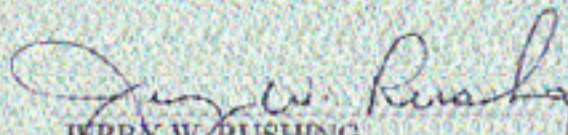
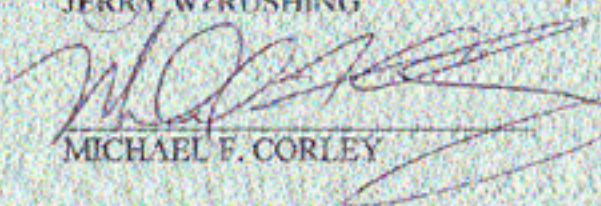


14. This Agreement shall be governed by and construed under the laws of the State of Mississippi.

In witness whereof, the parties have executed this Agreement on this 3<sup>rd</sup> day of June, 2004.

 6/03/2004  
JERRY W. RUSHING

 6/03/2004  
MICHAEL F. CORLEY