



James W. Conway

ATTORNEY AT LAW

13957 HIGHWAY 44 WEST • TAYLORSVILLE, KENTUCKY 40071 • (502) 538-7715 • FAX (502) 538-3993

April 08, 1998

Mr. Darney Butler  
The Butler Group of Companies  
4455 Image Court  
Dallas, Texas 75211

Re: SAFE KEEPING of Note for Transaction Bearing Number  
HFT/BBP/AGG10

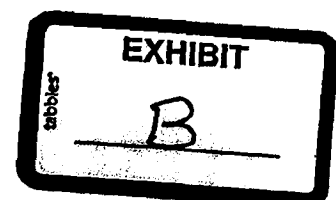
Dear Mr. Butler:

I, James W. Conway, as Escrow Agent, acknowledge I have received the note bearing the above referenced number. I have verified the note to be the note bearing identification HFT/BBP/AGG10 from which a certain income stream has been contracted to be paid into account number 33961450.

Please be advised that a total of Twenty-Eight Million U.S. Dollars (\$28,000,000.00) shall be paid out of this account to the owner of the note over a period of three hundred and ninety-six days on a monthly schedule as funds are received.

I further agree that I will honor and abide by the terms of any assignment I receive for said note. The assignment must be signed by Mr. Rodger Griggs as Advisor for Howe Financial Trust, three (3) trustees of Howe Financial Trust or an agent of the Trust who has been appointed by no less than three (3) trustees giving authority to that person to make the assignment. The assignment contract must also be signed by the Assignee. Any consideration paid for the assignment shall be delivered to the above referenced account after both entities have furnished a statement to me directing the amount to be paid.

Upon receipt of an original assignment contract, a statement of the consideration to be paid and upon being notified by my bank that the consideration has been paid, I will, from that day forward, transfer all payments to the Assignee of the note and no further payments shall be made to Howe Financial Trust unless the note should be re-assigned to it.

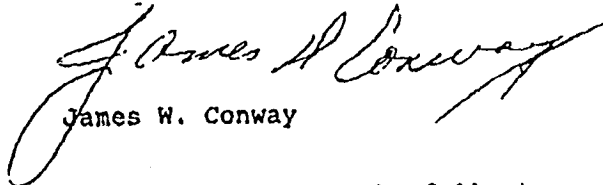


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As an attorney and escrow agent, I maintain a professional malpractice policy with limits of five hundred thousand dollars (\$500,000.00) and an umbrella policy for one million dollars (\$1,000,000.00). These policies inure to the benefit of anyone for whom I render professional services or act as escrow agent.


Sincerely,

JAMES W. CONWAY, P.S.C.

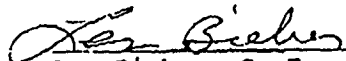


James W. Conway

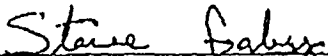
The terms of the foregoing are agreed to by the following:



Art Edelman, Co-Trustee  
Howe Financial Trust



Len Bieber, Co-Trustee  
Howe Financial Trust

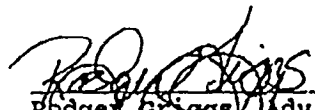


Steve Gaby, Co-Trustee  
Howe Financial Trust



Julie Griggs, Co-Trustee  
Howe Financial Trust

Darney Butler  
The Butler Group of Companies



Rodger Griggs, Advisor  
Howe Financial Trust

**SCHEDULE OF PAYMENTS  
PREPARED FOR THE BUTLER GROUP OF COMPANIES**

<b>PAYMENT MONTH</b>	<b>PAYMENT AMOUNT</b>	<b>TOTAL PAYMENTS</b>
JUNE, 1998	2,333,333	2,333,333
JULY	2,333,333	4,666,666
AUG	2,333,333	6,999,999
SEPT	2,333,333	9,333,332
OCT	2,333,333	11,666,665
NOV	2,333,333	13,999,998
DEC	2,333,333	16,333,331
JAN, 1999	2,333,333	18,666,664
FEB	2,333,333	20,999,997
MAR	2,333,333	23,333,330
APR	2,333,333	25,666,663
MAY	2,333,337	28,000,000