

PREPARED BY AND AFTER RECORDING RETURN TO:

STATE MS.-DESOTO CO.
FILED

Oct 22 1 09 PM '02

DAVID LAWRENCE
D. LAWRENCE LAW FIRM, PLLC
5430 LBJ FREEWAY, SUITE 260
DALLAS, TX 75240
972-770-2121
972-770-2120

BK 1 PG 540
W.E. DAVIS CH. CLK.

**AFFIDAVIT OF FACT
CONCERNING SATISFACTION AND RELEASE
OF INDUSTRIAL REVENUE BONDS**

STATE OF MISSISSIPPI) (

COUNTY OF DESOTO) (

BEFORE ME, the undersigned authority, did personally appear, **DAVID LAWRENCE**, an Escrow Office duly licensed by the Texas Department of Insurance, who upon his oath did depose and state as follows:

1. My name is **DAVID LAWRENCE**, I am over the age of Twenty-One years, and I am fully competent to make these statements under oath.
2. I am employed by **FIDELITY NATIONAL TITLE AGENCY, INC.**, 5430 LBJ Freeway, Suite 260, Dallas, Dallas County, Texas 75240, telephone number 972-770-2121 (herein referred to as "Fidelity").
3. In my capacity as Escrow Officer assigned to Fidelity Guaranty File No. 311847-34, I handled the closing and escrow of a sale of real property from **FLEMING COMPANIES, INC.**, successor to Malone & Hyde, Inc., to **SOUTHHAVEN FOODCO INVESTORS, LLC**, a Delaware limited liability company. The a portion of the real property conveyed is more particularly described as follows:

Lots 28, 29, 30, 31, 32, 33 and 34 of Unit 1, Freeport Industrial Park Subdivision, in Section 22, Township 1 South, Range 8 West, as per Plat thereof recorded in Plat Book 11, Pages 43-47 in the office of the Chancery Clerk of DeSoto County, Mississippi, reference to which Plat is hereby made for a more particular description of said property.

INDEXING INSTRUCTION:

Lots 28, 29, 30, 31, 33, and 34 of Unit 1, Freeport Industrial Park Subdivision, in Section 22, Township 1 South, Range 8 West, as per Plat Book 11, Page 43-47,

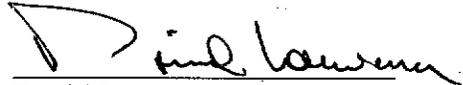
(herein referred to as the "Property").

4. A Commitment for Title Insurance was issued by Fidelity National Title Company of New York through its regional office located at 408 Cedar Bluff Road, Suite 140, Knoxville, Knox County, Tennessee 37923, telephone number 865-691-9774, bearing Commitment No. 20020310MS (the "Title Commitment").
5. The Title Commitment disclosed the following liens and exceptions affecting the title to the Property:
 - a. A Deed of Trust (Indenture of Trust) from SUPERVISORS DISTRICT 3 OF DESOTO COUNTY to FIRST NATIONAL BANK OF MEMPHIS, dated August 1, 1973, filed on October 16, 1973, recorded in Book 167, Page 071, DeSoto County, Mississippi Records (herein referred to as the "County Deed of Trust");
 - b. A Deed of Trust (Indenture of Trust) from CITY OF SOUTHAVEN to FIRST TENNESSEE BANK NATIONAL ASSOCIATION, dated December 1, 1984, filed on December 27, 1984, recorded in Book 329, Page 349, aforesaid records; and a UCC-1 from CITY OF SOUTHAVEN to FIRST TENNESSEE NATIONAL ASSOCIATION, filed December 27, 1984, Book 329, Page 435, aforesaid records, and a UCC-1 from Malone & Hyde, Inc., to CITY OF SOUTHAVEN, filed December 27, 1984, in Book 329, Page 451, aforesaid records (herein collectively referred to as the "City Deed of Trust");
 - c. Contract and Lease between Supervisors District 3 of DeSoto County and M & H DeSoto, Inc., dated August 1, 1973, filed of record October 16, 1973, in Book 108, page 06, as assigned in Book 392, Page 516 on May 21, 2001 and in Book 398, Page 641, and in Book 641, page 536 and Book 1375, Page 552 on September 4, 2001, aforesaid records; as modified by Consent and Release of record in Book 330, Page 065, aforesaid records; and
 - d. Contract and Lease between Supervisors District 3 of DeSoto County and M & H DeSoto, Inc., dated August 1, 1973, filed of record October 16, 1973 in Book 108, page 39 and as assigned in Book 392, page 516 on May 21, in Book 398, Page 641 and Book 1329, Page 536 and Book 1375, Page 552 on September 4, 2001, aforesaid records; as modified by Consent and Release of record in Book 330, Page 065, aforesaid records.

Both Contracts and Leases described above are hereinafter collectively referred to as the "Contract and Lease".

6. Pursuant to Warranty Deed dated October 2, 2002, DESOTO COUNTY BOARD OF SUPERVISORS for and on behalf of DeSoto County, Mississippi, a/k/a/ Supervisors' District No. 3 of DeSoto County, Mississippi, a political subdivision created under the laws of the State of Mississippi, as Grantor, conveyed the Property to FLEMING COMPANIES, INC., an Oklahoma corporation, the successor by merger to Malone & Hyde, Inc., in turn the successor by merger to M. & H DeSoto, Inc., as Grantee. This Deed, filed for record on October 11, 2002, and recorded in Book 430, Page 163, refilled October 22, 2002, and recorded in Book 430, Page 699, aforesaid records, warranted title without exception to the County Deed of Trust.
7. Further, pursuant to Release And Termination Of Contract And Lease, dated October 2, 2002, filed for record on October 11, 2002, and recorded in Book 430, Page 159, refilled October 22, 2002, in Book 430, Page 705, aforesaid records, the DESOTO COUNTY BOARD OF SUPERVISORS recites that the \$4,275,000.00 Industrial Revenue Development Bonds and coupons secured by the County Deed of Trust have been paid and discharged in full.
8. Pursuant to Warranty Deed dated October 1, 2002, filed for record on October 11, 2002, and recorded in Book 430, Page 169, aforesaid records, the CITY OF SOUTHAVEN, MISSISSIPPI, a municipal corporation, as Grantor, conveyed a portion of the Property to FLEMING COMPANIES, INC., as Grantee. The Deed warranted title without exception to the City Deed of Trust.
9. Attached hereto as Exhibits "A" and "B", respectively, is a copy of the following:
 - a. Letter dated October 2, 2002, addressed to, and received by me, from Mr. William L. Kann, Vice President with J.P. Morgan Trust Company National Association, 1715 Aaron Brenner Drive, Suite 400, Memphis, TN 38120, telephone number 901-308-4798, confirming that all sums due under the County Deed of Trust have been paid and satisfied; and
 - b. Letter dated October 2, 2002, addressed to, and received by me, from Mr. William L. Kann, Vice President with J.P. Morgan Trust Company National Association, 1715 Aaron Brenner Drive, Suite 400, Memphis, TN 38120, telephone number 901-308-4798, confirming that all sums due under the City Deed of Trust have been paid and satisfied.
10. This Affidavit is filed for record in DeSoto County, Mississippi for the purpose of evidencing the fact that the indebtednesses secured by the County Deed of Trust and the City of Deed of Trust have been satisfied in full.

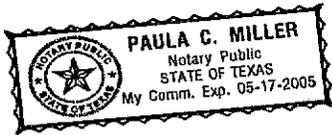
EXECUTED as of the 21st day of October, 2002.


David Lawrence

STATE OF TEXAS)(
COUNTY OF DALLAS)(

THIS instrument was acknowledged before me on October 21, 2002, by **DAVID LAWRENCE.**


Notary Public, State of Texas



M BK1 PG 544

William L. Kann
Vice President
Institutional Trust Services

EXHIBIT "A"

October 2, 2002

Via Facsimile Transmission: 972-770-2112

Mr. David Lawrence
Fidelity National Title
260 Three Lincoln Centre
5430 LBJ Freeway
Dallas, TX 75240

Re: Supervisors District No. 3 of DeSoto County, Mississippi, Industrial Development
Revenue Bonds (M&H DeSoto, Inc. Lessee)

Dear Mr. Lawrence:

Fleming Companies, Inc., successor by merger to M & H DeSoto, Inc., has remitted the funds necessary to satisfy the outstanding balance of the subject bonds. The monies received consisted of the outstanding principal, interest and expenses due August 1, 2002 of \$103,000.00, plus with \$3,633.30 to cover Trustee fees and expenses, Agency fees and out-of-pocket expenses required under the terms of the Indenture.

The Bonds were secured by the Contract and Ground Lease between Supervisors District 3 of DeSoto County and M & H DeSoto, Inc. dated August 1, 1973 and Contract and Lease between Supervisors District 3 of DeSoto County and M & H DeSoto, Inc. dated August 1, 1973. Based on our receipt of final payment of \$103,000.00, the Bonds have been fully paid.

If you have any further questions or requirements, please contact me.

Sincerely,

A handwritten signature in black ink, appearing to be 'W. L. Kann', written over a horizontal line.

William L. Kann
Vice President



M BK 1 PG 9/15

William L. Kann
Vice President
Institutional Trust Services

EXHIBIT "B"

October 4, 2002

Via Facsimile Transmission: 972-770-2112

Mr. David Lawrence
Fidelity National Title
260 Three Lincoln Centre
5430 LBJ Freeway
Dallas, TX 75240

Re: City of Southhaven, Mississippi Industrial Development Revenue Bonds Series 1984
(Malone & Hyde Project)

Deed of Trust (Indenture of Trust) from City of Southhaven to First Tennessee Bank
National Association, Dated December 1, 1984; M&H DeSoto, Inc. facility in
Southhaven, MS

Dear Mr. Lawrence:

According to our records, the City of Southhaven, Mississippi Industrial Development
Revenue Bonds Series 1984 (Malone & Hyde Project) were paid off in July of 1993.

JP Morgan would be responsible for any outstanding corporate trust accounts which were
previously administered by First Tennessee Bank National Association. We have reviewed
our records and do not find any information on any 1994 trusts for the City of Southhaven,
Mississippi and Malone & Hyde other than the issue that was paid off in 1993.

If you have any further questions or requirements, please contact me.

Sincerely,

A handwritten signature in black ink, appearing to be 'W. L. Kann', followed by a horizontal line.

William L. Kann
Vice President