

It is expressly understood and agreed that all of the terms, covenants and agreements contained in said Mortgage dated August 30, 1965 are incorporated in this Mortgage by reference, to the same effect as if they were set forth herein at-length, and Mortgagor hereby ratifies and confirms the execution and delivery of said Mortgage dated August 30, 1965 and the Promissory Note for Two million four hundred fifty thousand dollars of even date therewith, and warrants that said Mortgage, as hereby supplemented, and said Note are good and valid in all respects and are free from all defenses in law and in equity.

IN WITNESS WHEREOF, Mortgagor has caused this instrument to be executed by its duly authorized officers and its corporate seal affixed hereto as of the day and year first above written.

Mailing address:

3385 Airways Boulevard
Memphis, Tennessee 38130

ALLEN & O'HARA, INC.

By

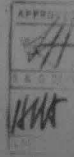
Robert A. Elder

Robert A. Elder
Exec. Vice Pres.

President

Attest

Pat J. Jansen



STATE OF TENNESSEE

County of Shelby

Be it remembered that on this 10th day of July, A.D. 1968, before the undersigned, Dorothy D. Lester, a Notary Public in and for the County and State aforesaid, duly commissioned and qualified, personally came Robert A. Elder and Pat J. Jansen, who are personally known to me to be the same persons who executed the foregoing instrument of writing as Exec. Vice President, and Secretary, respectively, of ALLEN & O'HARA, INC. the Mortgagor above named; and severally duly acknowledged the execution of the same as the act of said corporation.

And thereupon the said Robert A. Elder and Pat J. Jansen being by me duly sworn, deposed and said and each for himself deposed and said, that the said Robert A. Elder is the Exec. Vice President, and said Pat J. Jansen is the Secretary of said corporation; that the seal affixed to said mortgage is the common and corporate seal of said corporation, and that it was affixed thereto by its authority.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal the day and year last above written.



Dorothy D. Lester
Dorothy D. Lester
Notary Public
My commission expires August 9, 1967

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Recorded July 22, 1968 at 8:01 A.M.

Janice Boen Register of Deeds