

THIS DECLARATION made and entered into on this the 21st day of MAY, 1984, among STEVE W. NESBITT, DAVID H. ATCHLEY, JOHN C. POPE, PHILLIP W. PARNELL, TIMOTHY W. ROBERSON, LLOYD P. CARSON and CANDACE E. KENNETT, a Partnership being conducted under the name of COMSCO:

WITNESSETH:

WHEREAS, under the terms of the COMSCO partnership agreement dated the 21st day of May, 1984, the partners above said agreed that no partner, except Steve W. Nesbitt or David H. Atchley shall endorse or execute any note on behalf of the partnership, or otherwise become surety for any person, act as an accommodation party for any third party, or sign, mortgage, grant a security interest in, or sell the partnership's capital assets or property, or enter into any agreement as a result of which any person shall become interested with him in the partnership, or which would make it impossible to carry on the ordinary business of the partnership, without the consent of all other partners.

WITNESS the signatures of the partners on this the day and date first above written.

Witness: [Signatures]
COMSCO, a partnership
BY: Steve W. Nesbitt
STEVE W. NESBITT
DAVID H. ATCHLEY
JOHN C. POPE
PHILLIP W. PARNELL
TIMOTHY W. ROBERSON
LLOYD P. CARSON
Witness: Opener Stegall

Prepared by: P. GRANT KYATT ATTORNEY AT LAW 209 Colonial Bldg. 7th Floor, Memphis, Tennessee

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