

STATE OF MISSISSIPPI
COUNTY OF DESOTO

USA TIMBER, LLC, A MISSISSIPPI LIMITED
LIABILITY COMPANY AND
MCPHAIL & ASSOCIATES, INC., A MISSISSIPPI CORPORATION-----GRANTORS

TO:

OSCAR C. CARR, III, AS TRUSTEE UNDER THE
LEATHERMAN/CARR/BROWNLOW 2007 TRUST-----GRANTEE

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of **TEN DOLLARS (\$10.00)**, this day cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of all of which is hereby acknowledged, we, the undersigned, **USA Timber, LLC, A Mississippi Limited Liability Company and McPhail & Associates, Inc., A Mississippi Corporation**, do hereby grant, bargain, sell, convey and specially warrant unto **OSCAR C. CARR, III, AS TRUSTEE UNDER THE LEATHERMAN/CARR/BROWNLOW 2007 TRUST**, the following described tract or parcel of land, together with all improvements, hereditaments and appurtenances thereon located or thereunto belonging, being located and situated in **DESOTO COUNTY, MISSISSIPPI**, to-wit:

Part of the SE 1/4 of the SE 1/4, part of the SW 1/4 of the SE 1/4, part of the NE 1/4 of the SE 1/4, part of the NW 1/4 of the SE 1/4, part of the NE 1/4 of the NE 1/4, part of the SE 1/4 of the NE 1/4, part of the SW 1/4 of the NE 1/4, part of the NW 1/4 of the NE 1/4, part of the NE 1/4 of the NW 1/4, part of the SE 1/4 of the NW 1/4, part of the SW 1/4 of the NW 1/4, part of the NW 1/4 of the NW 1/4, part of the NE 1/4 of the SW 1/4, part of the SE 1/4 of the SW 1/4, part of the NW 1/4 of the SW 1/4, and part of the SW 1/4 of the SW 1/4, all in Section 15, Township 2 South, Range 9 West, Desoto County, Mississippi, more particularly described as follows:

Beginning at a found metal post on the north right of way of Star Landing Road, said point being the southwest corner of said Section 15; proceed thence away from said metal post North 00 degrees 18 minutes 44 seconds West along an old fence 4559.74 feet to a fence post on the south bank of Johnson Creek; thence North 75.00 feet to a point in the center of said creek; thence along the center of said creek as follows: South 80 degrees 42 minutes 27 seconds East 511.78 feet; South 82 degrees 24 minutes 57 seconds East 745.18 feet; South 84 degrees 45 minutes 58 seconds East 347.29 feet; South 82 degrees 03 minutes 22 seconds East 410.62 feet; North 89 degrees 37 minutes 19 seconds East 538.05 feet; South 60 degrees 51 minutes 50 seconds East 467.64 feet; South 83 degrees 45 minutes 52 seconds East 729.09 feet; South 88 degrees 21 minutes 40 seconds East 314.70 feet; South 81 degrees 17 minutes 33 seconds East 375.46

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1700 one Commerce
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feet; South 73 degrees 28 minutes 27 seconds East 490.92 feet; South 64 degrees 06 minutes 40 seconds East 403.56 feet to a point on the west right of way of Baldwin Road; thence along said right of way as follows: South 00 degrees 04 minutes 51 seconds West 581.81 feet; South 00 degrees 36 minutes 21 seconds East 346.93 feet; South 01 degrees 33 minutes 10 seconds East 567.71 feet; South 02 degrees 03 minutes 13 seconds East 179.32 feet to a fence corner post; thence away from said road West 1242.63 feet to a point on a fence line; thence North 01 degrees 06 minutes 38 seconds West 85.52 feet to a found iron pin; thence North 02 degrees 11 minutes 41 seconds East 654.78 feet to a fence corner post; thence North 06 degrees 11 minutes 07 seconds East 467.99 feet to a fence corner post; thence North 87 degrees 49 minutes 17 seconds West 73.89 feet to a point; thence North 52.12 feet to a point; thence West 1370.00 feet to a found iron pipe; thence South 00 degrees 05 minutes 00 seconds East 549.17 feet to a found iron pipe at a fence corner post; thence West 769.48 feet to a set iron pin; thence South 00 degrees 12 minutes 09 seconds East 1403.80 feet to a set iron pin; thence West 1419.69 feet to a set iron pin; thence South 00 degrees 09 minutes 14 seconds East 871.19 feet to a fence corner post; thence South 00 degrees 53 minutes 48 seconds East 449.17 feet to a set iron pin on the north right of way of Star Landing Road; thence along said road North 88 degrees 47 minutes 24 seconds West 400.15 feet to the point of beginning, containing 254.55 acres, more or less. INTENDING TO DESCRIBE a portion of that property conveyed by Deed in Book 442 at Page 338 of the records of DeSoto County, Mississippi.

A Survey and Plat of the above described property drawn by Joe A. Sutherland, Jr., Registered Land Surveyor, dated May 2, 2007 is attached hereto as Exhibit "A" and made a part hereof as though fully set out herein in words and figures.

The above warranty is subject to all outstanding right of ways for public roads and utilities, and to all prior reservations of oil, gas, and minerals, if any.

The Grantors also convey to the Grantee, its successors and assigns, all their right, title and interest in and to 75 acres of the USDA Farm Service Agency soy bean crop base together with the payments due the Grantors for the crop year beginning January 1, 2008 and subsequent years, said 75 acres being located on a portion of the property herein described and conveyed.

The Grantors and Grantee herein understand and agree that the above described property is conveyed subject to the terms and conditions of an existing Agricultural Lease between the estate of Don Robertson and Oneida Farms Partnership dated January 25, 2007.

The 2007 ad valorem taxes shall be paid by the Grantee, the Grantors having paid their pro-rata share as of the date of this instrument.

This Deed is executed by Noah Robert Jackson, III, as Manager of USA Timber, LLC pursuant to a Resolution duly adopted by said company.

This Deed is executed by Justin McPhail, as Secretary of McPhail & Associates, Inc. pursuant to a Resolution duly adopted by said corporation.

The address of USA Timber, LLC is 623 Merganser Trail, Clinton, MS 39056. Tel:601-924-9018.

The address of McPhail & Associates, Inc. is 1396 Riverdale Drive, Grenada, MS 38611. Tel:662-417-2343.

The address of the Grantee is c/o Oscar C. Carr, III, 1700 One Commerce Square, Memphis, TN 38103. Tel:901-525-1322.

WITNESS THE SIGNATURE of USA Timber, LLC, A Mississippi Limited Liability Company, by its duly authorized officer on this the 7th day of May, 2007.

USA TIMBER, LLC

BY: Noah Robert Jackson III
NOAH ROBERT JACKSON, III, MANAGER

WITNESS THE SIGNATURE of McPhail & Associates, Inc., A Mississippi Corporation, by its duly authorized officer on this the 7th day of May, 2007.

MCPHAIL & ASSOCIATES, INC.

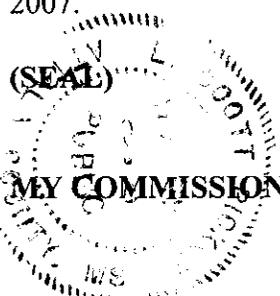
BY: Justin McPhail
JUSTIN MCPHAIL, SECRETARY

STATE OF Mississippi

COUNTY OF Itala

THIS DAY personally appeared before me, the undersigned authority in and for said County and State, within named NOAH ROBERT JACKSON, III, who acknowledged to me that he is the MANAGER of USA TIMBER, LLC, A Mississippi Limited Liability Company, and that for and on behalf of said company, and as its act and deed, he signed, sealed and delivered the above and foregoing instrument for the purposes mentioned on the day and year therein mentioned, after first having been duly authorized by said company so to do.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, on this the 7th day of May, 2007.



Justin McPhail
NOTARY PUBLIC

MY COMMISSION EXPIRES: 4-23-08

STATE OF Mississippi

COUNTY OF Attala

THIS DAY personally appeared before me, the undersigned authority in and for said County and State, within named JUSTIN MCPHAIL, who acknowledged to me that he is the SECRETARY of MCPHAIL & ASSOCIATES, INC., A Mississippi Corporation, and that for and on behalf of said corporation, and as its act and deed, he signed, sealed and delivered the above and foregoing instrument for the purposes mentioned on the day and year therein mentioned, after first having been duly authorized by said corporation so to do.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, on this the 7th day of May,

2007



[Signature]
NOTARY PUBLIC

MY COMMISSION EXPIRES: 4-23-08

This instrument was prepared by:
PICKLE & WHITE
L. SCOTT PICKLE
ATTORNEYS AT LAW
P. O. BOX 701
KOSCIUSKO, MISSISSIPPI 39090
PH: 662-289-8888
STATE BAR NO. 8749

This instrument should be indexed as follows:

Part of the SE 1/4 of the SE 1/4, part of the SW 1/4 of the SE 1/4, part of the NE 1/4 of the SE 1/4, part of the NW 1/4 of the SE 1/4, part of the NE 1/4 of the NE 1/4, part of the SE 1/4 of the NE 1/4, part of the SW 1/4 of the NE 1/4, part of the NW 1/4 of the NE 1/4, part of the NE 1/4 of the NW 1/4, part of the SE 1/4 of the NW 1/4, part of the SW 1/4 of the NW 1/4, part of the NW 1/4 of the NW 1/4, part of the NE 1/4 of the SW 1/4, part of the SE 1/4 of the SW 1/4, part of the NW 1/4 of the SW 1/4, and part of the SW 1/4 of the SW 1/4, all in Section 15, Township 2 South, Range 9 West, Desoto County, Mississippi.

