

PREPARED BY AND RETURN TO:
AUSTIN LAW FIRM
230 Goodman Road, Suite 510
Southaven, Mississippi 38671
601-349-2234

ABSOLUTE ASSIGNMENT OF LEASE

KNOW ALL MEN BY THESE PRESENCE that the undersigned, for good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, hereby sells, transfers, conveys, sets over, endorses without recourse and delivers unto Joseph Poppenheimer ("Assignee") its heirs, successors and assigns, all right to a certain Lease, (as modified and/or amended), by an between the undersigned, Ben W. Smith and Gail Smith, ("Lessor") and Carol & Penny Shields ("Lessee") for certain real property and improvements thereon located at and municipally known as 2510 Goodman, Horn Lake, DeSoto County, Mississippi.

The undersigned warrants and represents to the assignee that the Assignor is the true and lawful owner of the Lease, that no other person, firm, corporation, or entity has any right, title or interest in the Lease, and he/it has not previously sold, assigned, transferred, mortgaged or pledged the Lease, or any interest therein. Assignor further warrants the following:

1. All rental payments required under the lease are current, there are no offsets or credits against rentals, and rentals have not been prepaid, except as provided by the terms of the Lease.
2. The Lease is in full force and effect and has not been modified, extended, altered or amended except as set out above.
3. There are no actions, either voluntary or involuntary, pending against the undersigned under the bankruptcy laws of the United States or under the bankruptcy laws of any state.
4. The undersigned is aware of no actions or claims of any third party against the undersigned or the Lessee arising out of the Lease or the leased property.
5. The undersigned is aware of no actions, claims or defenses the Lessee may have against him/it.
6. All improvements required to be made to the leased property by the Lease have been completed and all laborers and materials used in the construction of said improvements have been paid for; and no one has a right to file a mechanic's or materialman's lien on the leased property.

Executed this the 23rd day of August, 1995.

LESSOR:
Ben W. Smith
 BEN W. SMITH
Gail Smith
 GAIL SMITH

STATE OF MISSISSIPPI
COUNTY OF DESOTO

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for said county and state the , the within named, Ben W. Smith and Gail Smith, who acknowledged that they executed the above and foregoing Absolute Assignment of Lease for the purposes mentioned on the day and year therein mentioned.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 23rd day of August, 1995.

W. E. Davis
 NOTARY PUBLIC

MY COMMISSION EXPIRES:
10-4-97

STATE MS. - DESOTO CO.
FILED

AUG 25 3 03 PM '95

BK 69 PG 491
W.E. DAVIS CH. CLK.
By: P. Stankovic