the Northeast corner of the property conveyed to Mitchell Engineering Company by the above mentioned deed (which point is 498 feet North of the North right of way line of the Columbus & Greenville Railway Company); run thence North 62 degrees 30 minutes West along the North line of the said Mitchell Engineering Company property a distance of 1,061.5 feet to the initial point of this description.

TRACT VIII:

Part of the Northeast Quarter (NE 1/4) of the Northeast Quarter (NE 1/4) of Section 5, Township 18 South, Range 18 West, Lowndes County, Mississippi, described as follows:

Beginning at a concrete right of way marker at the intersection of the present East right of way line of U. S. Highway No. 45 and the North right of way line of the Columbus & Greenville Railway Company; run thence North 13 degrees 37 minutes West along the East right of way line of said U. S. Highway 45 as the same now runs, a distance of 274.6 feet to a stake, the initial point of this description, from said initial point run thence South 62 degrees 30 minutes East along an old fence a distance of 263.2 feet to the West side of a steel fence; run thence North 27 degrees 30 minutes East a distance of 228.3 feet to a stake; run thence South 76 degrees 26 minutes West a distance of 349 feet to the initial point of this description.

LESS AND EXCEPT:

Less and except from the above described Tract Three that certain property conveyed by deed recorded in Book 956, Page 279, Office of the Chancery Clerk for Lowndes County, Mississippi.

And further less and except from the above described Tract Three that certain property conveyed by Warranty Deed recorded in Book 1028, Page 680, Office of The Chancery Clerk for Lowndes County, Mississippi.

TRACT FOUR

3.24 acres, more or less, lying in the Northeast Quarter (NE 1/4) of Section 5, Township 18 South, Range 18 West, Lowndes County, Mississippi, and being described as follows:

Commencing where the East side of said Section 5 intersects with the North right of way of the Columbus & Greenville Railway (said point being an existing iron pin 1529.6 feet South of the Northeast corner of said Section 5) and being the Point of Beginning; thence North 57 degrees 40 minutes West along said North right of way (50 feet from centerline) for 1423.6 feet to an iron pin set on the East right of way of U. S. Highway 45; thence South 08 degrees 36 minutes East along said East right of way (50 feet from centerline) for 132.4 feet to a set iron pin; thence South 57 degrees 40 minutes East along the South right of way of aforementioned railroad (50 feet from centerline) for 1400.2 feet to a set iron pin; thence North along the East side of Section 5 for 116.4 feet to the Point of Beginning.