

STATE MS. - DESOTO CO.
FILED
Oct 11 9 36 AM '02BK 430 PG 163
W.E. DAVIS, CH. CLK.**AFTER RECORDING RETURN TO:**Fleming Companies, Inc.
1945 Lakepointe Drive
Lewisville, Texas 75057
Attn: Darren McCleve

Prepared by:

Scott A. Dyché, Esq.
Kane, Russell, Coleman & Logan, P.C.
1601 Elm Street, Suite 3700
Dallas, Texas 75201
214/777-0087STATE MS. - DESOTO CO.
FILED
Oct 22 1 06 PM '02BK 430 PG 699
W.E. DAVIS, CH. CLK.**WARRANTY DEED**

THIS WARRANTY DEED made and entered into this day by and between **DESOTO COUNTY BOARD OF SUPERVISORS** for and on behalf of DeSoto County, Mississippi, a/k/a Supervisors' District No. 3 of DeSoto County, Mississippi, a political subdivision created under the laws of the State of Mississippi ("**Grantor**"), and **FLEMING COMPANIES, INC.**, an Oklahoma corporation, the successor by merger to Malone & Hyde, Inc., in turn the successor by merger to M. & H DeSoto, Inc. ("**Grantee**"),

WITNESSETH:

THAT FOR AND IN CONSIDERATION of the sum of Ten and No/100 Dollars (\$10.00), cash in hand paid by Grantee to Grantor, and other good and valuable considerations, the receipt and sufficiency of all of which is hereby acknowledged, Grantor does hereby convey and warrant, except as hereinafter set forth, unto the Grantee the following described property, together with the improvements, hereditaments and appurtenances thereunto belonging, located in the County of DESOTO, State of MISSISSIPPI, and more particularly described as follows, to-wit:

PLEASE SEE ATTACHED EXHIBIT "A"

TO HAVE AND TO HOLD unto the Grantee, its successors and assigns as they may appear, in fee simple forever, and free from all liens and encumbrances except for the following exceptions:

- 1) Taxes and assessments for the current year and subsequent years, which are not yet due and payable.

INSTRUMENT RE-FILED TO CORRECT SCRIVNER'S ERROR IN LEGAL DESCRIPTION

2) Zoning and/or other land use regulations promulgated by federal, state or local governments affecting the use or occupancy of the subject property.

3) Any and all matters which would be disclosed by an accurate survey of current date and/or an actual inspection of the said property.

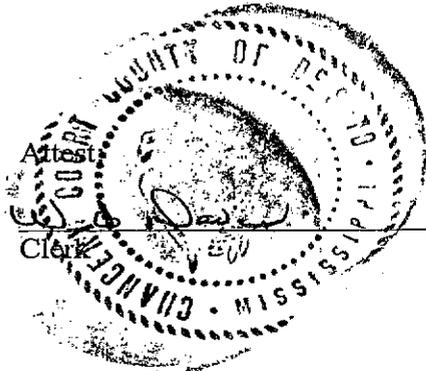
4) Those matters set forth in Section 10.6 of that certain Contract and Ground Lease dated as of August 1, 1973, filed of record October 16, 1973 in Book 108, Page 6 and that certain Contract and Ground Lease dated as of August 1, 1973, filed of record October 16, 1973 in Book 108, Page 39, in the office of the DeSoto County Chancery Clerk, Mississippi.

The matters set forth on Exhibit "B" attached hereto and made a part hereof for all purposes (collectively, the "**Permitted Encumbrances**").

IN TESTIMONY WHEREOF, witness the signature of Grantor on this the 2 day of October, 2002.

GRANTOR:
DESOTO COUNTY BOARD OF SUPERVISORS, on
behalf of DeSoto County, Mississippi

By: Jessie L. Medlin
Name: Jessie L. Medlin
Title: President



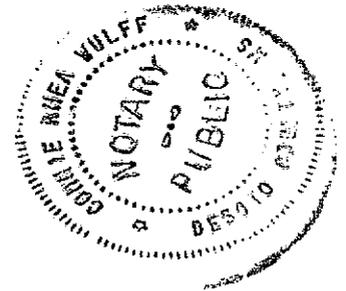
STATE OF MISSISSIPPI §
 §
COUNTY OF DESOTO §

Personally appeared before me, the undersigned authority, Jessie Medlin and W.E. Davis, President and Clerk, respectively, of the DeSoto County Board of Supervisors for and on behalf of DeSoto County, Mississippi, who acknowledged that they signed and sealed and delivered the above and foregoing instrument on the day and year therein mentioned in their official capacities as the act and deed of said Board of Supervisors, being fully authorized so to do by resolution of said Board.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 2nd day of October ~~September~~ 2002.

Connie Rhea Wulff
Notary Public for the State of Mississippi

My commission expires: June 17, 2003



ADDRESS OF GRANTEE:

Southhaven Foodco Investors, LLC
c/o Cardinal Capital Partners, Inc.
8214 Westchester Drive, 9th Floor
Dallas, Texas 75225
Attn: Gil Besing
Phone: 214/696-3600 *NA*

ADDRESS OF GRANTOR:

DeSoto County Board of Supervisors
Attn: David Armstrong
365 Lasher St., Suite 320
Hernando, Mississippi 38632
Tel 662-429-5590 *NA/NA*

EXHIBIT "A" – LEGAL DESCRIPTION

Lots 28, 29, 30, 31, 32, 33 and 34 of Unit 1, Freeport Industrial Park Subdivision, in Section 22, Township 1 South, Range 8 West, as per Plat thereof recorded in Plat Book 11, Pages 43-47 in the office of the Chancery Clerk of DeSoto County, Mississippi, reference to which Plat is hereby made for a more particular description of said property.

INDEXING INSTRUCTION:

Lots 28, 29, 30, 31, 33, and 34 of Unit 1, Freeport Industrial Park Subdivision, in Section 22, Township 1 South, Range 8 West, as per Plat Book 11, Page 43-47,

Exhibit "B"

Permitted Encumbrances

1. The protective covenants, building setback lines, utility easements and other restrictions as shown upon or contained in instrument filed of record in the office of the DeSoto County Chancery Clerk and recorded in Plat Book 11, Pages 43-47; Deed Book 106, Page 605 and as modified in Book 171, Page 227; Power of Attorney Book 13, Pages 21-22; Power of Attorney Book 42, Page 342 and Book 43, Page 185.
2. Easement to City of Southhaven filed in Book 175, Page 513, aforesaid records.
3. Right of way to Mississippi Power & Light filed in Book 190, Page 664, aforesaid records.
4. Easement as recorded in Book 110, Page 515, aforesaid records.