

MAR 2 3 05 PM '04

STATE OF MISSISSIPPI

COUNTY OF DESOTO

EASEMENT AND RIGHT-OF-WAY GRANTBK 466 PG 257
CLERK OF CH. CLK.

KNOW ALL MEN BY THESE PRESENTS, that for and in consideration of the sum of TEN DOLLARS (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the undersigned Magnolia Parham, whose address is 3787 Sulfridge Cove, Memphis, Tennessee 38125, hereinafter referred to as GRANTOR, does hereby grant, bargain, sell, convey and deliver unto Mississippi Valley Gas, whose address is 711 West Capitol Street, Jackson, Mississippi 39203 herein referred to as GRANTEE, its successors and assigns an easement and right-of-way to construct, inspect, operate, maintain, repair, replace, and remove one pipeline to be buried a minimum of 48 inches under the ground, over, under and through a strip of land forty five feet (45') in width, during the period of initial pipeline construction provided however, that said easement and right-of-way shall revert to thirty feet (30') subsequent to such construction, repair or maintenance. Said easement and right-of-way being more particularly described on EXHIBIT "A" attached hereto and made a part hereof and is located in, on or under the following described lands situated in DeSoto County, State of Mississippi, to-wit:

That certain parcel of land described in that certain deed dated in July, 1964, as recorded in Book 58, at Page 403, of the records of the Chancery Clerk of DeSoto County, Mississippi.

The Grantee shall have full right, at its sole option, to clear, and keep clear, the right-of-way herein granted, and all timber, trees, undergrowth, and other obstructions which might interfere with the construction or maintenance of said pipeline and appurtenances, or endanger the same, provided however that Grantor or his assigns shall be compensated for all damages to crops or other agricultural produce occasioned by Grantee's operations.

The Grantee, its successors or assigns are hereby expressly given and granted the right to assign this easement and right-of-way servitude or any part hereto or interest therein.

To have and to hold unto Grantee, its successors and assigns, with full rights of ingress and egress at all times, so long as the rights and easements herein granted, or any of them, shall be used by or useful to, Grantee for the purpose herein granted, with all of such rights being assignable, in whole or in part.

The said Grantor is to fully use and enjoy the said premises, except for the purposes herein granted to the Grantee and provided the said Grantor shall not construct or maintain, nor permit to be constructed or maintained any house, structures, lake, pond or obstructions, on or over, or that will interfere with the construction, maintenance or operation of, any pipeline or appurtenances constructed hereunder, and will not change the grade over such pipeline.

Grantor covenant and warrant that she is the lawful owner of the above described property free and clear of any unstated liens, encumbrances or imperfections and warrant the title to the same. Grantor further warrant that the above described property constitutes no part of her homestead.

The Grantee shall indemnify and hold Grantor harmless from any and all liability which she may incur and any and all losses or damages which she may suffer as a result of the Grantee's exercise of its rights under this easement, including any liability, losses or damages resulting from any personal injury or damage to property arising out of the construction, inspection, operation, maintenance, repair, replacement or removal of the above described pipeline and the removal of any timber, undergrowth or other obstruction on the property which is the subject of this easement, or otherwise.

IN WITNESS WHEREOF, the Grantor herein has executed this conveyance, this the 23rd day of Feb, 2004.

GRANTOR:

Magnolia Parham
Magnolia Parham

ACKNOWLEDGMENT

STATE OF TENNESSEE

COUNTY OF SHELBY

I hereby certify that on this day before me a Notary Public, duly authorized in the state and county aforesaid to take acknowledgments, personally appeared Magnolia Parham, to me known to be the person described in and who executed the foregoing instrument, and she acknowledged before me that being informed of the contents of the same she voluntarily signed and delivered the within and foregoing instrument on the day and year therein mentioned.

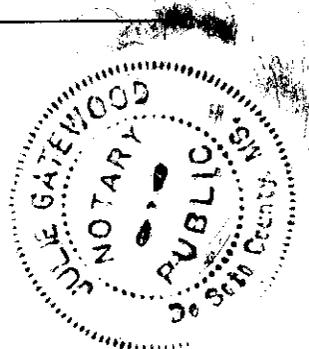
Given under my hand and official seal this the 23rd day of Feb, 2004.

MISSISSIPPI STATE NOTARY PUBLIC
MY COMMISSION EXPIRES 12/31/07
BONDED THRU STATE NOTARY BOARD

Julie Gatewood
Notary Public
(Title of Official)

in and for Shelby
County, Tennessee

My Commission Expires: 01/3, 2007

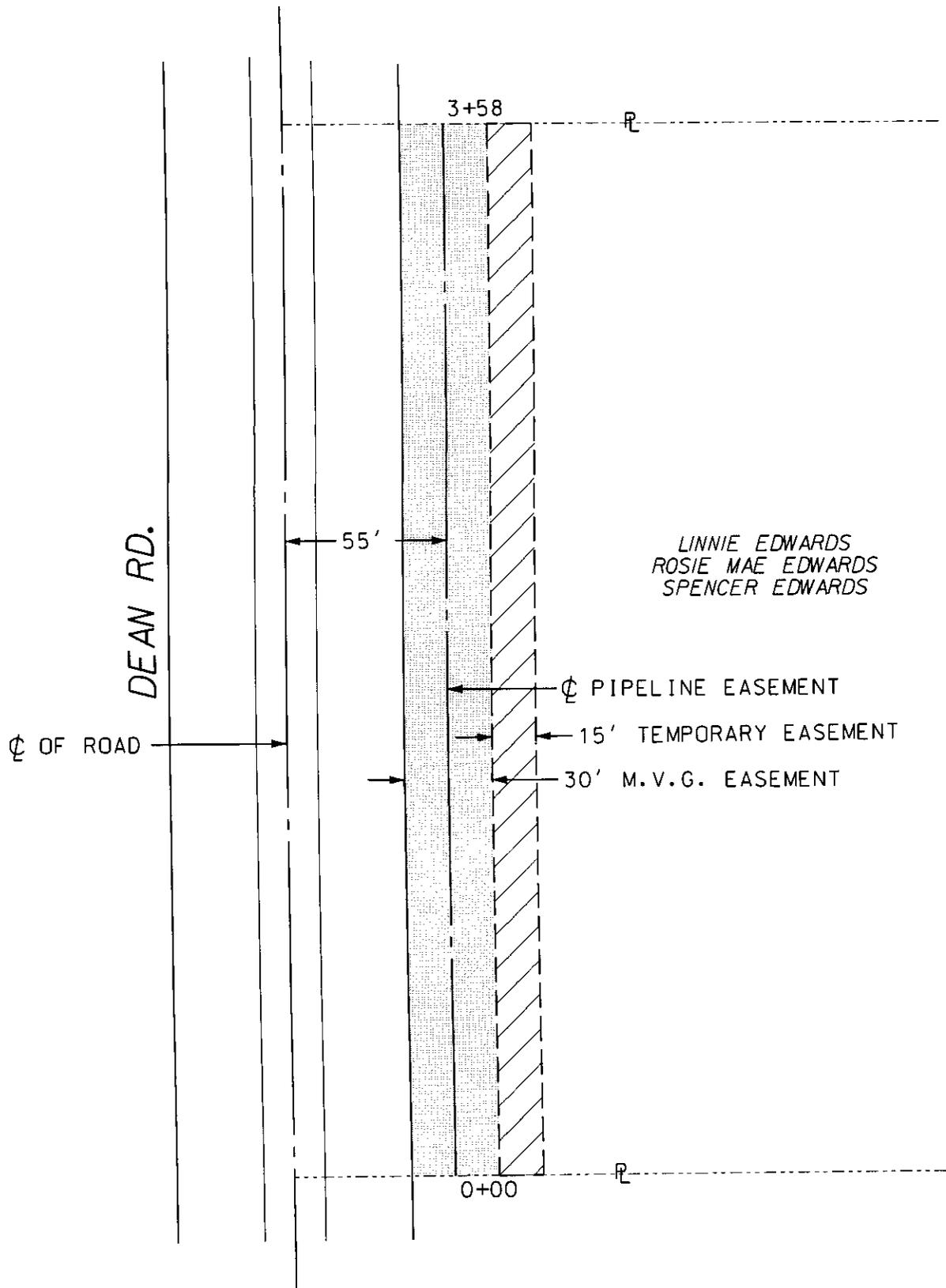


This Instrument Prepared by:
Stephen Platt, Attorney at Law
217 West Capitol Street, Suite 105
Jackson, Mississippi 39201
Phone No. 601-352-9111

GRANTOR
Magnolia Parham
3787 Sulfridge Cove
Memphis, Tennessee 38125
Phone No. 901-785-9963

GRANTEE
Mississippi Valley Gas Company
711 West Capitol Street
Jackson, Mississippi 39203
Phone No. 601-969-6900

INDEXING INSTRUCTIONS: Index this instrument in the Northwest Quarter, (NW/4), Section 31, Township 2 South, Range 8 West, DeSoto County, Mississippi.



SIGNED FOR IDENTIFICATION

Magnolia Parkham

EXHIBIT "A"
 GAS PIPELINE EASEMENT LOCATION
 CERTAIN PARCEL OR TRACT OF LANDS IN
 THE NW 1/4 OF SECTION 31, T-2-S, R-8-W
 OWNER: LINNIE EDWARDS
 ROSIE MAE EDWARDS
 SPENCER EDWARDS
 DESOTO COUNTY MISSISSIPPI
 REF. # 289-31-8
 MISSISSIPPI VALLEY GAS COMPANY
 DATE: 07-09-02 #307 SCALE: 1" = 50'