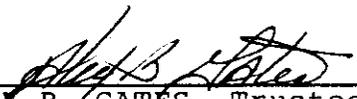


DEED OF CONVEYANCE

FOR AND IN CONSIDERATION of the sum of One
 Hundred Forty-five Thousand Dollars (\$145,000.00), the
 receipt and sufficiency of which is hereby
 acknowledged, I, ALEX B. GATES, P.O. Box 216, Sumner,
 MS 38957, Trustee in Bankruptcy in Cause No. 87-
 02324-BKC-DSE, styled GENE A. PYRON, aka/dba PYRON DRY-
 WALL CONTRACTOR, debtor, filed in the United States
 Bankruptcy Court for the Northern District of
 Mississippi by authority of an Order dated July 26,
 1988, a copy of which is attached hereto and
 incorporated herein by reference, do hereby sell and
 convey such interest as is vested in me as Trustee
 unto Eubanks and Bailey Investment Corporation, in and
 to the following described property, said property
 lying and being situated in DeSoto County,
 Mississippi, to-wit:

Lot 2, Eastover Commercial Plaza situated in
 Section 29, Township 1 South, Range 6 West,
 DeSoto County, Mississippi and being more
 particularly described in Plat of Record in Plat
 Book 21, Page 25, Chancery Clerk's Office, DeSoto
 County, Mississippi.

WITNESS my signature on this the 22nd day of
 September, 1988.



 ALEX B. GATES, Trustee for
 Gene A. Pyron,
 878-02324-BKC-DSE

THE STATE OF MISSISSIPPI
 COUNTY OF TALLAHATCHIE

This day personally appeared before me, the
 undersigned authority in and for the said county and
 state, the within named ALEX B. GATES, known to me, who
 acknowledged that he signed and delivered the foregoing
 DEED OF CONVEYANCE on the day and year therein
 mentioned as his free and voluntary act and deed.

WITNESS my hand and official seal, this the 22nd
 day of September, 1988.



 NOTARY PUBLIC



738

7-27-87 3:00 P.M.
United States Bankruptcy Court
Northern District of Mississippi
Joseph E. Wiggins, Clerk
By Brown

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE
NORTHERN DISTRICT OF MISSISSIPPI
DELTA DIVISION

IN THE MATTER OF:

IN BANKRUPTCY:

GENE A. PYRON

DEBTOR

NO. 87-02324-BKC-DSE

ORDER AUTHORIZING SALE AND GRANTING OTHER RELIEF

This cause having come on to be heard on the APPLICATION TO SELL filed by the Trustee in the above styled and numbered cause seeking authority to sell the real property described in Exhibit "A" attached hereto, and a COMPLAINT having been filed by Donald G. Schooling and Patricia A. Schooling objecting to the sale of said property; after proper Notice, a Hearing was held in this matter with evidence educed in open Court, and this Court now being fully advised in the premiss, finds as follows, to-wit:

1.

That in order to insure an orderly administration of this estate, both the relief sought in the APPLICATION TO SELL filed by the Trustee and the COMPLAINT filed by Donald G. Schooling and Patricia A. Schooling should be denied.

2.

That in order to insure an orderly administration of this estate, the property described in Exhibit "A" should be sold at public auction with a minimum of twenty days notice being given to all creditors and other interested parties in this matter, including Notice to Donald G. and Patricia A. Schooling or their attorney.

3.

That in order to accomplish the sale of this property, it

would be in the best interest of the creditors of this estate to employ the auction firm of Foy Realty & Auction Company, Inc., liscensed auctioneers of Clarksdale, Mississippi, a disinterested party in this matter, to represent the Trustee in the sale of this property on the terms and conditions as set out in the Real Estate Auction Agreement attached hereto as Exhibit "B".

4.

That there is owing on said property an amount in the principal sum of \$56,697.39, plus daily accrued interest to the date of redemption of this property and also appropriate attorney's fees. Said principal amount is evidenced by a Deed of Trust from the Debtor, Gene A. Pyron and Bonnie Pyron, to Winn D. Brown, Jr., Trustee for Robert M. Bailey and J. W. Eubanks, Jr., said Deed of Trust having been assigned to the Bank of Sardis, Sardis, Mississippi, by an instrument dated May 8, 1987, and filed for record on May 11, 1987. That if the sale price of this property exceeds the principal amount of indebtedness, \$56,697.39, and applicable cost of the sale, the lienholders, Robert M. Bailey and J. W. Eubanks, Jr., or the Bank of Sardis, are entitled to the daily accrued interest until their lien is satisfied.

5.

That there are also taxes due and owing on said property both to the City of Olive Branch, Mississippi, and to the County and State and these taxes should be paid from the proceeds of this sale if sufficient funds are available.

6.

That there are certain materialmans liens of record in DeSoto County, Mississippi, but this Court is advised that said

740
liens have been paid in full, but not cancelled of record.

NOW THEREFORE be it ordered, adjudged, and decreed that Alex B. Gates, as Trustee, is hereby authorized, empowered, and directed to retain the firm of Foy Realty & Auction Company, Inc., licensed auctioneers of Clarksdale, Mississippi, to sell said property at a public auction on the 1st day of September, or, at a later date, with a minimum of twenty days Notice being given to all parties of interest in this matter.

The terms and conditions of employment of Foy Realty & Auction Company, Inc., are set out in the Real Estate Auction Agreement attached hereto, as Exhibit "B".

The Trustee is further authorized, empowered, and directed to pay off the lienholder on the property in the principal sum of \$56,697.39, and if the sale of the property exceeds the amount of the principal debt, and applicable cost, the Trustee is further authorized, empowered, and directed to turn over and deliver unto the lienholder a daily interest accrual until the date of settlement of this matter.

The Trustee is further authorized, empowered, and directed to pay such attorney's fees and costs as will be connected with the satisfaction of the lien of Robert M. Bailey and J.W. Eubanks, Jr., or the Bank of Sardis.

The Trustee is further authorized, empowered, and directed to pay any taxes owing from the proceeds of this sale and to pay to Foy Realty & Auction Company, Inc., their commissions and expenses as set out in Exhibit "B" hereto and to pay any other incidental expenses incurred in connection with this sale.

The Trustee is authorized to sell this property and convey such title as is vested in him as Trustee to the herein described property to the highest and best bidder in accordance with the conditions announced before the public sale.

The Trustee is further authorized, empowered, and directed to execute such documents and take such actions as necessary to effectively sell and auction this property and convey such title as is vested in him.

ORDERED, ADJUDGED, and DECREED on this the 26th day of July, 1988.

A. J. W. Hawks, III
BANKRUPTCY JUDGE

APPROVED BY:

Alex B. Gates
ALEX B. GATES, TRUSTEE

J. D. Williams
J. DOOLEY WILLIAMS, ATTORNEY
FOR DONALD G. SCHOOLING AND
PATRICIA A. SCHOOLING

742

EXHIBIT "A"

Lot 2, Eastover Commercial Plaza Situated in
Section 29, Township 1 South, Range 6 West, DeSoto
County, Mississippi, and being more particularly
described in plat of record in Plat Book 21, Page
25, Chancery Clerk's Office, DeSoto County, MS.

EAL ESTATE AUCTION AGREEMENT

Date July 19, 1988

Alex B. Gates, a Trustee for Gene A. Pyron owner(s) of that certain real estate described as _____
o/does hereby authorize and employ Foy Realty & Auction Company, Inc. and _____
real estate brokers, herein called brokers, and
grant them the sole and exclusive right to sell the above named real property. A public
auction will be conducted on or about September 1, 1988

The selling price shall be determined by competitive bidding at the auction, and the owners agree to sell the property for the highest attainable bid at the auction and perform according to all other terms and conditions herein.

Brokers shall receive ten percent of the initial fifty thousand dollars and six percent of the remaining portion of the final sales price as their commission from escrow on final consummation of the sale.

I/We agree to pay the advertising costs, not to exceed the sum of \$3,000.00 and receipt of this amount is acknowledged by brokers. If brokers spend more for advertising they shall do so at their expense. If less is expended, the difference shall be refunded to owner.

I/We agree to pay brokers said commission if a sale is obtained by brokers and the brokers are prevented in closing the sale by existing liens, judgements, or suits pending against this property or the owners hereof, or if brokers are prevented in closing the sale by the unwillingness of owner to close same after having agreed in writing to such a sale.

In case of the forfeiture by a prospective purchaser of any earnest money payment upon the above described property, said earnest money shall be divided equally between the parties hereto, in portion one-half to the owner and one-half to the brokers, except the brokers portion shall not exceed the regular commission due.

I/We agree that upon the sale of the property an escrow account shall be established and we agree to comply with customary owner requirements. Brokers agree to use their best efforts to attain the highest bid for said property at the auction sale and to endeavor to have the high bidder submit a written offer in the form of a deposit receipt conforming to the high bid. It is expressly agreed and understood however the brokers do not guarantee performance by the high bidder and therefore shall not be responsible if, for any reason, the high bidder shall refuse to submit a written offer conforming to the bidding at the auction sale. Nor shall brokers be responsible if the high bidder should fail to perform his agreement to purchase or to comply with escrow instructions that may thereafter be executed.

TERMS OF SALE: Cash. Seller agrees to pay for lot survey, attorney fees for title certificate and deed, cleaning fees, and prorated 1988 property taxes.

I/We agree that brokers or his agents, have made no representations other than that specifically made hereon and that I/we have received a copy of this agreement.

Signature of Owner	Home Address	Phone
Alex B. Gates, a Trustee for Gene A. Pyron		
Signature of Owner	Home Address	Phone
	P.O. Box 836, Clarksdale, MS 38614	(601)627-4174
Signature of Broker	Address	Phone

744

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE
NORTHERN DISTRICT OF MISSISSIPPI
DELTA DIVISION

IN THE MATTER OF IN BANKRUPTCY:

GENE A. PYRON, aka/dba PYRON DRY-WALL CONTRACTOR
DEBTOR NO.87-02324-DSE

ORDER CONFIRMING & RATIFYING SALE

This cause having come on to be heard on the Application of Alex B. Gates, Trustee in the above styled and numbered cause and the Court having considered said application and being fully advised in the premiss, finds as follows, to-wit:

1.

That heretofore on the 26th day of July, 1988, an Order was entered by this Court directing and authorizing the Trustee to sell at public sale, certain real property held by the Trustee in this estate, located in DeSoto County, Mississippi, and to pay expenses and commission related to said sale from the proceeds of said sale.

2.

That public auction was held on the 1st day of September, 1988.

3.

That at said auction, at public bid, the highest bid entered for said property was \$145,000.00, said bid being entered by Eubanks and Bailey Investment

Entered 9-8-88 at 10:00 A.M.
United States Bankruptcy Court
Northern District of Mississippi
Joseph E. Wroten, Clerk
By [Signature] D.C.

Corporation..

4.

That it would be to the best interest of the creditors of this estate to accept said bid of Eubanks and Bailey Investment Corporation.

NOW THEREFORE, be it ordered, adjudged, and decreed that Alex B. Gates, Trustee, is hereby authorized, empowered, and directed to accept the bid of Eubanks and Bailey Investment Corporation in the amount of \$145,000.00, for said property, and to convey such title as is vested in him as Trustee, to the said Eubanks and Bailey Investment Corporation, and to pay such commissions and expenses as may be necessary to complete this sale.

ORDERED, ADJUDGED, and DECREED on this the 7th day of September, 1988.

[Handwritten Signature]
BANKRUPTCY JUDGE

Grantor: Hon. Alex B. Gates
Attorney at Law
P.O. Box 216
Sumner, MS 38957
(601) 375-8728

Grantees: P.O. Box 7
Tunica, MS 38676
(601) 363-1431