

SPECIAL WARRANTY DEED

Prepared by:
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Glankler Brown, PLLC
1700 One Commerce Square
Memphis, TN 38103

After Recording, return to:
D. B. Bridgforth
Bridgforth & Buntin
P.O. Box 241
Southaven, MS 38671
393-4450

THIS SPECIAL WARRANTY DEED, is made and entered into as of this 28th day of March, 2008 by and between **HCSC, L.P.**, a Tennessee limited partnership ("Grantor"), and **Rosecrest**, a Tennessee general partnership ("Grantee")

WITNESSETH:

That, for and in consideration of Ten Dollars (\$10.00), cash in hand paid, and other good and valuable consideration, the receipt of all of which is hereby acknowledged, Grantor has bargained and sold and does hereby bargain, sell, convey, confirm and specially warrant unto the Grantee the real estate lying and being situated in DeSoto County, Mississippi, being more particularly described as follows:

Lots 5, 6 and 7 of the Final Plat of Lots 5, 6, and 7, Holiday Crossing, a Planned Unit Development, as shown on plat of record in Plat Book 72, Page 33, Chancery Court Clerk's Office, DeSoto County, Mississippi, to which plat reference is hereby made for a more particular description of said lots.

The real estate described herein and conveyed hereby is the same property conveyed to Grantor by Warranty Deed of record in Book 0446, Page 0168 in the Chancery Clerk's Office of DeSoto County, Mississippi.

This conveyance is subject to those matters set forth on Exhibit "A" attached hereto and made a part hereof.

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IN WITNESS WHEREOF, Grantor has caused this instrument to be executed by and through its duly authorized officers the day and year first above written.

GRANTOR:

HCSC, L.P.,
a Tennessee limited partnership

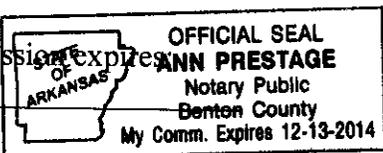
By: H.C., LLC,
an Arkansas limited liability company,
its general partner

By: Devereux Management Company,
an Arkansas corporation,
its Manager

By: *Dewitt H. Smith, III*
Dewitt H. Smith, III, President

STATE OF ARKANSAS;
COUNTY OF BENTON:

Personally appeared before me, the undersigned authority in and for the said county and state, on this 28th day of March, 2008, within my jurisdiction, the within named Dewitt H. Smith, III, who acknowledged to me that he is President of Devereux Management Company, an Arkansas corporation, manager of H.C., LLC, an Arkansas limited liability company, general partner of HCSC, L.P., a Tennessee limited partnership, and that for and on behalf of said corporation as manager of the general partner of said limited partnership, and as the act and deed of said corporation as manager of general partner of said limited partnership, and as the act and deed of said limited partnership, he executed the above and foregoing instrument, after first having been duly authorized by said corporation, general partner and limited partnership so to do.

My commission expires 12-13-2014


Ann Prestage
Notary Public

Contact Information for Seller:

HCSC, L.P.
Attn: Dewitt Smith
1 Trout Farm
Bella Vista, AR 72140
(479) 246-6740

Contact Information for Purchaser:

Rosecrest,
c/o Michael McDonnell
530 Oak Court
Suite 260
Memphis, TN 38117
(901) 529-5704

Indexing Instructions: File in Southeast Quarter (SE/4) Section 26, Township 1 South, Range 6 West, DeSoto County, Mississippi.

EXHIBIT "A" TO SPECIAL WARRANTY DEED

PERMITTED ENCUMBRANCES

1. City of Olive Branch taxes for the year 2008 and DeSoto County taxes for the year 2008, and all subsequent years, the amounts of which are not yet ascertainable, due or payable.
2. Rights or claims of parties in possession by commercial leases or other agreements not shown by the public record.
3. Any prior reservation or conveyance, together with release of damages, of minerals of every kind and character, including, but not limited to oil, gas, sand and gravel in, on and under subject property.
4. Landscape easement as created in Plat Book 52, Page 49 of the records of the Chancery Clerk of DeSoto County, Mississippi
5. Drainage easement as created in Plat Book 57, Page 10 of said Chancery Clerk's records.
6. Declaration Of Covenants, Conditions And Restrictions recorded in Book 298, Page 726, as modified by Warranty Deed And Modification Of Declaration Of Covenants of record in Book 370, Page 650, both in said Chancery Clerk's Office.
7. Declaration Of Covenants, Conditions And Restrictions recorded in Book 318, Page 99 in said Chancery Clerk's Office.
8. Joint And Reciprocal Driveway Easement Agreement recorded in Book 334, Page 155 of said Chancery Clerk's records.
9. Declaration Of Covenants, Conditions And Restrictions recorded in Book 334, Page 160 in said Chancery Clerk's Office.
10. Final Plat of Lots 5, 6, 7 Holiday Crossing a Planned Unit Development of record in Plat Book 72, Page 33, in said Chancery Clerk's Office, including easements shown therein.
11. Utility Easement of record in Book 307, Page 359 of said Chancery Clerk's records.
12. Easements shown of record in Plat Book 61, Page 35 of said Chancery Clerk's records.
13. Right Of Way Instrument of record in Book 25, Page 136, as amended by Partial Release Of Easement of record in Book 443, Page 694, both in the records of the Chancery Clerk's Office.
14. Right Of Way Instrument of record in Book 33, Page 371, as amended by Partial Release Of Easement of record in Book 443, Page 696, both in the records of the Chancery Clerk's Office.
15. Easement For Ingress And Egress of record in Book 443, Page 236 of the records of said Chancery Clerk' Office.
16. Declaration Of Covenants, Conditions And Restrictions recorded in Book 443, Page 240 in said Chancery Clerk's Office.
17. Matters which would be reflected on a current survey of the premises conveyed herein.
18. Lien of Land Deed Of Trust, Security Agreement And Financing Statement of record in Book 1742, Page 225 of said Chancery Clerk's Office.
19. Assignment Of Leases And Rents of record in Book 99, Page 31, in the Office of said Chancery Clerk
20. UCC-1 Financing Statements of record at Instrument No. 225688 in the records of the Mississippi Secretary of State, and at Document No. 303027636 in the records of the Tennessee Secretary of State, both being fully assumed simultaneously herewith.