

**GENERAL WARRANTY DEED
WITH VENDOR'S LIEN**

STATE OF MISSISSIPPI

KNOW ALL MEN BY THESE PRESENTS:

COUNTY OF DESOTO

That REEVES-WILLIAMS, INC. hereinafter called "Grantor" (whether one or more) for and in consideration of the sum of TEN AND NO/100 DOLLARS (\$10.00), and other good and valuable considerations to the Grantor cash in hand paid in receipt of which is hereby acknowledged and confessed, by TERRY L. POGUE, A MARRIED PERSON, hereinafter called "Grantee" (whether one or more), whose mailing address is 7412 Dunbarton Drive, Horn Lake, MS 38637, and with further consideration of the additional sum of \$92,400.00 to Grantor, cash in hand paid by EMPIRE MORTGAGE CORPORATION, hereinafter called "Mortgagee", at the request of and a loan Grantee, which sum is evidenced by Grantee's execution and delivery of that certain promissory note of even date in the original principal amount of NINETY TWO THOUSAND FOUR HUNDRED AND 00/100 (\$92,400.00) payable to the order of Mortgagee, hereinafter called the "Note"; has GRANTED, SOLD and CONVEYED, and by these presents does GRANT, SELL and CONVEY unto the said Grantee the following described tract of land, together with all improvements thereon, lying and being situated in DESOTO COUNTY, MISSISSIPPI, to-wit:

Lot 255, Kingston Estates Subdivision, in Section "E" First Revision, Township 1 South, Range 8 West, as per plat of record in Plat Book 51, Page 36, in the Chancery Court Clerk's Office of Desoto County, Mississippi.

The payment of said Note is secured by the hereinafter retained vendor's lien and additionally secured by a Deed of Trust of even date to MICHAEL FEARNLEY, Trustee for the benefit of said mortgagee.

This conveyance is made and accepted subject to the following: all easements, rights-of-way and prescriptive rights of record; all presently recorded instruments other than liens and conveyances, that affect the Property; taxes for 1997, the payment of which Grantee assumes; and subsequent assessments for that and prior years due to change in land usage, ownership, or both, the payment of which Grantee assumes. But it is expressly agreed that the vendor's lien and superior title are retained against the property, premises and improvements in favor of said Mortgage until the Note, and all interest thereon, is fully paid according to its face, tenor, effect and reading, when this deed shall become absolute.

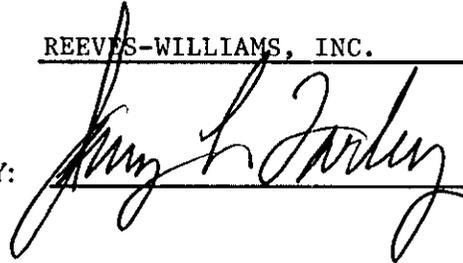
TO HAVE AND TO HOLD, the above described premises, together with all singular the rights, hereditament and appurtenances thereto in anywise belonging, unto the Grantee, Grantee's heirs and assigns forever, and the Grantor does hereby bind Grantor, Grantor's successors and assigns to warrant and forever defend all and singular, the said premises unto the Grantee, Grantee's heirs, and assigns, against every person whomsoever lawfully claiming or to claim the same or any part thereof, except as to the reservations from and exceptions to warranty. Taxes for the current year have been prorated.

In consideration of Mortgagee's payment of a portion of the consideration, Grantor hereby ASSIGNS, TRANSFERS, and CONVEYS to Mortgagee, without recourse on Grantor, the indebtedness represented by said Note, together with all and singular the vendor's lien and all of Grantor's rights, equities, title and interest in the said property, including the superior title, which Grantor has by virtue of the premises.

EXECUTED ON THIS THE 10 day of March, 1997.

REEVES-WILLIAMS, INC.

BY:


Name: Jerry L. FarleyTitle: Vice President

STATE MS. - DESOTO CO. *hd*
FILED *wo*

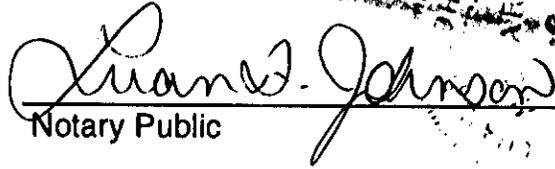
APR 25 2 50 PM '97

BK 315 PG 393
W.E. DAVIS CH. CLK.

STATE OF MISSISSIPPI
COUNTY OF DESOTO

PERSONALLY appeared before me, the undersigned authority in and for said County and State, on this the 10th day of March, 1997, within my jurisdiction, the within named Jerry L. Farley, who acknowledged that he is the Vice President, of REEVES-WILLIAMS, INC., a Mississippi Corporation, and as its act and deed he executed the above and foregoing Warranty Deed, after first having been duly authorized by said corporation so to do.

My Commission expires:
11-27-99


Notary Public

Grantor's Address & Phone:
P. O. Box 167
Southaven, MS 38671
Business: 393-4250

GRANTER'S NAME:
REEVE-WILLIAMS, INC

PREPARED BY &
WHEN RECORDED RETURN TO:
FEARNLEY & CALIFF, PLLC
6389 QUAIL HOLLOW RD. #202
MEMPHIS, TN 38120
(901) 767-6200

Grantee(s) Address & Phone:
7412 Dunbarton Drive
Horn Lake, MS 38637

Home: 661-733-4789 Work: 1 800 946-4946
201 358-9437

GRANTEE(S) NAME:
TERRY L POGUE