

STATE MS. - DESOTO CO.
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BOOK 465 PG 421
W. DAVIS CH. CLK.

RETURN TO:
CHICAGO TITLE INSURANCE CO.
6060 POPLAR AVE - SUITE LL37
MEMPHIS, TN 38119-0916

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Prepared By:

~~Alston & Bird LLP~~

Alston & Bird LLP
One Atlantic Center
1201 West Peachtree Street
Atlanta, Georgia 30309
Attn: Stacy E. Smith, Esq.

SECOND AMENDMENT TO EASEMENT AGREEMENT

THIS SECOND AMENDMENT TO EASEMENT AGREEMENT (this "Amendment") is made and entered into this *27th* day of January, 2004, by and between **JMH DEVELOPMENT, LLC**, a Mississippi limited liability company (hereinafter referred to as "JMH"), and **INDUSTRIAL DEVELOPMENTS INTERNATIONAL, INC.**, a Delaware corporation (hereinafter referred to as "IDI").

RECITALS

WHEREAS, JMH and IDI entered into that certain Easement Agreement dated December 27, 2002, recorded December 31, 2002, in Book 435, Page 26, and re-recorded April 10, 2003, in Book 441, Page 571, amended in Book 450, Page 412, in the Office of the Chancery Court Clerk of DeSoto County, Mississippi (collectively, the "Easement Agreement"). The capitalized terms used herein shall have the meaning attributed to them in the Easement Agreement unless otherwise defined herein.

WHEREAS, by virtue of a conveyance by JMH by special warranty deed of even date herewith, IDI is the owner of additional property which JMH and IDI desire to be benefited by certain of the easements described in the Easement Agreement.

WHEREAS, JMH and IDI desire to otherwise amend the Easement Agreement as more particularly hereinafter set forth.

AGREEMENT

NOW THEREFORE, in consideration of the premises, the sum of Ten and No/100 Dollars (\$10.00) in hand paid and other good and valuable consideration, the

receipt and sufficiency of which are hereby acknowledged by each of the parties hereto (the "Parties"), the Parties agree as follows:

1. IDI Property. Exhibit B to the Easement Agreement is hereby deleted in its entirety and the Exhibit B attached hereto and made a part hereof is substituted in lieu thereof.

2. Grant of Drainage Easement. Paragraph 3 of the Easement Agreement is hereby deleted in its entirety and the following is substituted in lieu thereof:

3. Grant of Drainage Easement. JMH hereby grants to IDI, for the benefit of the IDI Property, a perpetual, non-exclusive easement (the "Drainage Easement") for the purposes of (a) drainage of storm water from the IDI Property over and onto the property depicted on Exhibit D attached hereto and made a part hereof by this reference ("the Drainage Easement Property") and through such storm water pipes, inlets, inverts, grates, ponds and related storm water drainage facilities located or to be located over, under or across the Drainage Easement Property, (b) detention of such storm water within the ponds located or to be located on the Drainage Easement Property, and (c) transportation of such storm water into the storm water system for the City of Southaven or County of DeSoto, Mississippi, as applicable.

3. Confirmation. Except as hereinabove modified, the Easement Agreement remains in full force and effect the same being republished and confirmed hereby.

4. Counterparts. This Amendment may be executed in counterparts and each counterpart shall be considered an original but all such counterparts together shall be considered only one document.

[SIGNATURES BEGIN ON NEXT PAGE]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the day and year first above written.

JMH:

JMH DEVELOPMENT, LLC, a Mississippi limited liability company

By: [Signature]
Name: James M. Harris, Jr.
Title: Member

[CORPORATE SEAL]

STATE OF Mississippi
COUNTY OF Desoto

Personally appeared before me, the undersigned authority in and for State aforesaid, the within named James M. Harris, Jr. who acknowledged that as Member for and on behalf of and by authority of JMH Development, LLC, a Mississippi limited liability company, he/she signed the above and foregoing instrument and delivered said instrument on the day and year therein mentioned, after first being duly authorize to so do.

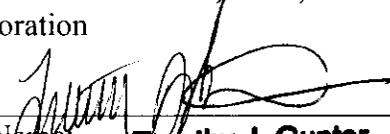
Given under my hand and seal of office this 22 day of January, 2003.

[Signature]
Notary Public: Dawn S. Franz
My Commission Expires: 8/30/2006



IDI:

**INDUSTRIAL DEVELOPMENTS
INTERNATIONAL, INC.**, a Delaware
corporation

By: 
Name: Timothy J. Gunter
Title: Secretary

[CORPORATE SEAL]



STATE OF Georgia

COUNTY OF Fulton

Personally appeared before me, the undersigned authority in and for State aforesaid, the within named Timothy Gunter who acknowledged that as Secretary for and on behalf of and by authority of Industrial Developments International, Inc., a Delaware corporation, he/she signed the above and foregoing instrument and delivered said instrument on the day and year therein mentioned, after first being duly authorize to so do.

Given under my hand and seal of office this 13 day of January, 2003.

Mona L Kenton
Notary Public: Mona L Kenton
My Commission Expires: 2-8-05

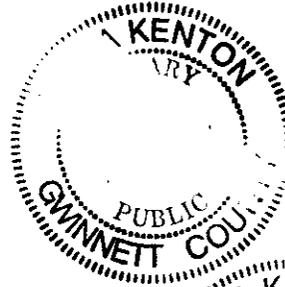


EXHIBIT B

PARCEL 1:

Being Part of the JMH Development property as described in Book 368 Page 509 and being in the Northeast Quarter of Section 24, Township 1 South, Range 8 West Chickasaw Cession in Southaven, Desoto County, Mississippi and being more particularly described as follows:-

Commencing at the recognized and accepted northeast corner of the northeast quarter of Section 24, Township 1 South, Range 8 West Chickasaw Cession in Southaven, Desoto County, Mississippi; thence South 00 Degrees 09 Minutes 32 Seconds West with the centerline of Airways Boulevard a distance of 1550.76 feet to a point; thence North 90 Degrees 00 Minutes 00 Seconds West a distance of 1530.83 feet to a point on curve in the south line of Airport Industrial Drive, said point being located at the east end of a curve at the northwest corner of Lot 3, Airport Industrial Park P.B.P. as recorded in Plat Book 77 Pages 7 and 8; thence northwestwardly along a curve to the left having a radius of 566.00 feet and with the south line of Airport Industrial Drive a distance of 148.96 feet (chord = North 81 Degrees 49 Minutes 24 Seconds West 148.53 feet, Delta = 15 Degrees 04 Minutes 46 Seconds) to point on curve, said point being the true point of beginning; thence southeastwardly along a curve to the right having a radius of 35.00 feet a distance of 54.71 feet (chord = South 44 Degrees 35 Minutes 00 Seconds East 49.31 feet, Delta = 89 Degrees 33 Minutes 34 Seconds) to a point in the west line of Market Street (proposed); thence South 00 Degrees 11 Minutes 47 Seconds West with the west line of Market Street (proposed) a distance of 467.49 feet to a point in the north line of Lot 8, Airport Industrial Park P.B.P. (proposed); thence North 89 Degrees 48 Minutes 13 Seconds West with the north line of Lot 8 (proposed) a distance of 1055.59 feet to a point in the east line of Hamilton Road; thence North 00 Degrees 24 Minutes 18 Seconds West with the east line of Hamilton Road a distance of 461.85 feet to a point of curvature; thence northeastwardly along a curve to the right having a radius of 35.00 feet a distance of 55.16 feet (chord = North 44 Degrees 44 Minutes 28 Seconds East 49.62 feet, Delta = 90 Degrees 17 Minutes 33 Seconds) to a point of tangency in the south line of Airport Industrial Drive; thence North 89 Degrees 53 Minutes 14 Seconds East with the south line of Airport Industrial Drive a distance of 983.51 feet to a point of curvature; thence southeastwardly along a curve to the right having a radius of 566.00 feet and with the south line of Airport Industrial Drive a distance of 7.40 feet (chord = South 89 Degrees 44 Minutes 16 Seconds East 7.40 feet, Delta = 00 Degrees 44 Minutes 59 Seconds) to the point of beginning and containing 12.13 acres of land.

Together with:

PARCEL 2:

Being Part of the JMH Development property as described in Book 368 Page 509 and being in the Northeast Quarter of Section 24, Township 1 South, Range 8 West Chickasaw Cession in Southaven, Desoto County, Mississippi and being more particularly described as follows:-

Commencing at the recognized and accepted northeast corner of the northeast quarter of Section 24, Township 1 South, Range 8 West Chickasaw Cession in Southaven, Desoto County, Mississippi; thence South 00 Degrees 09 Minutes 32 Seconds West with the centerline of Airways Boulevard a distance of 1550.76 feet to a point; thence North 90 Degrees 00 Minutes 00 Seconds West a distance of 1530.83 feet to a point on curve in the south line of Airport Industrial Drive, said point being located at the east end of a curve at the northwest corner of Lot 3, Airport Industrial Park P.B.P. as recorded in Plat Book 77 Pages 7 and 8; thence northwestwardly along a curve to the left having a radius of 566.00 feet and with the south line of Airport Industrial Drive a distance of 148.96 feet (chord = North 81 Degrees 49 Minutes 24 Seconds West 148.53 feet, Delta = 15 Degrees 04 Minutes 46 Seconds) to point on curve; thence southeastwardly along a curve to the right having a radius of 35.00 feet a distance of 54.71 feet (chord = South 44 Degrees 35 Minutes 00 Seconds East 49.31 feet, Delta = 89 Degrees 33 Minutes 34 Seconds) to a point in the west line of Market Street (proposed); thence South 00 Degrees 11 Minutes 47 Seconds West with the west line of Market Street (proposed) a distance of 467.49 feet to a point in the south line of Lot 7, Airport Industrial Park P.B.P. (proposed), said point being the true point of beginning; thence South 00 Degrees 11 Minutes 47 Seconds West with the west line of Market Street (proposed) a distance of 78.39 feet to a point in the north line of Lot 5, Airport Industrial Park P.B.P. (proposed); thence North 89 Degrees 48 Minutes 13 Seconds West with the north line of Lot 5 (proposed) a distance of 240.31 feet to a point in the west line of Lot 5 (proposed); thence South 00 Degrees 11 Minutes 47 Seconds West with the west line of Lot 5 (proposed) a distance of 165.00 feet to a point in the south line of Lot 5 (proposed); thence South 89 Degrees 48 Minutes 13 Seconds East with the south line of Lot 5 (proposed) a distance of 240.31 feet to a point in the west line of Market Street (proposed); thence South 00 Degrees 11 Minutes 47 Seconds West with the west line of Market Street (proposed) a distance of 60.00 feet to a point in the north line of Lot 6, Airport Industrial Park P.B.P. (proposed); thence North 89 Degrees 48 Minutes 13 Seconds West with the north line of Lot 6 (proposed) a distance of 231.06 feet to a point in the west line of Lot 6 (proposed); thence South 00 Degrees 11 Minutes 47 Seconds West with the west line of Lot 6 (proposed) a distance of 482.61 feet to a point in the west line of Market Drive (proposed); thence South 00 Degrees 11 Minutes 47 Seconds West with the west line of Market Drive (proposed) a distance of 632.35 feet to a point in the south line of Market Drive (proposed); thence South 89 Degrees 48 Minutes 13 Seconds East with the south line of Market Drive (proposed) a distance of 80.98 feet to a point; thence South 00 Degrees 11 Minutes 47 Seconds West a distance of 36.95 feet to a point; thence South 60 Degrees 17 Minutes 57 Seconds West a distance of 184.76 feet to a point; thence North

89 Degrees 48 Minutes 13 Seconds West a distance of 729.10 feet to a point in the east line of Hamilton Road; thence North 00 Degrees 24 Minutes 18 Seconds West with the east line of Hamilton Road a distance of 1547.48 feet to a point in the south line of said Lot 7 (proposed); thence South 89 Degrees 48 Minutes 13 Seconds East with the south line of Lot 7 (proposed) a distance of 1055.59 feet to the point of beginning and containing 29.77 acres of land.

Together with:

PARCEL 3:

Being Part of the JMH Development property as described in Book 368 Page 509 and being in the Northeast Quarter of Section 24, Township 1 South, Range 8 West Chickasaw Cession in Southaven, Desoto County, Mississippi and being more particularly described as follows:-

Commencing at the recognized and accepted northeast corner of the northeast quarter of Section 24, Township 1 South, Range 8 West Chickasaw Cession in Southaven, Desoto County, Mississippi; thence South 00 Degrees 09 Minutes 32 Seconds West with the centerline of Airways Boulevard a distance of 1550.76 feet to a point; thence North 90 Degrees 00 Minutes 00 Seconds West a distance of 1530.83 feet to a point on curve in the south line of Airport Industrial Drive, said point being located at the east end of a curve at the northwest corner of Lot 3, Airport Industrial Park P.B.P. as recorded in Plat Book 77 Pages 7 and 8; thence southwestwardly along a curve to the left having a radius of 35.00 feet a distance of 64.46 feet (chord = South 52 Degrees 57 Minutes 23 Seconds West 55.73 feet, Delta = 105 Degrees 31 Minutes 12 Seconds) to a point in the west line of said Lot 3; thence South 00 Degrees 11 Minutes 47 Seconds West with the west line of said Lot 3 a distance of 755.45 feet to a point of curvature and being the true point of beginning; thence continuing with the west line of said Lot 3 a distance of 132.11 feet to a point of curvature; thence southwardly along a curve to the left having a radius of 566.00 feet and with the west line of said Lot 3 a distance of 40.97 feet (chord = South 01 Degrees 52 Minutes 39 Seconds East 40.96 feet, Delta = 04 Degrees 08 Minutes 50 Seconds) to a point in the south line of said Lot 3; thence North 89 Degrees 48 Minutes 13 Seconds West with the westerly prolongation of said Lot 3 a distance of 49.81 feet to a point on curve in the east line of Market Street (proposed); thence northeastwardly along a curve to the left having a radius of 334.00 feet and with the east line of Market Street (proposed) a distance of 181.90 feet (chord = North 15 Degrees 47 Minutes 55 Seconds East 179.66 feet, Delta = 31 Degrees 12 Minutes 17 Seconds) to the point of beginning and containing 2722 square feet of land.

Together with:

PARCEL 4:

Property description of part of the JMH Development, LLC property as described in Book 368, Page 509 and being future Lot 10, Airport Industrial Park, P.B.P., and being

part of the Northeast Quarter and Southeast Quarter of Section 24, Township 1 South, Range 8 West, City of Southaven, DeSoto County, Mississippi: -

Commencing at a point being the recognized and accepted northeast corner of the northeast quarter of Section 24, Township 1 South, Range 8 West, Chickasaw Cession; thence South 00 Degrees 09 Minutes 32 Seconds West with the centerline of Airways Boulevard (106' right-of-way) a distance of 2518.19 feet to a point; thence North 89 Degrees 50 Minutes 28 Seconds West a distance of 53.00 feet to an iron pin set in the south line of Lot 3, Airways Industrial Business Park P.B.P. as recorded in Plat Book 77 Pages 7 and 8 and being the true point of beginning; thence South 00 Degrees 09 Minutes 32 Seconds West with the west line of Airways Boulevard a distance of 875.50 feet to a point of curvature; thence southwestwardly along a curve to the right having a radius of 35.00 feet a distance of 55.00 feet (chord = South 45 Degrees 10 Minutes 40 Seconds West 49.51 feet, Delta = 90 Degrees 02 Minutes 15 Seconds) to a point in the north line of an Access Drive (proposed road) (68 foot right-of-way); thence North 89 degrees 48 Minutes 13 Seconds West with the north line of said Access Drive (proposed road) a distance of 337.32 feet to a point of curvature; thence northwestwardly with the north line of said Access Drive (proposed road) and along a curve to the right having a radius of 766.00 feet, delta angle 9 Degrees 51 Minutes 24 Seconds, arc length 131.78 feet, tangent 66.05 feet, chord North 84 Degrees 52 Minutes 31 Seconds West 131.61 feet to a point in the east line of future Lot 9, Airport Industrial Park P.B.P.; thence North 00 Degrees 11 Minutes 47 Seconds East with the east line of said future Lot 9 a distance of 899.21 feet to a point in the south line of Lot 3, Airport Industrial Business Park Subdivision as recorded in Plat Book 77, Pages 7 and 8; thence South 89 Degrees 48 Minutes 13 Seconds East with the south line of said Lot 3 a distance of 502.87 feet to the point of beginning and containing 10.50 acres.

Together with:

PARCEL 5:

Land situated in DeSoto County, Mississippi:

Part of the JMH Development, LLC property as described in Book 368, Page 509 and being Lot 9, Airport Industrial Park P.B.P (proposed) in the Northeast Quarter and the Southeast Quarter of Section 24, Township 1 South, Range 8 West, Chickasaw Cession in Southaven, DeSoto County, Mississippi, and being more particularly described as follows:

of the Northeast Quarter

Commencing at the recognized and accepted northeast corner/of Section 24, Township 1 South, Range 8 West, Chickasaw Cession in Southaven, DeSoto County, Mississippi, thence South 00 Degrees 09 Minutes 32 Seconds West with the centerline of Airways Boulevard a distance of 2516.32 feet to a point; thence North 90 Degrees 00 Minutes 00 Seconds West a distance of 555.88 feet to an iron pin set at the intersection of the south line of Lot 3, Airport Industrial Park (PBP) as recorded in Plat Book 84 Pages 30-32 with the west line of Lot 10, Airport Industrial Park (PBP) (proposed); thence South 00

Degrees 11 Minutes 47 Seconds West with the west line of said Lot 10 a distance of 899.22 feet to an iron pin set on curve in the north line of Access Drive (proposed) (68 foot right-of-way); thence northwestwardly along the north line of Access Drive and with a curve to the right having a radius of 766.00 feet a distance 7.46 feet (chord = North 79 Degrees 40 Minutes 04 Seconds West 7.46 feet, Delta = 00 Degrees 33 Minutes 30 Seconds) to an iron pin set at a point of tangency; thence North 79 Degrees 23 Minutes 19 Seconds West with the north line of Access Drive a distance of 78.30 feet to an iron pin set at a point of curvature; thence northwestwardly with the north line of Access Drive along a curve to the left having a radius of 834.00 feet a distance of 151.60 feet (chord = North 84 Degrees 35 Minutes 46 Seconds West 151.39 feet, Delta = 10 Degrees 24 Minutes 54 Seconds) to an iron pin set at a point of tangency; thence North 89 Degrees 48 Minutes 13 Seconds West with the north line of Access Drive a distance of 980.87 feet to an iron pin set at a point of curvature; thence northwestwardly along a curve to the right having a radius of 35.00 feet a distance of 54.98 feet (chord = North 44 Degrees 48 Minutes 13 Seconds West 49.50 feet, Delta = 90 Degrees 00 Minutes 00 Seconds) to an iron pin set in the east line of Marketplace Drive (68 foot right-of-way) as recorded in Plat Book 84 Pages 30-32; thence North 00 degrees 11 Minutes 47 Seconds East with the east line of Marketplace Drive a distance of 529.35 feet to an iron pin set at a point of curvature; thence northeastwardly with the east line of Marketplace Drive along a curve to the right having a radius of 266.00 feet a distance of 211.15 feet (chord = North 22 Degrees 56 Minutes 11 Seconds East 205.65 feet, Delta = 45 Degrees 28 Minutes 49 Seconds) to an iron pin set at a point of tangency; thence North 45 Degrees 40 Minutes 36 Seconds East with the east line of Marketplace Drive a distance of 72.58 feet to an iron pin set at a point of curvature; thence northeastwardly with the east line of Marketplace Drive along a curve to the left having a radius of 334.00 feet a distance of 83.22 feet (chord = North 38 Degrees 32 Minutes 18 Seconds East 83.01 feet, Delta = 14 Degrees 16 Minutes 35 Seconds) to an iron pin set in the south line of Lot 3, Airport Industrial Park (PBP) as recorded in Plat Book 84 Pages 30-32; thence South 89 Degrees 48 Minutes 13 Seconds East with the south line of said Lot 3 a distance of 1068.26 feet to the point of beginning and containing 24.57 acres.

EXHIBIT D

