

SPECIAL WARRANTY DEED

For and in consideration of the sum of Ten Dollars (\$10.00), cash in hand paid and other good and valuable consideration, the receipt and sufficiency of all of which is hereby acknowledged, I, Robert I. Abbay, III, do hereby sell, convey and warrant specially to Ellen B. Abbay that certain real property together with all improvements located thereon located in DeSoto County, Mississippi, and being described as follows, to-wit:

Part of the Northwest Quarter of Section 2, Township 2 South, Range 9 West, DeSoto County, Mississippi, and being more particularly described as follows, to-wit: Commencing at a point on the centerline of Nail Road a distance of 541.20 feet west of a point commonly accepted as the northeast corner of said quarter section; thence run South $00^{\circ} 16' 42''$ West a distance of 40.00 feet to a point on the south right-of-way line of said Nail Road, said point being the northwest corner of the Clarence L. Langford, Jr. property and the point of beginning; thence continue South $00^{\circ} 16' 42''$ West a distance of 1611.73 feet along the west line of said Langford property to a 30-inch oak tree; thence run North $89^{\circ} 47' 20''$ East a distance of 531.59 feet along the south line of said Langford property to a corner fence post at the southeast corner of said Langford property; said point being on the east line of said quarter section; thence run South $00^{\circ} 06' 07''$ West a distance of 996.68 feet along said east quarter-section line to the southeast corner of said quarter section; thence run South $89^{\circ} 47' 07''$ West a distance of 1475.20 feet along the south line of said quarter section to the southeast corner of the Gertrude Dennis property; thence run North $00^{\circ} 16' 26''$ East a distance of 2140.05 feet along the east line of said Dennis property on the south, the east line of the Ruby L. Fifer property, the east line of the Dennis Cleveland property and the east line of the James H. Dennis property on the north to a steel fence rail; thence run North $09^{\circ} 03' 26''$ West a distance of 479.37 feet along said Dennis east line to a steel fence rail on said south right-of-way line of Nail Road; thence run North $89^{\circ} 31' 11''$ East a distance of 245.43 feet along said south right-of-way line to a point; thence run South $00^{\circ} 40' 39''$ East a distance of 10.00 feet along said south right-

of-way line to a point; thence run North 89° 31' 11" East a distance of 772.93 feet along said south right-of-way line to the Point of Beginning and containing 68.94 acres, more or less. Bearings are based on true north as determined by solar observation. The above description was written from a plat of survey by Danny S. Rutherford, P.E., dated January 24, 1994.

This conveyance is made by Robert I. Abbay, III pursuant to that certain Judgement of Divorce entered in Civil Action Cause No. 96-1-83 on the docket of the Chancery Court of DeSoto County, Mississippi, and being styled Robert Irwin Abbay, III vs Ellen Ruth Brakebill Abbay, and which Judgment of Divorce incorporates therein a property settlement agreement made and entered into between the parties and approved by the Court and to which Judgment reference is hereby made.

Robert I. Abbay, III warrants that the aforescribed real property is no part or portion of his homestead.

The warranty in this deed is made subject to rights of ways and easements for public roads and public utilities and to subdivision and zoning regulations in effect in DeSoto County, Mississippi.

Taxes for the year 1996 and subsequent years shall be paid by the Grantee, Ellen B. Abbay.

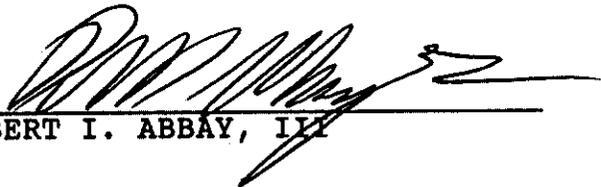
Pursuant to the provisions of the aforesaid Judgment and the parties Agreement For The Settlement of Property Rights, Child Custody and Support incorporated therein, Ellen B. Abbay agrees to assume and does hereby assume the Grantor's debt and obligation to J. T. Bridges and which is secured by a Deed of Trust encumbering

the aforesaid real property and which deed of trust is recorded in Real Estate Trust Deed Book 686, Page 200, of the land records of DeSoto County, Mississippi, in the office of the Chancery Clerk of said county and state. By assumption of this debt, Ellen B. Abbay agrees to withhold and pay to the State Tax Commission of the State of Mississippi such sums as shall be due said Commission pursuant to Section 27-7-708 MCA 1972 and arising from the sale of the aforesaid land to Robert I. Abbay, III by J. T. Bridges, a non-resident of the State of Mississippi. Ellen B. Abbay does hereby agree to hold Robert I. Abbay, III harmless from any penalty, interest, claims, damages or costs which he may sustain as the result of the failure of the Ellen B. Abbay to withhold and pay said taxes as may be due.

Possession shall be given upon delivery of this deed.

WITNESS my signature on this the 22 day of

February, 1996.



 ROBERT I. ABBAY, III

STATE OF MISSISSIPPI
COUNTY OF DESOTO

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Personally appeared before me, the undersigned authority in and for said county and state, on this the 22nd day of February, 1996, within my jurisdiction, the within named Robert I. Abbay, III, who acknowledged that he executed the above and foregoing instrument.

Patricia G. Russen

NOTARY PUBLIC



My Commission Expires
Notary Public State of Mississippi
My Commission Expires; January 18, 1999
PREPARED THRU HEIDEN-MARCHETTI, INC.

GRANTEE'S ADDRESS:

P. O. Box 146
Walls, MS 38680
Home Tel.: 601-781-0267
Work Tel.: 601-781-1320

GRANTOR'S ADDRESS:

1655 Kimbrough
Germantown, TN 38138
Home Tel.: 901-756-6093
Work Tel.: 901-529-4505

No title examination rendered by preparer of deed.

PREPARED BY: Law Offices of A. Cinclair May
2565 Caffey Street - Suite 100
Hernando, MS 38632
601-429-5038

Indexing Instructions: Record in the NW 1/4 of Sec. 2, T2S, R9W.

MT
STATE MS.-DESO TO CO.
FILED
MAY 17 1 38 PM '96

BK 300 PG 778
W.E. DAVIS CH. CLK.