

RIGHT-OF-WAY INSTRUMENT
ENTERGY MISSISSIPPI, INC.

KNOW ALL MEN BY THESE PRESENTS THAT: Westco Development #26, L.L.C., a Tennessee limited liability
company

Grantor(s), acting individually, and for, and on behalf of, my/our heirs, successors, assigns and any other person claiming the ownership to the property hereinafter described, collectively "Grantor", for and in consideration of One Dollar, in hand paid, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, does hereby grant, assign, convey unto and warrant and defend Entergy Mississippi, Inc., and its successors and assigns, collectively "Grantee", a right-of-way, servitude and easement 10 feet in width for the location, construction, reconstruction, improvements, repairs, operation, inspection, patrol, replacement and maintenance of electric power and communication facilities, or the removal thereof, now or in the future, including, but not necessarily limited to, poles, cross arms, insulators, wires, cables, conduits, hardware, transformers, switches, guy wires, anchors and other equipment, structures, material and appurtenances, now or hereafter used, useful or desired in connection therewith by Grantee over, across, under or on that land of Grantor in the County of Desoto, State of Mississippi described as follows, to-wit:

A certain parcel of land lying and being situated in the SE1/4 of the SE1/4 of Section 25, Township 1 South, Range 8 West, Desoto County, Mississippi, as shown on Exhibit "A" attached hereto and made a part hereof.

together with the right of ingress and egress to and from said right-of-way across the adjoining land of the Grantor and the right to attach wires and cables of any other party to Grantee's facilities, and the right to install guy wires, anchors, and anchor assemblies beyond the limits of said right-of-way.

Unless otherwise herein specifically provided, the center line of the electric power and communication lines initially constructed on this right-of-way shall be the center line of said right-of-way.

Grantee shall have the full and continuing right to clear and keep clear vegetation within or growing into said right-of-way and the further right to remove or modify from time to time trees, limbs, and/or vegetation outside the said right of way which Grantee considers a hazard to any of its electric power or communications facilities or a hazard to the rendering of adequate and dependable service to Grantor or any of Grantee's customers, by use of a variety of methods used in the vegetation management industry.

Grantor shall not construct or permit the construction of any structure, obstruction or other hazard within the said right-of-way, including but not limited to, house, barn, garage, shed, pond, pool or well, excepting only Grantor's fence(s) and Grantee's facilities. Grantor shall not construct or permit the construction of any buildings or other structures on land adjoining said right-of-way in violation of the minimum clearances from the lines and facilities of Grantee, as provided in the National Electrical Safety Code.

IN WITNESS WHEREOF, Grantor has executed this Right-of-Way Instrument on this 28 day of August, 1999.

WITNESSES:

[Handwritten signatures of witnesses]

STATE MS. - DESOTO
FILED

SEP 29 19 1999

GRANTOR:
WESTCO DEVELOPMENT #26, L.L.C., a Tennessee limited liability company

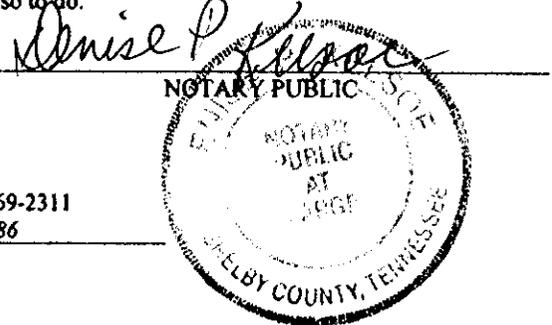
By: Weston Retail Properties, Inc., a Delaware corporation,
its Member

By: James G. Herman
James G. Herman, Senior Vice President

BK 360 PG 236
W.F. CORP. ACKNOWLEDGMENT

STATE OF TENNESSEE
COUNTY OF SHELBY

Personally appeared before me, the undersigned authority in and for the said county and state, on this _____ day of _____, 19____, within my jurisdiction, the within named James G. Herman, who acknowledged that (he)(she)x is Senior Vice President of Westco Development #26, L.L.C., a Tennessee limited liability corporation, and that for and on behalf of the said corporation, and as its act and deed (he)(she) executed the above and foregoing instrument, after first having been duly authorized by said corporation so to do.



My commission expires: 8-29-2001

Prepared By: Entergy Mississippi, Inc., P.O. Box 1640, Jackson, MS 39215, Telephone (601) 969-2311
Name: Brad Vance Telephone: (601) 342-7586

BK0360PG0237

EXHIBIT "A"



W.R. NAME/DESC. 3 PHASE UG SERVICE TO OFFICE MAX
INTERSTATE BLVD

WR 30006966154

LOC OFFICE 3028
TAX DIST. 62321
WR TYPE REVENUE

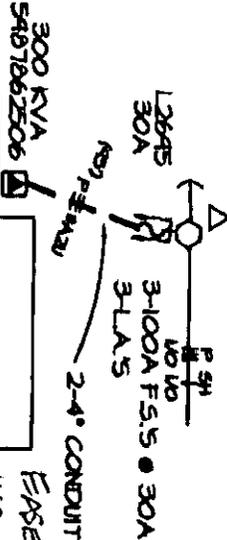
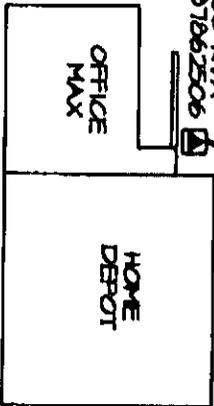
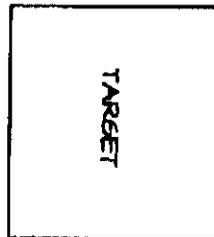
COUNTY/PARISH SOUTHAVEN
SECTION 25 TOWNSHIP 15 RANGE 8W
POLY AND LOC. NO.

ERECT-OR-WAY
TYPE CONSTRUCTION

DATE 8/10/99
LOAD PT.
SOURCE PT.
CIRCUIT NO. 1B06

NO/CNA
CUSTOMER SERVICE
ENTRANCE SIDE
PAGE 02
DESIGNER BCV

INSTALL:
1-300KVA 12.47KV-27/1480V TRF
3-400.5 CTS



CONDUIT WITHIN 10' WIDE
EMBELEMENT NOTED ON
WR NO. 30006966154



SEV4, SEC 25, T15, RBW
1B06

INTERSTATE BLVD

GOODMAN RD

1-55