

RIGHT-OF-WAY INSTRUMENT
ENTERGY MISSISSIPPI, INC.

KNOW ALL MEN BY THESE PRESENTS THAT: Walls Partnership, LP
a MS Limited Partnership

Grantor(s), acting individually, and for, and on behalf of, my/our heirs, successors, assigns and any other person claiming the ownership 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 nonexclusive 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 facilities for Grantor's property, 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 NW quarter of Section 34, Township 1 S, Range 9 W, Desoto County, Mississippi as shown on Exhibit "A" attached hereto and made a part hereof.

All grading will be completed by developer (Grantor) in areas where Grantee's underground cables are to be installed prior to installation of such facilities. Any lowering, relocating, or adjusting of underground facilities made necessary by actions of the Grantor or subsequent purchasers will be at the expense of such grantor or subsequent purchaser.

together with the right of ingress and egress to and from said right-of-way across the adjoining land of the Grantor.

Unless otherwise herein specifically provided, the center line of the electric power 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 facilities or a hazard to the rendering of adequate and dependable service to Grantor, by use of a variety of methods used in the vegetation management industry, provided, however, Grantee shall not use any hazardous chemicals or substances.

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), drives, parking, sidewalks and playground facility and Grantee's facilities.

IN WITNESS WHEREOF, Grantor has executed this Right-of-Way Instrument on this 26 day of Feb, 2001

WITNESSES: Melissa Brooks
Rodney F. Triplett

GRANTOR: J. H. Thomas
STATE MS. - DESOTO CO.
FILED

PARTNERSHIP

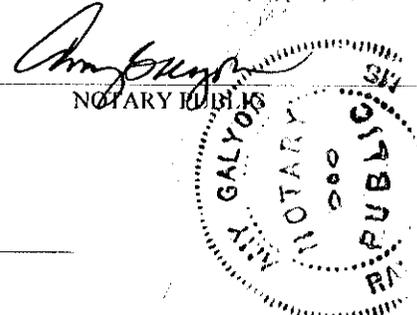
JUL 13 2 00 PM '01

STATE OF MS
COUNTY OF Desoto

BK 396 PG 21
W.I. FILED CLK.

Personally appeared before me, the undersigned authority in and for the said county and state, on this 26 day of Feb, 2001, within my jurisdiction, the within named J. H. Thomas, who acknowledged that (he)(she) is Member/manager of Laurel Park LLC, CP. a MS LLC 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.

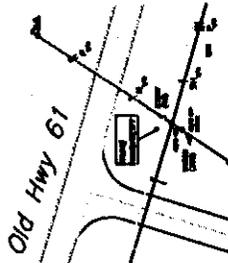
My commission expires: 3-29-02



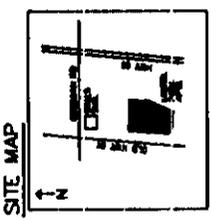
Prepared By: Entergy Mississippi, Inc., P.O. Box 1640, Jackson, MS 39215, Telephone (601) 969-2311
Name: Chris Gilliland Telephone: (662) 342-7585

"ASBUILT"

LAUREL PARK APARTMENTS
 Ertberg
 SOUTHDAK
 SHEET 1 OF 1

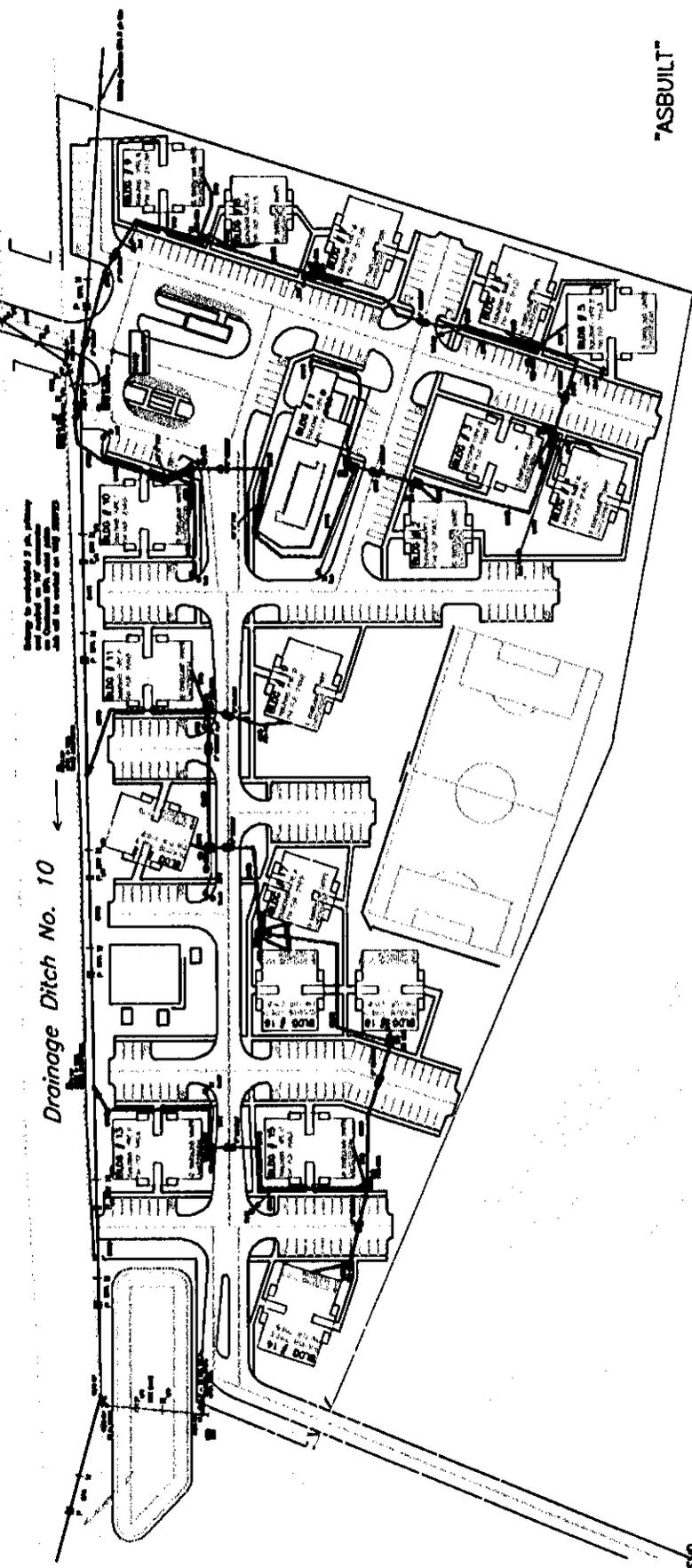


SEC 34 NW 1/4 T 1S R 9W
 TAX AREA 362343
 FEDDER 1002



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Drainage Ditch No. 10



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LEGEND
 PH. 1 HOUSE AND PRIMARY CABLE
 P.P. 1. TRUNK AND SECONDARY CABLE
 PH. 1.1 CONCRETE STREET LIGHT POLE W/ 150 WATT PH. 1.1
 PH. 1.1 CONCRETE STREET LIGHT POLE W/ 150 WATT PH. 1.1
 PH. 1.1 CONCRETE STREET LIGHT POLE W/ 150 WATT PH. 1.1