

This instrument prepared by:
Fred A. Ross, Jr.

BK 0436 PG 0536

BK 0435 PG 0741

Attorney for CENDANT MOBILITY FINANCIAL CORPORATION
499 South President Street / P.O. Box 23429
Jackson, MS 39201/39225-3429
601-960-4550 Cendant # 137549604

STATE MS.-DESOTO CO.
FILED

JAN 13 10 29 AM '03 - 0

WARRANTY DEED AND SPECIAL POWER OF ATTORNEY

BK 435 PG 741
W.E. DAVIS CH. CLK.

FOR AND IN CONSIDERATION of the sum of Ten Dollars (\$10.00), cash in hand paid, and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, the undersigned, **SCOTT K. FLOWERS** and wife, **RACHAEL A. FLOWERS**, do hereby sell, convey and warrant unto **Stephen G. Underwood and wife, Cynthia R. Underwood, as tenants by the entirety with full rights of survivorship and not as tenants in common,** the following

12/30/02

DeSoto

described land and property lying and being situated in ~~Worth~~ DeSoto County, Mississippi, to-wit:

Section A, First Revision,

LOT # 5 of DESOTO FARMS SUBDIVISION, as shown on plat of record at Plat Book 50 at Page 3, and in Plat Book 53, Page 10 and in Plat Book 54, Page 49, in the Chancery Clerk's Office of DeSoto County, Mississippi, Situated in the Southwest Quarter of Section 28, Township 3 South, Range 5 West, Desoto County, Mississippi, to which plat reference is hereby made for a more particular description of said property.

Being the same property conveyed to the grantor herein in deed book 287 at page 108.

THIS CONVEYANCE is made subject to any and all applicable building restrictions, restrictive covenants, rights-of-way, easements and mineral reservations of record.

IT IS AGREED AND UNDERSTOOD that ad valorem taxes for the current year have been prorated.

AND WE DO BY THESE PRESENTS make, constitute and appoint BURROW CLOSING MANAGEMENT CORPORATION, A California Corporation, Acting Alone, ("Agent") and CENDANT MOBILITY FINANCIAL CORPORATION, A Delaware Corporation, Acting Alone, ("Agent"), as our true and lawful agent to do and perform for us in our name, place and stead, and for our use and benefit, to execute a standard form lien waiver and any other documents necessary for delivery of this deed and to complete the sale of the property herein described, including, but not limited to, the HUD-1 Settlement Statement, HUD-1 Certification, Affidavit of Purchaser and Seller, Lender Assumption Statements and/or Modification Agreement, Lender Compliance Agreement, and any other documents required for said sale and conveyance. We further give and grant unto our Agent full power and authority to do and exercise of any of the foregoing powers as fully as we might or could do if personally present, with full power of substitution and revocation, hereby ratifying and confirming all that our Agent shall lawfully do or cause to be done by virtue hereof. This Power of Attorney shall not be affected by disability, incompetency or incapacity of Principal, and shall be governed by the laws of the State of Mississippi. This Power of Attorney is coupled with an interest and shall remain in force and effect until the sale contemplated is closed, and shall not be revoked by either of the undersigned prior to said time.

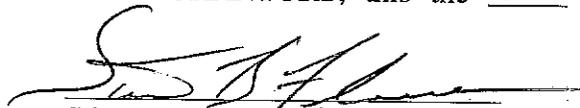
STATE MS.-DESOTO CO.
FILED

JAN 24 11 19 AM '03

BK 436 PG 536
W.E. DAVIS CH. CLK.

P3
PS

WITNESS THE SIGNATURE OF THE GRANTORS, this the 30 day of December, 2002.


SCOTT K. FLOWERS

Rachael A. Flowers
RACHAEL A. FLOWERS

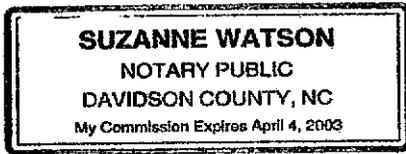
STATE OF North Carolina
COUNTY OF Davidson

PERSONALLY came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named **SCOTT K. FLOWERS**, who acknowledged to me that he/she signed, executed and delivered the above and foregoing Warranty Deed and Special Power of Attorney on the day and year therein mentioned.

GIVEN UNDER MY HAND AND OFFICIAL SEAL OF OFFICE, this the 30 day of December, 2002.

Suzanne Watson
NOTARY PUBLIC

My Commission Expires:
4-4-2003
(Seal)



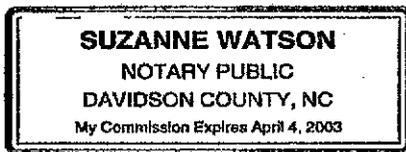
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COUNTY OF Davidson

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GIVEN UNDER MY HAND AND OFFICIAL SEAL OF OFFICE, this the 30 day of December, 2002.

Suzanne Watson
NOTARY PUBLIC

My Commission Expires:
4-4-2003
(Seal)



ADDRESS OF GRANTORS:
14288 Holly Springs Road
Byhalia MS 38611

ADDRESS OF GRANTEEES:
14288 Holly Springs Road
Byhalia MS 38611

Phone No: (662) 838-9240
Work: (662) 895-8650

Phone No: (662) 895-1556
Work: N/A

PREPARED BY AND RETURN TO:
WATKINS LUDLAM WINTER & STENNIS, P.A.
P.O. BOX 1456
OLIVE BRANCH, MS 38654-1456
(662) 895-2996