McKesson Corporation
One Post Street, 34th Floor
San Francisco, CA 94104
608.848.4134 Tel

Jean A. Mescher
Director, Environmental Services

MCKESSON
Empowering Healthcare

March 26, 2010

Mr. Bud Grisham
1 Meriwether Pond
Harrison, AR 72601

Subject: Arkwood Site
Deed Notice and Purchase Offer
Omaha, AR

Dear Bud:

Pursuant to the Record of Decision (ROD) for the Arkwood Site, the USEPA is requesting that a Deed Notice be completed for the Site. The purpose of the deed notice is to ensure that the site remains protective of human health and the environment. The Deed Notice is enclosed for your completion.

As discussed previously, McKesson is willing to purchase the Site and adjacent land. We are willing to meet our previous offer of $105,000 for purchase of the approximately 85 acres that includes the Site and adjacent 65 acres. Alternatively, we are offering $25,000 for the Site. These offers are valid for the next 30 days at which time the offers are withdrawn.

Please feel free to contact me if you would like to discuss any of these issues further. I can be reached at (608) 848-4134 or jean.mescher@mckesson.com.

Sincerely,

Jean Mescher
Director, Environmental Services

9297325

-- DEED NOTICE --

IN ACCORDANCE WITH ARKWOOD SUPERFUND SITE (A3), THIS DOCUMENT IS TO BE RECORDED IN THE SAME MANNER AS ARE DEEDS AND OTHER INTERESTS IN REAL PROPERTY.

Prepared by:

_____

[Signature]

_____

Jean A. Mescher

Recorded by:

_____

[Signature, Officer of County Recording Office]

_____

[Print name below signature]

– DEED NOTICE –

This Deed Notice is made as of the _____ day of _____, 2010, by the Estate of Mary Faye (Burke) Grisham with C.C. Grisham as Executor. Mr. C.C. Grisham's principal place of business located at 1 Meriwether Pond, Harrison, AR 72601 (together with his/her/its/their successors and assigns, collectively "Owner").

1. THE PROPERTY. The Estate of Mary Faye (Burke) Grisham with Mr. C.C. Grisham as Executor is the owner in fee simple of certain real property designated as _____ on the tax map of the City of Omaha, Boone County; the United State Environmental Protection Agency (USEPA) Arkwood Superfund Site (Site) under the National Priorities List (NPL) listed on March 31, 1989 for the contaminated Site, which includes this property; and the property is more particularly described in Exhibit A (Site Survey), which is attached hereto and made a part hereof (the "Property").

2. AGENCY. The USEPA is the agency responsible for overseeing investigation and remediation of the Property under the Comprehensive Environmental Response, Compensation, and Liability Act of 1980 (CERCLA) program.

3. SOIL CONTAMINATION. Under the direction of the USEPA, soil remediation activities were completed on December 1, 1995 with a final inspection performed by the USEPA and Arkansas Department of Pollution Control and Ecology (ADPCE) on December 13, 1995. As defined by the Record of Decision (ROD), soil clean-up levels were established at industrial levels and groundwater protection levels established at that time, specifically as follows: 300 mg/kg pentachlorophenol (PCP), 20 ug/kg dioxin (as 2,3,7,8-TCDD equivalents) and 6.0 mg/kg carcinogenic polynuclear aromatic hydrocarbons (c-PNAs) as benzo-a-pyrene equivalents. Pursuant to the ROD, soil contamination remains at the Property in concentrations that do not allow for the unrestricted use of the Property. As a result, there is a statutory requirement for this Deed Notice and engineering controls in accordance with the ROD.

4. ENGINEERING CONTROLS. In compliance with the ROD and due to the presence and concentration of these contaminants, the Owner has agreed, to the placement of certain engineering controls on the Property including: i) maintaining the site in a fenced and secure manner; ii) maintaining the topsoil and grass cover; iii) maintaining the storm water system; and iv) providing routine inspection and maintenance for at least 30 years following the completion of remediation. The rationale for the engineering controls is:

(a) Any disturbances of the soil at the Property may result in the unacceptable exposure to the soil or impacts to groundwater remediation; and

(b) Each engineering control continues as designed and intended to protect the public health and safety and the environment.

5. ALTERATIONS, IMPROVEMENTS, AND DISTURBANCES. No person shall make, or allow to be made, any alteration, improvement, or disturbance in, to, or about the Property, which disturbs any engineering control at the Property without first obtaining the express written consent of the USEPA and McKesson Corporation. Nothing herein shall constitute a waiver of the obligation of any person to comply with all applicable laws and regulations including, without limitation, the applicable rules of the Occupational Safety and Health Administration. This section survives any delisting of the Property.

6. MONITORING AND MAINTENANCE OF ENGINEERING CONTROLS, AND PROTECTIVENESS CERTIFICATION. The Property Owner shall maintain all engineering controls at the Property and certify to the USEPA on an annual basis that the remedial action of which each engineering control is a part remains protective of the human health and safety and of the environment. The subsequent owners have this obligation during their ownership. The specific obligations to monitor and maintain the engineering controls shall include the following:

i. Monitoring and maintaining each engineering control according to the requirements in Section 4 above to ensure that the remedial action that includes the engineering controls continue to be protective of the public health and safety and of the environment;

ii. Implement any actions that are necessary to correct, mitigate, or abate each problem related to the protectiveness of the remedial action for the Site;

iii. Certify to the USEPA as to the continued protectiveness of the remedial action that includes the engineering controls consistent with the ROD every year on January 15 until the Site is delisted by the USEPA; and

iv. Following delisting of the Site, it is the responsibility of the Property Owner to ensure on an annual basis that the engineering controls are maintained in working condition and the remedial action remains protective of human health and the environment. Engineering controls survive any delisting of the Property.

7. ACCESS. The Owner and the subsequent owners agree to allow the USEPA, its agents and representatives access to the Property to inspect and evaluate the continued protectiveness of the remedial action that includes this Deed Notice and to conduct additional remediation to ensure the protection of the public health and safety and of the environment if persons responsible for monitoring the protectiveness of the remedial action, as described in paragraph 6, above, fail to conduct such remediation pursuant to this Deed Notice as required by law. The Owner, and the subsequent owners, shall also cause all leases, subleases, grants, and other written transfers of an interest in the Property to contain a provision expressly requiring that all holders thereof provide such access to the USEPA.

8. NOTICES.

i. The Owner and the subsequent owners shall cause all leases, grants, and other written transfers of an interest in the Property to contain a provision expressly requiring all holders thereof to take the Property subject to the restrictions contained herein and to comply with all, and not to violate any of the conditions of this Deed Notice. Nothing contained in this paragraph shall be construed as limiting any obligation of any person to provide any notice required by any law, regulation, or order of any governmental authority.

ii. The Owner and the subsequent owners shall provide written notice to the USEPA at least 60 calendar days before the effective date of any conveyance, grant, gift, or other transfer, in whole or in part, of the owner's interest in the Property.

iii. The Owner and the subsequent owners shall provide written notice to the USEPA within 60 calendar days following the owner's petition for or filing of any document initiating a rezoning or use of the Property.

The Owner and the subsequent owners shall submit written notice under ii and iii to:

Superfund AR/LA Enforcement Section
U.S. Environmental Protection Agency
1445 Ross Avenue
Dallas, TX

And

McKesson Corporation
McKesson Real Estate Department
One Post Street, 34th Floor
San Francisco, CA 94104

9. ENFORCEMENT OF VIOLATIONS.

i. This Deed Notice is intended to provide notice of certain conditions and restrictions on the Property and to reflect the regulatory and statutory obligations imposed as a conditional remedial action for this Site.

ii. The restrictions provided herein may be enforceable by the USEPA against any person who violates this Deed Notice. To enforce violations of this Deed Notice, the Department may initiate one or more enforcement actions and require additional remediation, and assess damages.

10. SEVERABILITY. If any court of competent jurisdiction determines that any provision of this Deed Notice requires modification, such provision shall be deemed to have been modified automatically to conform to such requirements. If a court of competent jurisdiction determines that any provision of this Deed Notice is invalid or unenforceable and the provision is of such a nature that it cannot be modified, the provision shall be deemed deleted from this instrument as though the provision had never been included herein. In either case, the remaining provisions of this Deed Notice shall remain in full force and effect.

11. SUCCESSORS AND ASSIGNS. This Deed Notice shall be binding upon Owner and upon Owner's successors and assigns, and subsequent owners, lessees and operators while each is an owner, lessee, or operator of the Property.

12. MODIFICATION AND TERMINATION.

i. Any person may request in writing, at any time, that the USEPA modify or terminate this Deed Notice where performance of subsequent remedial actions, a change of conditions at the Site, or the adoption of revised remediation standards suggest that modification of the Deed Notice would be appropriate.

ii. This Deed Notice may be revised or terminated only upon filing of an instrument, executed by the USEPA, in the office of the Circuit Clerk, 200 Courthouse, 100 N. Main Street, Harrison, Boone County, Arkansas, expressly modifying or terminating this Deed Notice.

13. SIGNATURES. IN WITNESS WHEREOF, Owner has executed this Deed Notice as of the date first written above.

Estate of Mary Faye (Burke) Grisham with C.C. Grisham as Executor

_____

C.C. Grisham, Executor

_____

Signature

STATE OF ARKANSAS

SS.:

COUNTY OF BOONE

I certify that on _____ day of _____, 2010, C.C. Grisham personally came before me, and this person acknowledged under oath, to my satisfaction, that:

(a) This person is the Executor of the Estate of Mary Faye (Burke) Grisham, the Owner named in this document; and

(b) This person signed this proof to attest to the truth of these facts.

_____
Signature

_____
C.C. Grisham, Executor for the Estate of Mary Faye (Burke) Grisham

Signed and sworn before me on _____day of _____, 2010

_____, Notary Public

_____
[Print name and title]