

Exhibit I

OFFICIAL PROCEEDINGS OF THE ST. JOHN THE BAPTIST PARISH COUNCIL
STATE OF LOUISIANA, TAKEN AT A REGULAR MEETING
HELD ON THURSDAY, APRIL 19, 1990

The Council of the Parish of St. John the Baptist, State of Louisiana, met in REGULAR SESSION in the Council Chambers of the Edgard Courthouse Building, Edgard, Louisiana, on Thursday, April 19, 1990, at 6:30 PM

ROLL CALL

There were present at Roll Call: Councilmen: William Terry, Richard Wolfe, Haston Lewis, Peter Ned Duhe, Clinton Perrilloux, Joel McTopy, Steve Lee, Harold Haydel, Ranney Wilson

There was absent: None

Legal Counsel, Tom Daley was present.

Mr. Perrilloux moved and Mr. Lewis seconded the motion to take up the public hearing on Ordinance 90-27 at this time. The vote in favor of the motion was unanimously approved with no absences.

Chairman Lee opened the public hearing on Ordinance 90-27. He introduced Mark Howard, Zoning Administrator to explain the actions of the Planning and Zoning Commission regarding the re-zoning of property request by Formosa Plastics. Mr. Howard outlined the area for proposed rezoning, read the recommendations of the Planning and Zoning Commission which unanimously approved the rezoning request. Legal Counsel Tom Daley reviewed the proposed zoning changes and recommended an amendment to Ordinance 90-27 as it pertains to the wetlands.

Chairman Lee explained the procedure the public hearing will be held stating that all those who signed the speaker list, pro or con, will be allowed 5 minutes to speak, on a first come, first served basis.

Speaking in favor of Ordinance 90-27 were Alden Andre, VP Formosa Plastics, David Scherer, V-Chair Chamber of Commerce, Charles Hickman, citizen Livingston Parish, Paul Stein, Edgard, Pat Sellars, owner A3M, LaPlace, Don Hays, State DEQ, Baton Rouge, Wayne Tucker, Harmony Corp. Baton Rouge, Mike Scioneaux, owner Scioneaux Inc., Reserve, Henry Brock, citizen Vacherie, Andy Dupuy.

Opponents of Ordinance 90-27 were Luke Fontana, Atty. Save our Wetlands, Tim Deville, St. John Citizens for Environmental Justice, Linda King, Environmental Health Network, Arron King, citizen Harvey, Ramona Stevens, LEAN, Gaynell Moore, St. Gabrielle, Blanche Tenell, Paul St. Martin, New Orleans, Wilfred Greene, Edgard, Samuel Jackson, Wallace, Pat White, Darlene Reaves, Sierra Club, Carl Baloney former resident of San Francisco Plantation (stated for the record his and his organization's opposition to re-locating the black residents of the Wallace area to place the Formosa Plant in that area), Gerry Baloney, Paul Aucoin, Zack North, Yvette Alexander, Baton Rouge, Andrew Jasmine, Catherine Stone, New Orleans, Anna Weidenhaft, Armand St. Martin, New Orleans/California, Camilo Salastin, New Orleans, Richard Miller (read a letter by Senator Fields), Frank Nette, Stan Caillouet, Audry Evans.

As Audry Evans began to speak, Mr. Haydel called for a Point of Order, stating Ms. Evans' name was on the speaker list but chose not to speak when her time was allotted.

Mr. Haydel moved and Mr. Duhe seconded the motion to close the public hearing. The vote in favor of the motion was unanimously approved with no absences.

With approval of Council, Chairman Lee closed the public hearing.

Due to the disruptive behavior of some audience members, Mr. Perrilloux moved and Mr. Duhe seconded the motion to recess for 5 minutes. The vote in favor of the motion was unanimously approved with no absences.

At 9:00 PM, the meeting re-convened.

Councilman McTopy stated that he conferred with Legal Counsel regarding whether or not he would be able to vote on the ordinance. Legal Counsel told Mr. McTopy that since Mr. McTopy has a vested interest in the batture property of the Whitney Plantation that he (McTopy) would have to recuse himself of voting.

Mr. Lewis moved and Mr. Wolfe seconded the motion to amend the proposed zoning maps submitted under Ordinance 90-27 to reflect the following: Where ever an I-3 zone abuts a R-1 zone there shall be an I-1 buffer 300 feet within the I-3 zone separating the I-3 from R-1. The vote in favor of the motion was unanimously approved with one recusal (McTopy).

90-27 (Public hearing held) (As amended) An ordinance allowing for the following zoning changes on properties of the Whitney Plantation and adjacent properties Edgard, LA, St. John the Baptist Parish: (1) property proposed to be rezoned from B-1 to B-2 (2) property proposed to be rezoned from C-1 and R-1 to I-3 (3) & (4) property proposed to be rezoned from R-1 to I-3 (5) property proposed to be rezoned from C-1 to I-1 (6) property proposed to be rezoned from R-1 to I-1. (Amendment) proposed zoning map submitted under Ordinance 90-27 to reflect the following: where ever an I-3 zone abuts a R-1 zone thre shall be an I-1 buffer 300 feet within the I-3 zone separating the I-3 from R-1, was offered for adoption by Mr. Lewis, seconded by Mr. Wolfe and unanimously approved with one recusal (McTopy).

Again because of audience disruption, Mr. Wolfe moved and Mr. Duhe seconded the motion to recess for 5 minutes. The vote in favor of the motion was unanimously approved with no absences.

At 9:20 PM, the meeting re-convened.

CORRESPONDENCE

Chairman Lee addressed a letter from Congressman Holloway stating Mr. Holloway support of the location of the Formosa Plastics Corporation in St. John Parish, convinced that Formosa will be a good corporate citizen an the economic impact this plant will have on the parish.

Upon request by LaPlace Lions Club, Mr. Terry moved and Mr. Wolfe seconded the motion to approve the permit for the "Journey for Sight Road Race", to be held on April 29, 1990 at 9-9:30AM. The vote in favor of the motion was unanimously approved with no absences.

Upon request by St. Peter Catholic Community, Mr. Duhe moved and Mr. Wolfe seconded the motion to approve the fireworks display on April 20, 1990 at 11:00 PM, with the stipulations, location of display 1000 feet of Jr. Food Mart; Stop sale of gasoline during display an Fire

Department be on standby. The vote in favor of the motion was unanimously approved with no absences.

COMMITTEE REPORTS

No committee reports were given.

APPROVAL OF MINUTES

Mr. Terry moved and Mr. Haydel seconded the motion to approve the minutes of March 22, 1990 Finance/Regular Meeting. The vote in favor of the motion was unanimously approved with no absences.

Mr. Perrilloux moved and Mr. Haydel seconded the motion to approve the minutes of April 3, 1990 Special Meeting. The vote in favor of the motion was unanimously approved with no absences.

Mr. Terry moved and Mr. Duhe seconded the motion to approve the minutes of April 5, 1990 Special Meeting. The vote in favor of the motion was unanimously approved with no absences.

CHAIRMAN'S COMMENTS

No Chairman's comments given.

PRESIDENT'S REMARKS

Upon recommendation by Leroy Acosta, Chief Administrator, Mr. Haydel moved and Mr. Terry seconded the motion to award the lowest bid received for repair of Ruddock Water Tank, to Industrial Coatings, Gonzales, LA, in the amount not to exceed \$50,000. The vote in favor of the motion was unanimously approved with no absences.

Upon recommendation by Leroy Acosta, Chief Administrator, Mr. Wilson moved and Mr. Haydel seconded the motion to award the lowest bid received for Sewerage and Utility Repair Maintenance, to Lasseigne Inc., in the amount of \$15 per hour for labor and \$40 per hour for backhoe rental.

In discussion Mr. Terry questioned portions of the bids pertaining to size of dump truck and material; McTopy questioned the way the specs were advertised stating that there are some loosely written items that need to be clarified regarding the material supply and size of dumptruck; Mr. Millet stated the bid specs was for labor with parish supplying material. Legal Counsel Tom Daley requested to hold off action until next council meeting in order to review specs and bids.

Mr. McTopy moved and Mr. Wilson seconded a substitute motion to reject bids received for the Sewerage/Utility Repair Maintenance and rewrite the specifications more explicitly regarding material supply. The motion failed with 4 NAYS, 4 YEAS and one abstaining.

The vote on Mr. Wilson's motion to award the bid to Lasseigne Inc., passed with 5 YEAS, 3 NAYS and one abstaining. Mr. McTopy qualified his Nay vote due to loosely written specifications.

OLD BUSINESS

Haston Lewis...Telephone service update

Merlin Villar of South Central Bell addressed the Council with an update of the telephone service for the westbank stating that the new system (optional) will begin 6/16/90 in Edgard, 7/1/90 in LaPlace, 7/1/90 Garyville, 7/1/90 Reserve. Customers can choose a 40 mile calling area with a 70% reduction in rates or a 22 mile calling area with long distance rates capped at \$15 per month or keep the current rates.

90-22 (Public hearing opened 3/22) An ordinance to authorize the Parish President Lester J. Millet Jr., to purchase on behalf of St. John the Baptist Parish, a 20' X 663.35' servitude for a drainage canal parallel and adjacent to the property of St. John the Baptist Parish purchased by act dated June 27, 1989, said property being more particularly described on Exhibit A, a copy of which is attached hereto and made part hereof, from Mr. and Mrs. Eugene J. Chauvin Sr., for a price not to exceed \$2,800.00, was offered for adoption by Mr. Lewis, seconded by Mr. Wolfe and unanimously approved with no absences.

90-25 (Public hearing held) An ordinance authorizing the Parish of St. John the Baptist to accept a portion of land from Landmark Land Inc., for the purpose of constructing a sidewalk. Said property is located in Riverlands Heights Subdivision in and parallels to Newport Drive on the North side of Newport, was offered for adoption by Mr. McTopy, seconded by Mr. Terry and unanimously approved with no absences.

90-26 (Public hearing held) An ordinance amending Ordinance 89-83 relative to the operating budget of the LaPlace Volunteer Fire Department for fiscal year ending December 31, 1990, was offered for adoption by Mr. Terry, seconded by Mr. Haydel and unanimously approved with no absences.

Mr. McTopy moved and Mr. Terry seconded the motion to Suspend the Rules to discuss an upcoming NACO Western Interstate Region Conference to be held in Alaska. The vote in favor of the motion was unanimously approved with no absences.

Mr. McTopy stated that he and Mr. Perrilloux plan to attend the NACo Western Interstate Region Conference to be held May 5 - 12, 1990 and will not be able to attend the May 10th Council meeting. He requested that he and any other Councilmember who wish to attend the conference be officially excused from the May 10th meeting.

Mr. McTopy moved and Mr. Perrilloux seconded the motion to officially excuse Mr. McTopy, Mr. Perrilloux and any other Councilmember from the May 10, 1990 Council Meeting in order for he and/or any other councilman to attend the NACo Western Interstate Region Conference in Anchorage Alaska on May 5 - 12, 1990. The vote in favor of the motion was unanimously approved with no absences.

NEW BUSINESS

John McTopy...discussion regarding utilities This item will be placed on the agenda of April 26, 1990.

INTRODUCTION OF ORDINANCES

90-31 An ordinance for the resubdivision of a portion of Parcel D into D-6, St. John the Baptist Parish, Louisiana, T11S, R7E, Section 64, was introduced by Mr. Terry.

90-32 Final approval be granted to the resubdivision of Lots 831B, 832B, 833B and 834B, into lots herein designated 831C, 832C, and 834C, St. Andrews Boulevard Extension, LaPlace Plantation, Section 21, T11S, R7E, Southeast District of Louisiana, East of the Mississippi River, LaPlace, LA, was introduced by Mr. McTopy.

90-33 An ordinance allowing for the resubdivision of Lots 2 and 3 into Lots herein designated 2A and 3A, Highland Estates Subdivision, was introduced by Mr. McTopy.

ADJOURNMENT

At 10:00 PM, Mr. Haydel moved and Mr. Terry seconded the motion to adjourn. The vote in favor of the motion was unanimously approved with no absences.


CHAIRMAN


SECRETARY

Exhibit J

4
CASH SALE

COB 266 F-4

131994

No. _____

19 _____

United States of America

State of LOUISIANA

Parish or County of ORLEANS

Sale of Property

BY

THE FIDELITY HOMESTEAD
ASSOCIATION

TO

MILLET ENTERPRISES, INC.

Be it Known, That on this 29th day of
the Month of MAY in the year of our Lord
one thousand nine hundred and ninety (1990)

BEFORE ME, ALLAIN C. ANDRY, III

a Notary Public, duly commissioned and qualified, in and for the
City of New Orleans and the Parish (or County of)
Orleans therein residing, and in the presence of the
witnesses hereinafter named and undersigned.

Personally Came and Appeared:

JOHN L. CONNOLLY, JR., Vice-President

of and herein representing **THE FIDELITY HOMESTEAD ASSOCIATION**, a duly
incorporated institution of this State, domiciled in this City, created by Act
before Meyer S. Dreifus, Notary Public, dated December 28, 1908, and recorded in
MOB 912, folio 615, Parish of Orleans, amended by act before Stanley W. Ray,
Notary Public, dated November 7, 1932, recorded MOB 1455, folio 555, Parish of
Orleans, amended by act before Allain C. Andry, Jr., Notary Public, dated March
13, 1952, and recorded MOB 1838, folio 181, Parish of Orleans, State of
Louisiana, herein and hereunto authorized by a Resolution of the Board of
Directors of said Association, a copy of which is hereto annexed;
The mailing address of said Homestead is 222 Baronne Street, New Orleans,
Louisiana 70112.

Who declare that _____ above capacity, appearer
acting in the / _____ do es by these presents grant, bargain,
except as is hereinafter expressly provided
sell, convey, transfer, assign, set over, abandon and deliver, with all legal warranties and with full
substitution and subrogation in and to all the rights and actions of warranty which said association has
or may have against all preceding owners and vendors, unto

MILLET ENTERPRISES, INC., a Louisiana Corporation domiciled in the Parish of
St. John the Baptist, State of Louisiana which Corporation was originally
incorporated on July 2, 1966 by act passed before Remy F. Gross, Notary Public,
said Charter being filed with the Secretary of State, for the State of Louisiana,
and also in the records of the Clerk of Court for the Parish of St. John the
Baptist on July 26, 1966 in MOB 15, folio 157; and Amended by Act recorded in MOB
45, folio 721; and further Amended by Act recorded in MOB 185, folio 879; being
represented herein by **LESTER MILLET, JR.**, President, by virtue of a resolution of
its Board of Directors, a certified copy of which is annexed hereto and made part
hereof, for reference.
The mailing address of said Corporation is P. O. Box 246, LaPlace, LA 70068.

here present accepting, and purchasing for itself, its heirs and assigns,

and acknowledging due delivery and possession thereof, all and singular the following described property to-wit:

ONE CERTAIN PIECE OR PORTION OF GROUND, together with all of the buildings and improvements thereon and all of the rights, ways, privileges, servitudes, appurtenances and advantages thereunto belonging or in anywise appertaining, situated in the Parish of St. John the Baptist, State of Louisiana, on the left descending bank of the Mississippi River near or in the Town of LaPlace, and measuring five hundred forty four (544') feet front, more or less, on the Ory-Hammond Highway, by six hundred eighty eight (688') feet, more or less, on its River side, and measuring six hundred fifty (650') feet, more or less, on the opposite side, and five hundred forty four (544') feet to the rear; nine (9) acres, more or less, and bounded as follows: To the North by the property of I. L. Himel, to the West by the Ory-Hammond Highway, to the South by property belonging to the heirs of Joseph Ory, and to the East by a drainage canal normally referred to as the Woodland Canal.

FOR GREATER CERTAINTY reference is made to sketch of survey by Gilbert, Kelly & Couturie, dated February 20, 1990, a copy of which is annexed hereto and made part hereof, for reference; and according to which said piece or portion of ground is designated as Pt. Lot 15 in Woodland Plantation and measures 542.20 feet actual (544'+/- per title) front on Ory Hammond Highway, and measures thence 644.58 feet actual (650' +/- per title) on the side nearest to now or formerly I. L. Hymel property, 539.62 feet actual (544' +/- per title) on Drainage Canal (Woodland Canal) and 688.74 feet actual (688' +/- per title) on the now or formerly Joseph Ory Property.

Being a part of the same property acquired by Del-Remy Corporation from Remy F. Gross, M.D., Emma J. Delacroix Gross and Remy F. Gross, II, per Act passed before B. F. Tipton, Notary Public, dated January 1, 1964 and registered in Conveyance Office Book 50, folio 370, for the Parish of St. John the Baptist, State of Louisiana.

And further acquired by Del-Remy Corporation, et al by purchase from Ascension Savings & Loan Association per Act passed before Thomas J. Kliebert, Notary Public, on May 16, 1969, registered in Conveyance Office Book 60, folio 420, for the Parish of St. John the Baptist, State of Louisiana.

And further acquired by Del-Remy Corporation from Remy F. Gross, M.D., et al in an Act of Correction passed before Rodney A. Brignac, Notary Public for the Parish of St. John the Baptist, on March 20, 1985, registered in Conveyance Office Book 198, folio 360, for the Parish of St. John the Baptist, State of Louisiana.

And acquired by The Fidelity Homestead Association in the matter entitled "The Fidelity Homestead Association vs. Inter-Cities Petroleum Corporation and Del-Remy Corporation", Proceedings No. 25395 of the 40th Judicial District Court, Parish of St. John the Baptist, State of Louisiana, by Proces Verbal of Sheriff Sale, dated February 19, 1990, and registered in C.O.B. 262 Folio 77, Parish of St. John the Baptist, State of Louisiana.

To have and to hold the above described property unto the said purchaser its heirs and assigns forever.

Parish of St. John the Baptist
May 29, 1990

IT WAS MOVED, SECONDED AND UNANIMOUSLY ADOPTED that this Corporation, MILLET ENTERPRISES, INC. purchase the property described on Page "A" annexed hereto from THE FIDELITY HOMESTEAD ASSOCIATION for the price and sum of TWO HUNDRED THOUSAND AND NO/100 - (\$200,000.00) - DOLLARS, with no downpayment, granting unto The Fidelity Homestead Association a mortgage and vendor's lien and said purchase price to be paid and amortized in monthly payments over a twenty (20) year period, with a rate of interest of eleven and one-half per cent (11 1/2%) per annum. This Corporation as purchaser shall have the right to prepay partly or in full at any time without penalty. The Purchaser shall also pay monthly one-twelfth (1/12th) of the annual taxes that may be due on the property.

IT WAS FURTHER MOVED, SECONDED AND UNANIMOUSLY ADOPTED, that LESTER MILLET, JR. as the President of this Corporation be and he is authorized and appointed to do any and all acts necessary to carry the foregoing into affect and appear before vendor's notary public to sign and execute such documents, papers and authentic acts that may be necessary to purchase the property for the above terms and create a mortgage and vendor's lien thereon in favor of The Fidelity Homestead Association.

THERE BEING NO FURTHER BUSINESS, the Meeting was adjourned.

I hereby certify the foregoing to be a true and correct excerpt from the minutes of the meeting of the Board of Directors of MILLET ENTERPRISES, INC. held at the office of the corporation in the Parish of St. John the Baptist, State of Louisiana, on May 29, 1990, at which meeting a quorum was present, and for which proper notice was given.



Judy V. Millet — SECRETARY

ONE CERTAIN PIECE OR PORTION OF GROUND, together with all of the buildings and improvements thereon and all of the rights, ways, privileges, servitudes, appurtenances and advantages thereunto belonging or in anywise appertaining, situated in the Parish of St. John the Baptist, State of Louisiana, on the left descending bank of the Mississippi River near or in the Town of LaPlace, and measuring five hundred forty four (544') feet front, more or less, on the Ory-Hammond Highway, by six hundred eighty eight (688') feet, more or less, on its River side, and measuring six hundred fifty (650') feet, more or less, on the opposite side, and five hundred forty four (544') feet to the rear; nine (9) acres, more or less, and bounded as follows: To the North by the property of I. L. Himel, to the West by the Ory-Hammond Highway, to the South by property belonging to the heirs of Joseph Ory, and to the East by a drainage canal normally referred to as the Woodland Canal.

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And acquired by The Fidelity Homestead Association in the matter entitled "The Fidelity Homestead Association vs. Inter-Cities Petroleum Corporation and Del-Remy Corporation", Proceedings No. 25395 of the 40th Judicial District Court, Parish of St. John the Baptist, State of Louisiana, by Proces Verbal of Sheriff Sale, dated February 19, 1990, and registered in C.O.B. 262 Folio 77, Parish of St. John the Baptist, State of Louisiana.

This sale is made and accepted for and in consideration of the price and sum of TWO HUNDRED THOUSAND AND NO/100 - (\$200,000.00) - DOLLARS

Cash, _____

which the said purchaser (s) have well and truly paid, in ready and current money to the said Vendor (s) who hereby acknowledge the receipt thereof and grant full acquittance and discharge therefor.

All State and City taxes up to and including the taxes due and exigible in Parish 1989 are paid as per declaration of the vendor herein; the payment of the 1990 taxes are assumed by the purchaser herein.

By reference to the certificates of the Register of Conveyances and Recorder of Mortgages in and for the Parish or County of ST. JOHN THE BAPTIST annexed hereto and made part hereof, for reference.

it does not appear that said property has been heretofore alienated by the Vendor (s) or that it is subject to any encumbrance whatever.

By reference to Paving Certificate and Paving research for the City of New Orleans, annexed, it does not appear that there is any paving due or any paving liens recorded against the said property n/a

The parties to this Act are aware that the Mortgage, Conveyance and Paving Certificates herein referred to are open and not yet dated and signed, and relieve and release me, Notary, from all responsibility by reason thereof.

[Handwritten signature]

[Faint handwritten text]

Millet Enterprises, Inc. takes cognizance of and acknowledges that Fidelity Homestead Association was not a prior owner of the property, but had made a mortgage loan to a prior owner and that as a result thereof acquired this property at a foreclosure sale, and that Fidelity Homestead Association is, therefore, not aware of the history of the use of the property and particularly is not aware of any environmental risks including pollution and/or any hazardous or toxic waste condition which may affect the property, if any. The purchaser acknowledges that it has had the opportunity to exercise due diligence and to inspect the property for any environmental risk conditions, and the Vendor and Purchaser further declare that Fidelity Homestead Association sells the property without warranty as to any environmental risks including pollution and/or any hazardous or toxic waste condition affecting the property, if any, and the Purchaser releases Fidelity Homestead Association from any and all obligations of any nature thereunder, further agreeing that the purchaser assumes all responsibility for the condition of the property and will indemnify and hold Fidelity Homestead Association harmless for any claims that may be made in the future by any parties.

Millet Enterprises, Inc. further acknowledges that it has researched and satisfied itself as to the zoning and availability and suitability of the property for residential development and Fidelity Homestead Association makes no warranty with regard thereto.

In DUPLICATE ORIGINAL

New Orleans, LA.

Thus Done and Passed in my office at _____

on the day, month and year herein first above written, in the presence of Messieurs
Phyllis Ebeyer and Katherine Burtchett

competent witnesses, who hereunder sign their names with the said appearers, and me, Notary, after reading of the whole.

WITNESSES:

Phyllis Ebeyer

Phyllis Ebeyer

Katherine Burtchett

Katherine Burtchett

THE FIDELITY HOMESTEAD ASSOCIATION

BY: John L. Connolly, Jr.

John L. Connolly, Jr., Vice President

MILLET ENTERPRISES, INC.

BY: Lester Millet, Jr.

Lester Millet, Jr., President

Allain C. Andry, III

Allain C. Andry, III, Notary Public

FOR RECORD
131 PM 3:38
CLERK OF COURT
CITY OF ST. JOHN
NEW ORLEANS, LA.

MORTGAGE CERTIFICATE

MAIL TO _____ ADDRESS ANDRY, ANDRY & WILLIAMSON
First National Bank of Commerce Bldg. Suite 711
210 Baronne St.
New Orleans, LA 70112

STATE OF LOUISIANA

PARISH OF ST. JOHN THE BAPTIST

OFFICE OF HAROLD L. MONTEGUT, JR., CLERK OF COURT

The undersigned Clerk of Court and Ex-Officio RECORDER OF MORTGAGES, in and for the Parish of St. John the Baptist, Louisiana, duly commissioned and sworn, does hereby certify that in the indices in the MORTGAGE OFFICE it does not appear that there are any Mortgages (Chattel Mortgages Excepted), Liens or Privileges standing record in the names of:

MILLET ENTERPRISES, INC. (TO BE ACQUIRED)

against the following described property, to-wit:

ONE CERTAIN PIECE OR PORTION OF GROUND, together with all of the buildings and improvements thereon and all of the rights, ways, privileges, servitudes, appurtenances and advantages thereunto belonging or in anywise appertaining, situated in the Parish of St. John the Baptist, State of Louisiana, on the left descending bank of the Mississippi River near or in the Town of LaPlace, and measuring five hundred forty four (544') feet front, more or less, on the Ory-Hammond Highway, by six hundred eighty eight (688') feet, more or less, on its River side, and measuring six hundred fifty (650') feet, more or less, on the opposite side, and five hundred forty four (544') feet to the rear; nine (9) acres, more or less, and bounded as follows: To the North by the property of I. L. Himel, to the West by the Ory-Hammond Highway, to the South by property belonging to the heirs of Joseph Ory, and to the East by a drainage canal normally referred to as the Woodland Canal.

Being a part of the same property acquired by Del-Remy Corporation from Remy F. Gross, M.D., Emma J. Delacroix Gross and Remy F. Gross, II, per Act passed before B. F. Tipton, Notary Public, dated January 1, 1964 and registered in Conveyance Office Book 50, folio 370, for the Parish of St. John the Baptist, State of Louisiana.

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OTHER THAN:

Amendment to charter Millet Furniture Appliances and Real Estate Broker, Inc. to Millet Enterprises, Inc. dated August 27, 1986, recorded in Mortgage Book 185, folio 879, Entry number 108994.

IN FAITH WHEREOF, witness my hand and the impress of the seal of my

office, this 7th day of May, 1990, at 4:30 p.M.

Therese Gendron

dy. clerk of court and Ex officio
Recorder of Mortgages

ANDRY, ANDRY & WILLIAMSON

First National Bank of Commerce Bldg. Suite 711

210 Baronne St.

New Orleans, LA 70112

MORTGAGE CERTIFICATE

FILED FOR RECORD

1990 MAY 18 AM 9:12

MAIL TO _____ ADDRESS _____

STATE OF LOUISIANA

PARISH OF ST. JOHN THE BAPTIST

CLERK OF COURT
PARISH OF ST. JOHN
THE BAPTIST, LA

OFFICE OF HAROLD L. MONTEGUT, JR., CLERK OF COURT

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M & S FURNITURE & APPLIANCES, INC.

MILLET FURNITURE AND APPLIANCES, INC.

MILLET FURNITURE, APPLIANCES AND REAL ESTATE BROKER, INC.

against the following described property, to-wit:

ONE CERTAIN PIECE OR PORTION OF GROUND, together with all of the buildings and improvements thereon and all of the rights, ways, privileges, servitudes, appurtenances and advantages thereunto belonging or in anywise appertaining, situated in the Parish of St. John the Baptist, State of Louisiana, on the left descending bank of the Mississippi River near or in the Town of LaPlace, and measuring five hundred forty four (544') feet front, more or less, on the Ory-Hammond Highway, by six hundred eighty eight (688') feet, more or less, on its River side, and measuring six hundred fifty (650') feet, more or less, on the opposite side, and five hundred forty four (544') feet to the rear; nine (9) acres, more or less, and bounded as follows: To the North by the property of I. L. Himel, to the West by the Ory-Hammond Highway, to the South by property belonging to the heirs of Joseph Ory, and to the East by a drainage canal normally referred to as the Woodland Canal.

Being a part of the same property acquired by Del-Remy Corporation from Remy F. Gross, M.D., Emma J. Delacroix Gross and Remy F. Gross, II, per Act passed before H. F. Tipton, Notary Public, dated January 1, 1964 and registered in Conveyance Office Book 50, folio 370, for the Parish of St. John the Baptist, State of Louisiana.

And further acquired by Del-Remy Corporation, et al by purchase from Ascension Savings & Loan Association per Act passed before Thomas J. Kliebert, Notary Public, on May 16, 1969, registered in Conveyance Office Book 60, folio 420, for the Parish of St. John the Baptist, State of Louisiana.

And further acquired by Del-Remy Corporation from Remy F. Gross, M.D., et al in an Act of Correction passed before Rodney A. Brignac, Notary Public for the Parish of St. John the Baptist, on March 20, 1985, registered in Conveyance Office Book 198, folio 360, for the Parish of St. John the Baptist, State of Louisiana.

And acquired by The Fidelity Homestead Association in the matter entitled "The Fidelity Homestead Association vs. Inter-Cities Petroleum Corporation and Del-Remy Corporation", Proceedings No. 25395 of the 40th Judicial District Court, Parish of St. John the Baptist, State of Louisiana, by Proces Verbal of Sheriff Sale, dated February 19, 1990, and registered in C.O.B. 262 Folio 77, Parish of St. John the Baptist, State of Louisiana.

OTHER THAN:

Articles of incorporation M & S Furniture & Appliances, Inc. dated July 22, 1966, recorded in Mortgage Book 15, folio 157, Entry Number 31346.

30, 1969, recorded in Mortgage Book 29, folio 341, Entry Number 37915.

✓ Amendment to the act of incorporation Millet Furniture & Appliance, Inc. to Millet Furniture Appliances and Real Estate Broker, Inc. dated recorded in Mortgage Book 45, folio 721, Entry number 44375.

✓ Domestic revocations due to not filing annual reports for 4 years as of October 21, 1985, Millet Furniture, Appliance and Real Estate Broker, Inc. recorded in Mortgage book 172, folio 223, Entry number 103913.

✓ Amendment to charter Millet furniture, Appliances & Real Estate Broker, Inc. to Millet Enterprise, Inc. dated August 27, 1986, recorded in Mortgage Book 185, folio 879, Entry Number 108994.

✓ Re instatement fo revocation dated September 10, 1986, Millet Furniture, Appliance and Real Estate Broker, Inc. recorded in Mortgage Book 186, folio 151, Entry Number 109129.

IN FAITH WHEREOF, witness myhand and the impress of the seal of my

office, this 15th day of May, 1990, at 4:30 p.M.

Virgil Gordon

dy. Clerk of Court & Ex officio
Recorder of Mortgages

Exhibit K

CASH SALE

UNITED STATES OF AMERICA

FROM: MILLET ENTERPRISES, INC.

STATE OF LOUISIANA

TO: NANCY TORRES MATHERNE

PARISH OF ST. JOHN THE BAPTIST

BE IT KNOWN, that on this 13th day of July,
in the year of Our Lord, one thousand, nine hundred and ninety.

BEFORE ME, JOSEPH ACCARDO, JR., a Notary Public in
and for the Parish and State aforesaid, duly commissioned and qualified, and in
the presence of the undersigned, personally came and appeared:

MILLET ENTERPRISES, INC., a Louisiana Corporation domiciled in
the Parish of St. John the Baptist, State of Louisiana, which
Corporation was originally incorporated on July 2, 1966 by act
passed before Remy F. Gross, Notary Public, said Charter being
filed with the Secretary of State, for the State of Louisiana,
and also in the records of the Clerk of Court for the Parish of
St. John the Baptist on July 26, 1966 in MOB 15, folio 157; and
Amended by Act recorded in MOB 45, folio 721; and further Amended
by Act recorded in MOB 185, folio 879; being represented herein
by LESTER MILLET, JR., President, by virtue of a resolution of
its Board of Directors, which is attached hereto and made part
hereof, for reference.

hereinafter designated as "Vendor", who declared that for the consideration
and upon the terms and conditions hereinafter express, said vendor has
bargained and sold, and does by these presents grant, bargain, sell, assign,
transfer, deliver and abandon and set over under all lawful warranties and
with substitution and subrogation to all rights and actions of warranty
against all preceding owners and vendors, unto:

NANCY TORRES MATHERNE, a person of the full age of majority and a
resident of the Parish of St. James, Louisiana, who declared unto
me, Notary, that she has been married but once and then to Durel
J. Matherne, Jr. with whom she is living and residing; from whom
she is separate in property as per Partition of Community
Property dated April 15, 1987, which is recorded under Entry No.
73503 of the conveyance records of St. James Parish.

MAILING ADDRESS: 330 Ellis, Gramercy, LA 70052.

hereinafter designated as "Purchaser", here present, accepting and purchasing and acknowledging delivery and possession of the following described property to-wit:

ONE CERTAIN PORTION OF GROUND, together with all of the buildings and improvements thereon, and all of the rights, ways, privileges, servitudes, appurtenances and advantages thereunto belonging or in anywise appertaining, situated in the Parish of St. John the Baptist, State of Louisiana, on the left descending bank of the Mississippi River near or in the Town of LaPlace, forming a portion of Farm Lot 15 of Woodland Plantation Subdivision as per plan of the partition of a portion of Farm Lot 15 of Woodland Plantation Subdivision into Lots herein designated as A & B, located in Section 64, T-11-S, R-7-E, Southeast District of Louisiana, said lot is designated as Lot B and is more fully described as follows:

LOT B commences at a point where the northeasterly line of Lot B intersects the southern right of way of U. S. Highway 51 which point is also the westerly corner of a certain lot of ground owned by Marianne H. LeClere or assigns, which point is the point of beginning; thence proceed in a southwesterly direction along the right of way of U. S. Highway 51 along a line having a bearing of S 59° 03' W a distance of 271.11 feet to a point; thence proceed in a southeasterly direction along a line having a bearing of N 36° 33' 43" W a distance of 667.78 feet to a point; thence proceed in a northeasterly direction along a line having a bearing of N 54° 37' E a distance of 269.81 feet to a point; thence proceed in a northwesterly direction along a line having a bearing of N 36° 33' 24" W a distance of 646.82 feet to a point, which is the point of beginning. All as more fully shown on survey of Harold J. Flynn, Land Surveyor, dated June 1, 1990, attached hereto.

Being the same property acquired by vendor by act of sale from The Fidelity Homestead Association dated May 29, 1990, registered in COB 266, folio 4 of the conveyance records of St. John the Baptist Parish.

To Have and To Hold the above described property, unto purchaser, his heirs and assigns, forever.

This sale is made and accepted for and in consideration of the price and sum of Two Hundred Thousand and no/100----- (\$ 200,000.00)DOLLARS cash, which the said purchaser has well and truly paid in ready and current money to the said vendor who here acknowledges the receipt thereof and grants full acquittance and discharge therefor.

Tax, Mortgage and Conveyance Certificates are waived by the parties hereto and they relieve and release me, Notary, of all responsibility and liability in connection therewith.

Whenever used, the singular number shall include the plural, the plural, the singular, and the use of any gender shall include all genders.

THUS DONE AND PASSED, in my office at LaPlace, Louisiana, on the day, month and year first above written, and in the presence of the undersigned good and competent witnesses, who hereunto sign their names with the said appearers and me, Notary, after reading of the whole.

WITNESSES:

John C. Adner
Orlando R. Kirby

APPEARERS:

MILLET ENTERPRISES, INC.

BY: Lester J. Millet, Jr.
LESTER J. MILLET, JR.

Nancy Torres Matherne
NANCY TORRES MATHERNE

Joseph A. [Signature]
NOTARY PUBLIC

FILED FOR RECORD
90 JUL 16 PM 3:50
CLERK OF COURT
PARISH OF ST. JOHN
THE BAPTIST, LA.

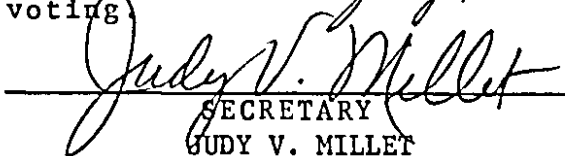
RESOLUTION
OF
MILLET ENTERPRISES, INC.

BE IT RESOLVED, that this Corporation, MILLET ENTERPRISES, INC. sell the property described as Lot B of a Portion of Farm Lot 15 of Woodland Plantation, LaPlace, St. John the Baptist Parish, Louisiana, as shown on survey of Harold J. Flynn, Land Surveyor, dated June 1, 1990, for the sum of TWO HUNDRED THOUSAND AND NO/100 (\$200,000.00) to Nancy Torres Matherne;

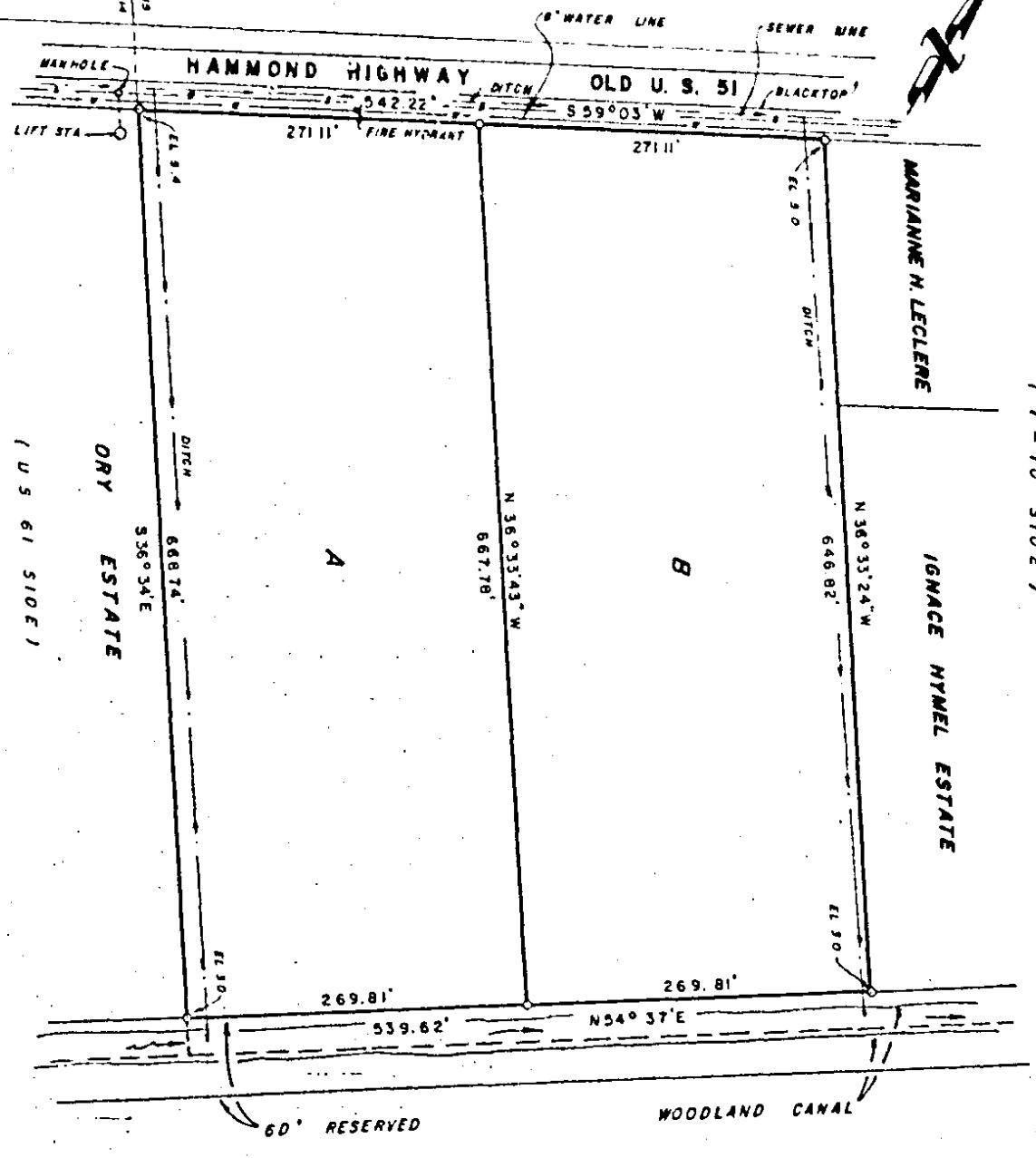
BE IT FURTHER RESOLVED that LESTER MILLET, JR. as President of this Corporation be and he is authorized and appointed to do any and all acts necessary to carry the foregoing into affect and to sign and execute such documents, papers and authentic acts that may be necessary to sell the above described property for the above terms and conditions.

CERTIFICATE

I, the undersigned Secretary of MILLET ENTERPRISES, INC. do hereby certify that the above and foregoing is a true and correct copy of an excerpt of the minutes of a meeting of the Board of Directors held at the domicile of the corporation on July 13, 1990, with all members present and voting


SECRETARY
JUDY V. MILLET

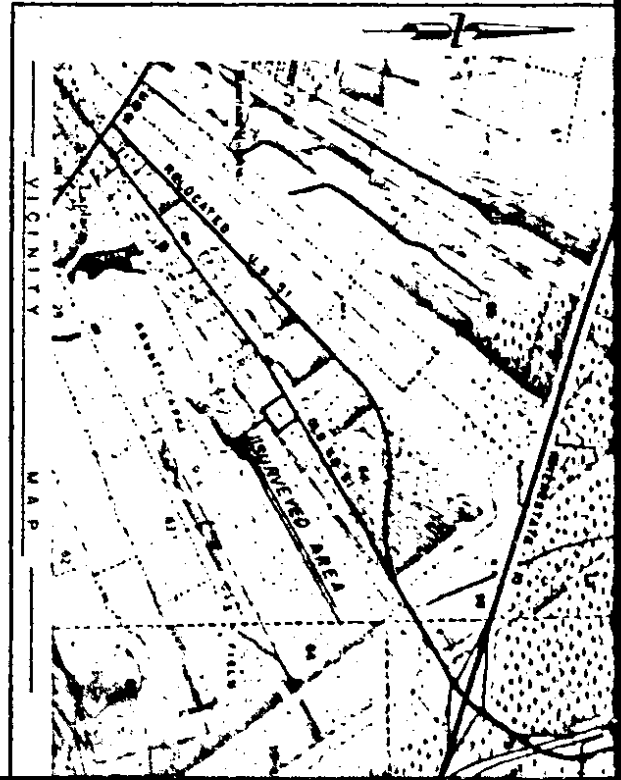
LAPLACE LOUISIANA
JUNE 1, 1990



PLAN OF THE PARTITION OF A PORTION OF FARM LOT 15 OF WOODLAND PLANTATION
SUBDIVISION INTO LOTS HEREIN DESIGNATED A & B, LOCATED IN SECTION 6 4,
T-11-S, R-7-E, SOUTH EAST DISTRICT OF LOUISIANA, EAST OF THE MISSISSIPPI
RIVER, LAPLACE, ST. JOHN THE BAPTIST PARISH, LOUISIANA.

SCALE 1"=100'
9 1/2"=1".

CALI ESTATE FARM LOT 29



APPROVED: ST JOHN THE BAPTIST PARISH
 CONSULTED UTILITIES BOARD CHAIRMAN: *J. A. Miller* 6-12-90
 PLANNING COMMISSION CHAIRMAN: *Carl A. Lee* 6-11-90
 PARISH COUNCIL MEMBER: *W. J. Lee*
 PARISH PRESIDENT: *Henry DeLoach* 6/28/90

Harold J. Ryan
 HAROLD J. RYAN
 CIVIL ENGINEER & LAND SURVEYOR, INC.
 157 HOLLY DRIVE - LAPLACE, LA 70088
 504-632-6358