

STATE MS.-DESOTO CO. ,
FILEDPrepared by and return to:
Hugh H. Armistead, Attorney
P.O. Box 609
Olive Branch, MS 38654
601-895-4844

MAY 21 2 47 PM '98

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BK 333 PG 603
W.E. DAVIS CH. CLK.

Page 1 of 3

**GRANT OF PRIVATE RIGHT-OF-WAY EASEMENT
FOR TELEPHONE COMPANY PLANT
BY INDIVIDUAL(S)**

Document No.
Century Telephone Enterprises, Inc.
Form No. E.1

FOR A VALUABLE CONSIDERATION, the receipt and sufficiency of which is hereby acknowledged, LARRY K. DEPRIEST, individual, his/her/their heirs, successors and assigns, ("Grantor"), hereby gives and grants to **CENTURY TELEPHONE OF NORTH MISSISSIPPI, INC., a Mississippi corporation**, its successors and assigns, ("Grantee"), to have and to hold for a period of 20 yrs., an easement to construct, use, maintain, operate, alter, add to, repair, replace, and/or remove its facilities consisting of poles, cross arms, anchors, guys, braces, aerial and underground cables and wires, underground conduits and manholes, and appurtenances including, but not limited to, housing for above ground communications equipment and/or other purposes (hereinafter called "telephone company plant") upon, over, in, under, across, along and through that certain real property situated in **DeSoto County, State of Mississippi**, described as follows:

(See attached Exhibit "A" for a description of said easement property)

(hereinafter called "the easement property") and to the fullest extent the Grantor has the right to so grant in connection with the easement property, if at all, beside, upon, over, in, under, across, along and through the roads, alleys, streets or highways adjoining or running through the easement property.

The Grantee shall have the right of ingress to and egress from the land of the Grantor in order to reach to easement property including, but not limited to, the right to transport materials for the purpose of exercising the rights herein granted and the right to relocate said facilities on the easement property to conform to any future road, alley, street, or highway abandonment, relocation, widening, or improvements.

The Grantee and its Contractors and/or Subcontractors shall have the right to clear the easement property and keep the same clear of brush, tree or root growth and vegetation and any other obstruction to such extent as may be necessary to prevent contact or interference with telephone company plant or other property from loss, destruction or damage by fire or other casualty or otherwise.

The Grantee agrees that it will repair or pay for any damage which may be caused to crops, fences, or to the property of the Grantor by the construction or maintenance of said telephone company plant.

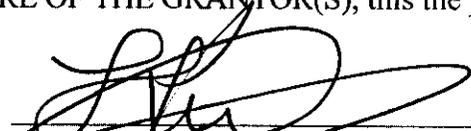
Grantor covenants not to erect any structure upon the aforesaid real property that would interfere with Grantee's use of said easement.

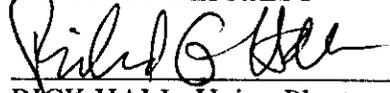
The Grantor agrees that all telephone company plant property installed on the above-described premises at the Grantee's expense shall remain the property of the Grantee, removable at the option of the Grantee.

Prior to the installation of buried cable facilities by the Grantee, the Grantor agrees to locate and allow the Grantee to mark properly or expose those facilities (i.e., fuel runs, sewage facilities, tanks, water lines, etc.) of which the Grantor is aware if those facilities are or will be buried along the cable route. The Grantor's failure to comply with this provision shall constitute a waiver of all liability associated with any resulting damages to those facilities.

The Grantor covenants that he/she/they is/are the owner(s) of the above-described lands, and further, that Union Planters Bank, National Association, successor in interest to Union Planters National Bank, mortgage holder of the above-described real property, joins in this conveyance for all purposes.

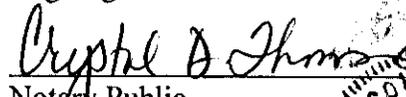
WITNESS THE AUTHORIZED SIGNATURE OF THE GRANTOR(S), this the 18 day of MAY, 1998.


LARRY K. DEPRIEST

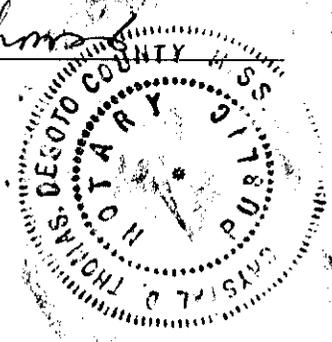

RICK HALL, Union Planters Bank, N. A.

STATE OF MISSISSIPPI
COUNTY OF DeSoto

Personally appeared before me, the undersigned authority in and for the said county and state, on this 18th day of May, 1998, within my jurisdiction, the within named Larry K. Depriest, who acknowledged that he executed the above and foregoing instrument.

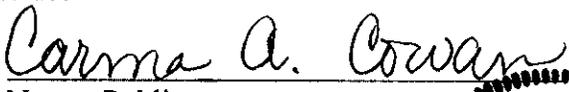

Notary Public

My Commission Expires:
2-29-2000

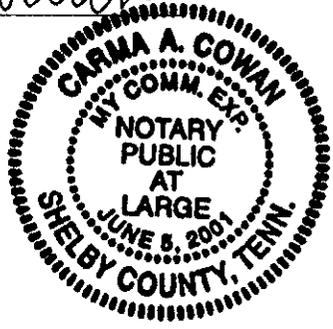


STATE OF Tennessee
COUNTY OF Shelby

Personally appeared before me, the undersigned authority in and for the said county and state, on this 14th day of May, 1998, within my jurisdiction, the within named Rick Hall, Senior Vice President of Union Planters Bank, National Association, and that for and on behalf of said corporation, and as its act and deed, he executed the above and foregoing instrument, after first having been duly authorized by said corporation so to do.


Notary Public

My Commission Expires:



Grantor's Address: 7240 Craft-Goodman
Home No. () 895-5536 Bus. No. () N/A

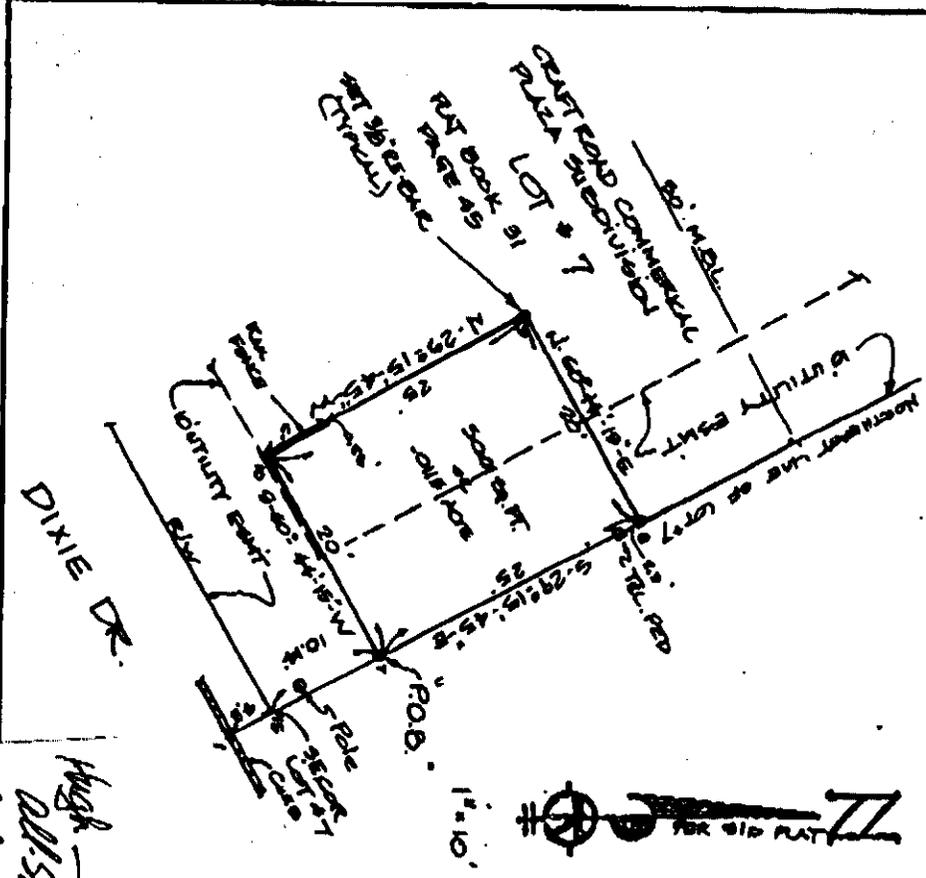
Grantee's Address: 7045 COCKRUM ST., OLIVE BRANCH, MS 38654
Home No. N/a; Bus. No. (601) 893-7710

Telephone Company:
Century Telephone of North Mississippi, Inc.
Exchange: OLBR/CRIP
Route: L-1001 (L-7016)
Work Order No. 042-HB212-01

PK0333P0605

From Pt	To Pt	Bearing	Distance
7	10	S 80°44'15" W	20.0000'
10	9	N 29°15'45" W	20.0000'
9	8	N 80°44'15" E	20.0000'
8	7	S 29°15'45" E	25.0000'

ACRES = 0.0115
 Sq Ft = 500.0000
 Perimeter = 90.00'



High - 1-26-98
 All Star Club
 Det. Earnst
 F.I.I.
 C. Stewart

Survey of
 A 20' x 25' proposed Equipment Enclosure being part of lot 7 of the
 Craft Road Commercial Plaza Subdivision in section 29, T-1-S, R-4-N,
 Olivebranch, Desoto County, Mississippi, as recorded in plat book 31,
 page 45 in the chancery clerk's office of Desoto County, Mississippi.

Description
 Beginning at a 3/8" re-bar (set) in the northeast line of lot 7 of the
 Craft Road Commercial Plaza Subdivision, N-29°-15'-45"-W 10.34' from
 the southeast corner of said lot 7 as measured along the northeast
 line; thence S-60°-44'-15"-W 70.0' to a 3/8" re-bar (set); thence
 N-29°-15'-45"-W 25.0' to a 3/8" re-bar (set); thence N-80°-44'-15"-E
 20.0' to a 3/8" re-bar (set); thence S-29°-15'-45"-E along the northeast
 line of lot 7 a distance of 25.0' to the point of beginning, containing
 500 sq. ft. or 0.0115 acre.

Subject to Olivebranch and Desoto County Subdivision and Zoning regulations.

CERTIFICATE OF SURVEY
 I, surveyor, certify that I have surveyed
 the quantity herein shown and that the
 plat is a true and correct copy of the
 original and that same is true and correct
 to the best of my knowledge and belief.

Michael J. ...
 M.J.S.
 State of Mississippi
 Surveyor

THOMAS W KING JR. LAND SURVEYOR	
P.O. BOX 400, VICTORIA, MISSISSIPPI	
PHONE: (601) 835-1100	FAX: (601) 835-1100
DATE: 1-23-98	TIME: 5:45:07
REMARKS: CRAFT ROAD COMMERCIAL PLAZA SUBDIVISION NETWORK DESIGN, WITH SPECIAL PROVISIONS CIVIL'S SURVEY	
1998-1-11	