

RIGHT-OF-WAY EASEMENT

KNOW ALL MEN BY THESE PRESENTS, that we the undersigned, (whether one or more)

HARRY MADISON (unmarried)

(husband and wife) for a good and valuable consideration, the receipt whereof is hereby acknowledged, do hereby grant unto COAHOMA ELECTRIC POWER ASSOCIATION, a corporation (hereinafter called the "Association"), whose post office address is Lyon, Mississippi, and to its successors or assigns, the right to enter upon the lands of the undersigned, situated in the County of DESOTO, State of Mississippi, and more particularly described as follows:

SECTION 8, TOWNSHIP 3 SOUTH, RANGE 9 WEST AS SHOWN ON EXHIBIT "A".

and to construct, reconstruct, rephase, repair, operate and maintain on the above-described lands and/or in or upon all streets, roads or highways abutting said lands, an electric transmission and/or distribution line or system; to cut, trim and control the growth by chemical means, machinery or otherwise of trees and shrubbery located within 15 feet of the center line of said line or system, or that may interfere with or threaten to endanger the operation and maintenance of said line or system (including any control of the growth of other vegetation in the right-of-way which may incidentally and necessarily result from the means of control employed); to license, permit, or otherwise agree to the joint use of occupancy of the line or system by any other person, association or corporation, for electrification or telephone purposes.

The undersigned agree that all poles, wires and other facilities including any main service entrance equipment, installed on the above-described lands or premises at the Association's expense shall remain the property of the Association and shall be removable at the option of the Association.

The undersigned covenant that they are the owners of the above-described lands, and that the said lands are free and clear of encumbrances and liens of whatsoever character except those held by the following persons:

Whenever used, the singular number shall include the plural, and the plural the singular, and the use of any gender shall be applicable to all genders.

IN WITNESS WHEREOF, the undersigned have set their hands and seals this 27th. day of FEBRUARY, 19 86.

Harry Madison
(HARRY MADISON) (L.S.)

Signed, sealed and delivered in the presence of:

Lean Halliday

STATE OF Mississippi
COUNTY OF Desoto

At _____ in said County and State, this day personally appeared before me, the undersigned authority, the within named _____ who acknowledged that _____ executed the foregoing instrument on the day and year therein mentioned, and for the purposes therein stated.

Witness my hand and seal of office on the _____ day of _____, 19 _____.

NOTARY PUBLIC

STATE OF MISSISSIPPI

COUNTY OF COAHOMA

This day personally appeared before me, the undersigned authority within and for the County and State aforesaid, the within named and under- signed LEON HOLLIDAY, who being by me first duly sworn, stated on oath that he personally witnessed the execution of the above and foregoing instrument on FEBRUARY 27, 1986, the date therein stated, and that the same was signed in his presence by HARRY MADISON

and being by HIM then delivered unto Coahoma Electric Power Association, a Mississippi Corporation.

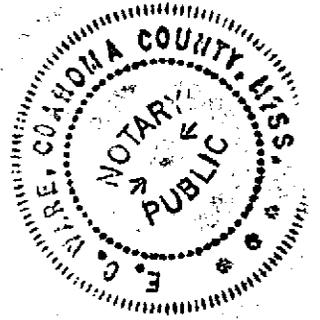
Leon Holliday

SWORN TO AND SUBSCRIBED before me on this the 5 day of MARCH, 19 86

E.C. Ware
Notary Public

My commission expires:

My Commission Expires March 10, 1988



STATE OF MISSISSIPPI

COUNTY OF COAHOMA

This day personally appeared before me, the undersigned authority within and for the County and State aforesaid, the within named and under- signed _____, who being by me first duly sworn, stated on oath that he personally witnessed the execution of the above and foregoing instrument on _____, the date therein stated, and that the same was signed in his presence by _____

and being by _____ then delivered unto Coahoma Electric Power Association, a Mississippi Corporation.

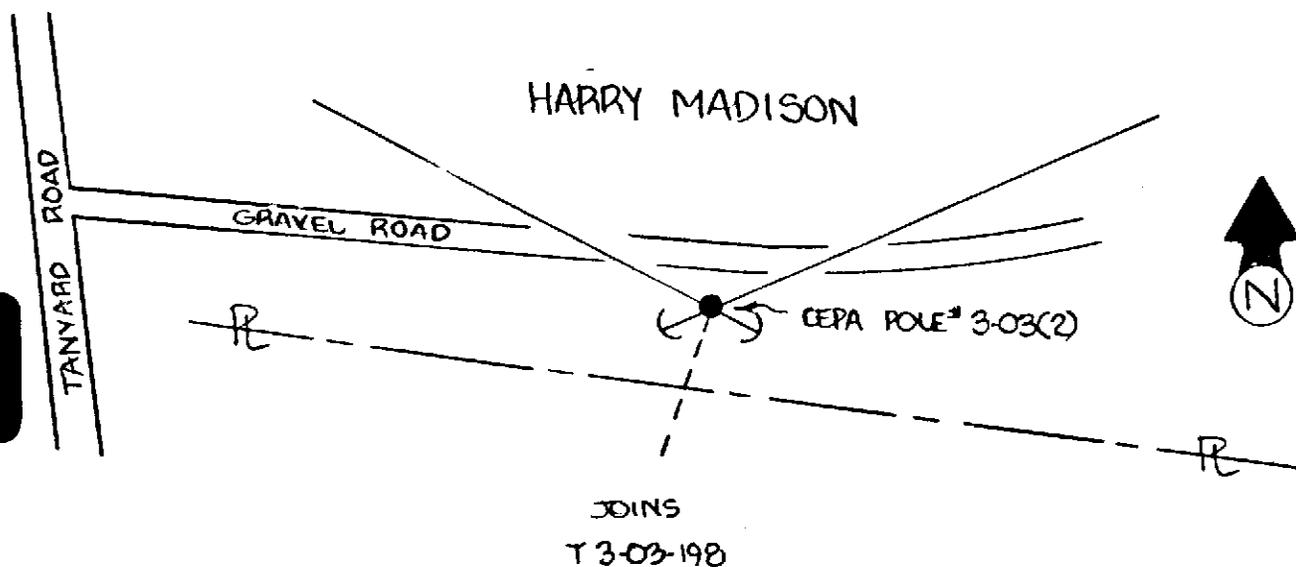
SWORN TO AND SUBSCRIBED before me on this the _____ day of _____, 19 _____.

Notary Public

My commission expires:

[Handwritten mark]

EXHIBIT "A"



SECTION 8
 TOWNSHIP 3 SOUTH
 RANGE 9 WEST
 DESOTO COUNTY

Filed @ 11:00^A M., 24 July, 1986
 Recorded in Book 190 Page 47
 H. G. Ferguson, Clerk