

BK 0458 PG 0077

STATE MS.-DE SOTO CO.
FILED

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Nov 12 9 51 AM '03

This instrument was prepared by
~~and upon recordation should be returned to:~~

Mayer, Brown, Rowe & Maw
190 South LaSalle Street
Chicago, Illinois 60603
Attention: Rex A. Palmer
(312) 782-0600

BK 458 PG 77
W.E. DAVIS CH. CLK.

After recording return to:

Rose Knebel
First American Title Ins. Co.
30 N. LaSalle, Suite 310
Chicago, IL 60602

WARRANTY DEED

dated as of

June 26, 2003

by

ATLANTIC FINANCIAL GROUP, LTD.
a Texas limited partnership,
as Grantor

to

ATLANTIC EQUITY PARTNERS, LTD.,
a Texas limited partnership
Grantee

(Genuine Parts)

U.S. Highway 51 & First Commercial Dr.
Southaven, Mississippi

Indexing Instructions: NE 1/4, Section 22, & NW 1/4, Section 23; Township 1 South; Range 8
West

WARRANTY DEED

This Indenture, made on the 26th day of June, 2003 by and between ATLANTIC FINANCIAL GROUP, LTD., a limited partnership of the State of Texas, party of the first part, hereinafter referred to as "Grantor" (mailing address of Grantor is 2808 Fairmount, Suite 250, Dallas, Texas 75201), and ATLANTIC EQUITY PARTNERS, LTD., a limited partnership of the State of Texas, party of the second part, hereinafter referred to as "Grantee" (mailing address of Grantee is c/o Atlantic Financial Group, Ltd., 2808 Fairmount, Suite 250, Dallas, Texas 75201).
 phone number 214-720-9237
 phone number 214-720-9237

WITNESSETH:

That the Grantor, in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration to it in hand paid by the Grantee, the receipt of which is hereby acknowledged, does by these presents, GRANT, BARGAIN AND SELL, CONVEY AND CONFIRM unto said Grantee, its successors, heirs and assigns, the following described lots, tracts or parcels of land lying, being and situate in the County of DeSoto State of Mississippi (the "Property"), to-wit:

See Exhibit A attached hereto and incorporated by reference.

TO HAVE AND TO HOLD the Property unto Grantee, its legal representatives, successors and assigns, FOREVER, and Grantor does hereby bind itself, its legal representatives, successors and assigns, to WARRANT AND FOREVER DEFEND all and singular the Property unto Grantee, its legal representatives, successors and assigns, against every person whomsoever lawfully claiming or to claim the same or any part thereof. Grantor does not, however, warrant or agree to defend the Property with respect to any successors or assigns of Grantee except to those persons lawfully claiming or to claim the same by, through or under Grantor, it being the intent of Grantor and Grantee that as to Grantee, Grantor conveys the Property by general warranty, but as to any party acquiring any interest in the Property after the date hereof, the warranty of Grantor made herein is a special warranty. Notwithstanding anything to the contrary contained herein, Grantor's liability for a breach of the general warranty set forth herein is limited to whatever recourse Grantor may have against First American Title Insurance Company, its successors and assigns (the "Insurer") under Owners Title Insurance Policy, issued as Policy No. FA-33-282276 (including, but not limited to, the obligations of the Insurer under said title insurance policy to pay monetary damages to Grantor, as to which liability under the general warranty shall be limited to the amounts actually received by Grantor).

Provided, however, that the conveyance effected hereby, and the warranty of title set forth herein, are each expressly made subject to the following matters, to the extent that any such matters affect the Property: (i) all taxes and special assessments for the year 2003, and subsequent years, (ii) all zoning ordinances, building codes and other land use laws and applicable governmental regulations, and (iii) all matters of record which were placed on record during the period Grantor held title to the property.

For the same consideration, Grantor hereby conveys unto Grantee, all interest, if any, of Grantor in strips and gores between the Property and abutting properties and any land lying in or

under the bed of any street, alley, road or right-of-way, open or proposed, abutting or adjacent to the Property; provided, however, this conveyance pursuant to this paragraph is made subject to all existing reservations from and exceptions to title and is made without express or implied warranty, and all warranties that might arise by statute or by common law are hereby expressly excluded.

In witness whereof, Grantor has hereunto set its hand and seal the day and year above written.

ATLANTIC FINANCIAL GROUP, LTD.,
a Texas limited partnership, as Grantor

By: Atlantic Financial Managers, Inc., a
Texas corporation, its general partner

By: 

Name: _____

Title: Stephen S. Brookshire
President

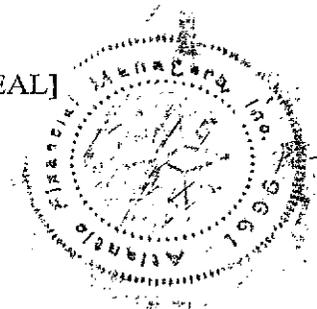
Attest:



Name: Jo P. Yanza

Title: Asst. Sec.

[CORPORATE SEAL]

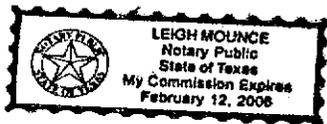


STATE OF TEXAS

COUNTY OF DALLAS

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the said county and state, on this 23 of June, 2003, within my jurisdiction, the within named Stephen S. Brookshire, who acknowledged that he is the President of ATLANTIC FINANCIAL MANAGERS, INC., a Texas corporation, which is the general partner of ATLANTIC FINANCIAL GROUP, LTD., a Texas limited partnership, and that for and on behalf of Atlantic Financial Managers, Inc., as general partner of Atlantic Financial Group, Ltd., and as the act and deed of Atlantic Financial Managers, Inc., general partner of Atlantic Financial Group, Ltd., he executed and delivered the above and foregoing instrument, after first having been duly authorized so to do.

Leigh Mounce
Notary Public



My Commission Expires:

2-12-2006
(Notary Seal Required)

EXHIBIT A

LOT 1, SECTION "A", FIRST COMMERCIAL AND INDUSTRIAL PLAZA, FIRST REVISION, AS SHOWN ON THE REVISED PLAT ON FILE IN THE OFFICE OF THE CHANCERY CLERK OF DESOTO COUNTY MISSISSIPPI IN PLAT BOOK 31, PAGES 23-24, AND BEING LOCATED IN THE NORTHEAST QUARTER OF SECTION 23, TOWNSHIP 1 SOUTH, RANGE 8 WEST, DESOTO COUNTY, MISSISSIPPI.

SAID PROPERTY BEING ALSO DESCRIBED AS FOLLOWS:

BEGINNING AT THE NORTHWEST CORNER OF SECTION 23, TOWNSHIP 1 SOUTH RANGE 8 WEST, DESOTO COUNTY, MISSISSIPPI.; THENCE EAST ALONG THE NORTH LINE OF SECTION 23 NORTH 90°00'00" EAST A DISTANCE OF 257.94 FEET TO A POINT; THENCE SOUTH 00°00'00" EAST A DISTANCE OF 615.68 FEET TO A POINT; THENCE NORTH 90°00'00" EAST A DISTANCE OF 739.01 TO A FOUND 1 1/2" IRON PIPE AT THE NORTHWEST CORNER OF LOT 1 SECTION "A" FIRST COMMERCIAL & INDUSTRIAL SUBDIVISION, SAID POINT BEING THE TRUE POINT OF BEGINNING; THENCE NORTH 54°28'46" EAST ALONG THE NORTH LINE OF SAID LOT, A DISTANCE OF 224.95 FEET (225.00 FEET BY PLAT) TO A 3/4" CONDUIT PIPE IN THE WEST RIGHT OF WAY OF US HIGHWAY 51 (100 FEET WIDE); THENCE SOUTH 35°31'14" EAST, ALONG SAID RIGHT OF WAY A DISTANCE OF 161.67 FEET TO 1/2" IRON PIPE AT THE POINT OF CURVATURE OF A CURVE; THENCE ALONG A CURVE TO THE RIGHT HAVING A RADIUS OF 40 FEET AND AN ARC LENGTH OF 62.83 FEET TO A 1/2" IRON PIN AT THE POINT OF TANGENCY OF SAID CURVE; THENCE SOUTH 54°28'37" WEST, ALONG THE NORTH RIGHT OF WAY OF FIRST COMMERCIAL DRIVE (68 FEET WIDE), A DISTANCE OF 143.03 FEET TO A POINT OF CURVATURE OF A CURVE; THENCE ALONG A CURVE TO THE RIGHT HAVING A RADIUS OF 597.44 FEET, AN ARC LENGTH OF 63.96 FEET (63.65 FEET BY PLAT) TO A 1/2" IRON PIN AT THE COMMON CORNER OF LOT 1 AND LOT 2 OF SAID SUBDIVISION; THENCE NORTH 29°12'30" WEST A DISTANCE OF 199.15 FEET TO THE POINT OF BEGINNING.

CONTAINING 1.08 ACRES MORE OR LESS. SUBJECT TO ALL RIGHTS OF WAY AND EASEMENTS OF RECORD AND SUBDIVISION REGULATIONS IN EFFECT FOR THE CITY OF SOUTHAVEN.

Property is the same property conveyed to Grantor by Warranty Deed recorded in Book 348, Page 232, in the Chancery Clerk's Office of DeSoto County, Mississippi.

Location: U.S. Highway 51 & First Commercial Drive, South Haven, Mississippi.

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