

DEC 18 9 40 AM '00

BK 384 426
T.K.

THIS INSTRUMENT PREPARED BY AND RETURN TO:

Stewart G. Austin, Jr.
GLANKLER BROWN, PLLC
6000 Poplar Avenue, Suite 100
Memphis, TN 38119
(901) 685-1322

WARRANTY DEED

In consideration of the sum of Ten Dollars (\$10.00), Mary L. Carr; Irene L. Brownlow; Mary L. Carr and Irene L. Brownlow, Trustees of the Carroll Seabrook Leatherman Trust Dated July 4, 1991; and Oscar C. Carr, III, Trustee of the Elle G. Leatherman Trust Dated February 17, 1993 (the "Grantor"), hereby convey and warrant their interest in and to the hereinafter described property (the "Property") to Leatherman Family Land Partnership, L.P., a Mississippi limited partnership (the "Grantee"):

The West Half (W^{1/2}) of the Southwest Quarter (SW^{1/4}) of Section thirty (30), Township Two (2), Range Nine (9) west, containing 80 acres, more or less.

Being the same property partially conveyed to Grantor by Warranty Deed recorded at Book 373, Page 106 in the Chancery Clerk's Office of DeSoto County, Mississippi.

This conveyance and the warranty hereof are made subject to (1) zoning and subdivision regulations of DeSoto County, Mississippi; (2) taxes for the year 2000 which will be prorated between the Grantor and the Grantee; (3) all rights-of-way and easements shown of record; and (4) all rights-of-way and easements which are now located on said land which are not shown of record.

For the same considerations, Grantor hereby quitclaims and conveys to Grantee any and all right, title, claim, or interest which Grantor may have or hold, including any reversionary interest, in the foregoing tract, or with respect to rights-of-way and easements on the land.

Oscar C. Carr, III, spouse of Mary L. Carr, and Girard P. Brownlow, spouse of Irene L. Brownlow, for the consideration herein stated, join herein for the purpose of granting, bargaining, selling, conveying and confirming and do hereby grant, bargain, sell, convey and confirm unto the Grantee, their successors and assigns, all rights, claims and interest of every kind, character and description whatsoever which they now have or may hereafter acquire by virtue of their respective marriages, including but not limited to homestead, dower and any interest in the aforescribed real property as all or a part of an elective share of a surviving spouse.

Witness the signature of the Grantors herein this 4th day of Dec., 2000.

Mary L. Carr

MARY L. CARR

Irene L. Brownlow

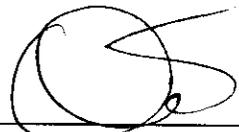
IRENE L. BROWNLOW

Mary L. Carr

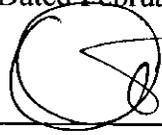
MARY L. CARR, Trustee of the
Carroll Seabrook Leatherman Trust
Dated July 4, 1991

Irene L. Brownlow

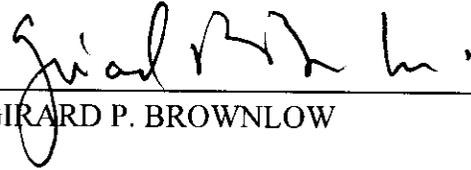
IRENE L. BROWNLOW, Trustee of the
Carroll Seabrook Leatherman Trust
Dated July 4, 1991

 Trustee

OSCAR C. CARR, III, Trustee of the
Elle G. Leatherman Trust
Dated February 17, 1993



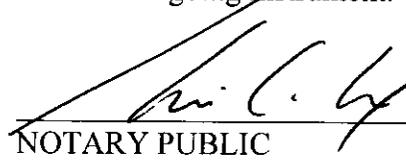
OSCAR C. CARR, III

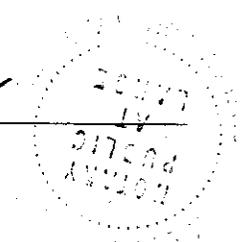


GIRARD P. BROWNLOW

STATE OF TENNESSEE
COUNTY OF SHELBY

Personally appeared before me, the undersigned authority in and for the said county and state,
on this 4th day of December, 2000, within my jurisdiction, the within named MARY L.
CARR, who acknowledged that she executed the above and foregoing instrument.


NOTARY PUBLIC

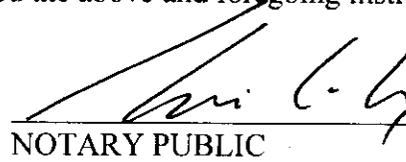


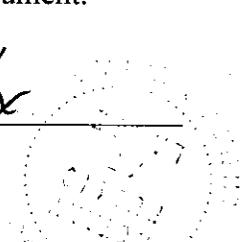
My Commission Expires Oct. 15, 2003

My Commission Expires: _____

STATE OF TENNESSEE
COUNTY OF SHELBY

Personally appeared before me, the undersigned authority in and for the said county and state,
on this 4th day of December, 2000, within my jurisdiction, the within named IRENE L.
BROWNLOW, who acknowledged that she executed the above and foregoing instrument.


NOTARY PUBLIC



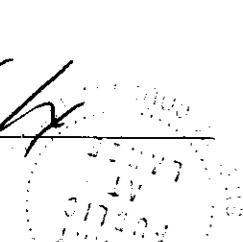
My Commission Expires Oct. 15, 2003

My Commission Expires: _____

STATE OF TENNESSEE
COUNTY OF SHELBY

Personally appeared before me, the undersigned authority in and for the said county and state,
on this 4th day of December, 2000, within my jurisdiction, the within named MARY L.
CARR, who acknowledged that she is Trustee of the Carroll Seabrook Leatherman Trust dated July
4, 1991, and that in said representative capacity she executed the above and foregoing instrument,
after first having been duly authorized so to do.


NOTARY PUBLIC

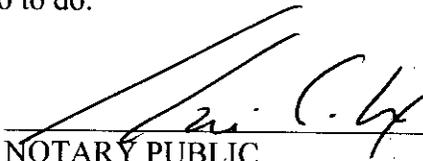


My Commission Expires Oct. 15, 2003

My Commission Expires: _____

STATE OF TENNESSEE
COUNTY OF SHELBY

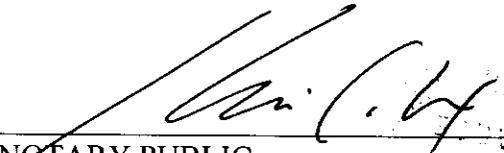
Personally appeared before me, the undersigned authority in and for the said county and state, on this 4th day of December, 2000, within my jurisdiction, the within named IRENE L. BROWNLOW, who acknowledged that she is Trustee of the Carroll Seabrook Leatherman Trust dated July 4, 1991, and that in said representative capacity she executed the above and foregoing instrument, after first having been duly authorized so to do.


NOTARY PUBLIC

My Commission Expires Oct. 15, 2003
My Commission Expires: _____

STATE OF TENNESSEE
COUNTY OF SHELBY

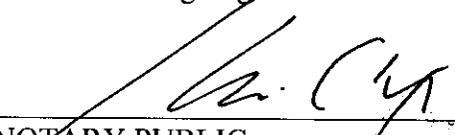
Personally appeared before me, the undersigned authority in and for the said county and state, on this 4th day of DECEMBER, 2000, within my jurisdiction, the within named OSCAR C. CARR, III, who acknowledged that he is Trustee of the Elle G. Leatherman Trust dated February 17, 1993, and that in said representative capacity he executed the above and foregoing instrument, after first having been duly authorized so to do.


NOTARY PUBLIC

My Commission Expires Oct. 15, 2003
My Commission Expires: _____

STATE OF TENNESSEE
COUNTY OF SHELBY

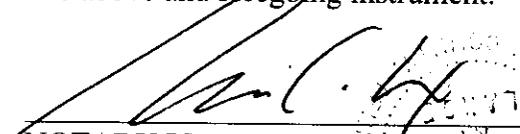
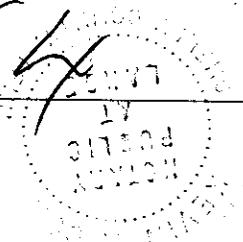
Personally appeared before me, the undersigned authority in and for the said county and state, on this 4th day of December, 2000, within my jurisdiction, the within named OSCAR C. CARR, III, who acknowledged that he executed the above and foregoing instrument.


NOTARY PUBLIC

My Commission Expires Oct. 15, 2003
My Commission Expires: _____

STATE OF TENNESSEE
COUNTY OF SHELBY

Personally appeared before me, the undersigned authority in and for the said county and state, on this 4th day of December, 2000, within my jurisdiction, the within named GIRARD P. BROWNLOW, who acknowledged that he executed the above and foregoing instrument.


NOTARY PUBLIC


My Commission Expires Oct. 15, 2003
My Commission Expires: _____

Address of Grantor:
% Oscar C. Carr, III
Glankler Brown, PLLC
1700 One Commerce Square
Memphis, TN 38103-2566
(901) 576-1763 (Office)
(901) 458-7748 (Home)

Address of Grantee:
% S. R. Leatherman
3364 Poplar Avenue, Suite 103B
Memphis, TN 38111
(901) 458-2994 (Office)
(901) 327-0782 (Home)