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August 2, 1995

VIA FEDERAL EXPRESS

Dr. Hyman L. Jarrett, Sr.
Mr. Leroy Toombs
Minority Enterprise Financial Acquisition Corporation
8200 State Avenue
Kansas City, Kansas 66112

re: The Partnership

Dear Dr. Jarrett and Mr. Toombs:

Upon my return to Memphis, I discussed with Mr. Riggan the details of our meeting at your offices yesterday on the matter of the Partnership, as proposed in our Letter of Intent, dated August 1st.

Mr. Riggan pointed out that we plan to do a lot of things working together, not only involving MEFAC, but including deals which will not be related to MEFAC. But, MEFAC or non-MEFAC, we shall participate together and share alike in this far reaching opportunity.

Mr. Riggan strongly feels that the partnership as proposed on a 50/50 basis is fair and equitable, and he wishes to keep the agreement intact as originally discussed. Hopefully, after due consideration, you will agree with Mr. Riggan.

With that in mind, I have executed the enclosed 3 originals of the Letter of Intent, and I respectfully request that you gentlemen sign where indicated and return one original executed letter to me via FEDEX.

We look forward to this great relationship among us. Thank you.

Sincerely and respectfully,

JOHN B. LOWERY

JBL/ds

cc: Mr. Charles S. Riggan