

STATE MS.-DESOTO CO.
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RECORDED 12-7-89
DEED BOOK 221
PAGE 158
W.E. DAVIS CH. CLK.

This instrument prepared by:
Boult, Cummings, Conners & Berry
222 Third Avenue North
P.O. Box 198062
Nashville, Tennessee 37219

EASEMENT DEFINITION AGREEMENT

THIS AGREEMENT made and entered into as of this the 18 day of September, 1989, by and between GOODMAN ROAD ASSOCIATES, LTD., a Tennessee limited partnership, (hereinafter referred to as "Goodman Road"), and HORN LAKE CREEK BASIN INTERCEPTOR SEWER DISTRICT OF DESOTO COUNTY, MISSISSIPPI (hereinafter referred to as "Horn Lake").

W I T N E S S E T H:

WHEREAS, Horn Lake is the owner and beneficiary of that certain Sewer Easement of record in Right of Way Deed Book 190, page 35, Office of the Chancery Clerk of DeSoto County, Mississippi (the "Sewer Easement"); and

WHEREAS, the Sewer Easement was modified by a Modification Agreement, dated September 9, 1987, of record in Warranty Deed Book 199, page 84, Office of the Chancery Clerk of DeSoto County, Mississippi (the "Modification Agreement"); and

WHEREAS, Goodman Road acquired ownership of a tract of land consisting of approximately ~~288~~ acres by Deeds of record in Warranty Deed Book 199, pages 93-107 Office of the Chancery Clerk of DeSoto County, Mississippi (the "Property"); and

WHEREAS, the Property is subject to the Sewer Easement and the Modification Agreement; and

WHEREAS, in Paragraph 2 of the Modification Agreement, Horn Lake agreed that the owner of the Property shall have the right to define and locate the right of access granted by the Sewer Easement; and

WHEREAS, due to the impending sale of a portion of the Property, Goodman Road now desires to so define, restrict and locate the access rights granted in Sewer Easement.

NOW, THEREFORE, for and in consideration of the premises and mutual covenants contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is agreed as follows:

1. Pursuant to Paragraph 2 of the Modification Agreement, Goodman Road and Horn Lake hereby agree that, upon Goodman Road's sale of a portion of its property fronting Goodman Road, the right of access granted by the Sewer Easement shall

automatically and without further instrument be restricted, defined and located in and to an area fifty (50) feet in width being designated as Future Airways Blvd. on Exhibit A, which is attached hereto and incorporated herein by this reference (the "Defined Access Area").

2. Horn Lake acknowledges that all or a portion of the Defined Access Area may be developed as a roadway, and, at Goodman Road's discretion, may be dedicated to the public. Horn Lake hereby agrees to the construction of such roadway and dedication, if applicable; provided, that Goodman Road does not, by the execution of this instrument, assume any liability or responsibility for such construction or the cost thereof.

3. Goodman Road shall be entitled to use the Defined Access Area for any lawful purpose as long as Horn Lake's access to the sewer facilities constructed within the Sewer Easement is not unreasonably impaired.

4. Said restriction, location and definition is expressly subject to Paragraph 4 of the Modification Agreement, reserving to Goodman Road the right to further relocate and redefine said access.

5. Said access shall remain undefined (and subject to future location and definition) as to the remainder of the Property lying to the south of the Defined Access Area.

IN WITNESS WHEREOF, the parties have executed this Easement Definition Agreement as of the day and year first above written.

GOODMAN ROAD ASSOCIATES, LTD.

By: 222 Goodman, Ltd.,
General Partner

By: 222 Partners, Inc.,
General Partner

By: *[Signature]*

Title: *Vice President*

HORN LAKE CREEK BASIN INTERCEPTOR
SEWER DISTRICT OF DESOTO COUNTY,
MISSISSIPPI

By: Ernest M. Pealk

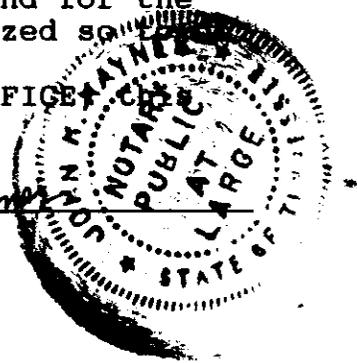
Title: Chairman

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

PERSONALLY appeared before me, the undersigned authority of law, in and for the State and County aforesaid, the within named Michael A. Hartley, who acknowledged as Vice President, for and on behalf of 222 Partners, inc, a corporation, said corporation being a general partner of 222 Goodman, Ltd., a limited partnership, said limited partnership being a general partner of GOODMAN ROAD ASSOCIATES, LTD., a limited partnership, he signed and delivered the above and foregoing instrument on the day and year mentioned and for the purposes therein expressed, being first duly authorized so

GIVEN UNDER MY HAND AN OFFICIAL SEAL OF OFFICE
the 18 day of September, 1989.

John R. Haynes
Notary Public



My Commission Expires:
11/12/90

STATE OF MISSISSIPPI)
COUNTY OF DESOTO)

PERSONALLY appeared before me, the undersigned authority of law, in and for the State and County aforesaid, the within named Ernest M. Peak, who acknowledged as Chairman, for and on behalf of HORN LAKE CREEK BASIN INTERCEPTOR SEWER DISTRICT OF DESOTO COUNTY, MISSISSIPPI, he signed and delivered the above and foregoing instrument on the day and year mentioned and for the purposes therein expressed, being first duly authorized so to do.

GIVEN UNDER MY HAND AN OFFICIAL SEAL OF OFFICE, this the 18th day of August, ~~1988~~ 1989.

Barbara J. Crushon
Notary Public



My Commission Expires: _____

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