

8/20/10 3:55:21
DK W BK 640 PG 695
DESOTO COUNTY, MS
W-E. DAVIS, CH CLERK

THIS INSTRUMENT PREPARED BY:

Gee Ogletree
Adams and Reese LLP
P. O. Box 24297
Jackson, Mississippi 39225-4297
601-353-3234
Mississippi Bar No. 3915

WHEN RECORDED RETURN TO:

Derek A. Henderson
Trustee in Bankruptcy
111 E. Capitol St. Suite 455
Jackson, MS 39201-2403
(601) 948-3167

INDEXING INSTRUCTIONS:

SW ¼ of Section 27, T1S, R7W, DeSoto County, Mississippi.

SPECIAL WARRANTY DEED

Grantor:

Woodgreen Development Corporation
c/o Derek A. Henderson
Trustee in Bankruptcy
111 E. Capitol St., Suite 455
Jackson, MS 39201-2403
(601) 948-3167

Grantee:

Mississippi Real Estate Dispositions, LLC
c/o James D. Partin
120 East Forsyth Street
Jacksonville, FL 32202
(800) 940-7112

STATE OF MISSISSIPPI

COUNTY OF DESOTO

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of Ten Dollars (\$10.00), cash in hand paid, and other good, valuable and legal considerations, the receipt and sufficiency of all of which are hereby acknowledged and pursuant to the terms and conditions of that certain Order Granting Motion to Approve Title Resolution Agreement, including (i) Conditional Sale of Property Free and Clear of Liens, Interests, Encumbrances and Claims, (ii) Recognition of Equitable Liens, (iii) Certain Distributions in Respect of Certain Unsecured Claims, (iv) Resolution of Certain Litigation, and (v) Other Relief dated May 21, 2010 in the Jon Christopher Evans Bankruptcy matter, Cause No. 09-03763 NPO, which is Jointly Administered with Related Cases (the "Title Resolution Order") before the United States Bankruptcy Court for the Southern District of Mississippi (the "Court"), a copy of which was duly recorded in Book 3 at Page 568 the office of the Chancery Clerk of DeSoto County, Mississippi, and the Supplemental Order Approving Trustee's Sale of Tract 10-D Free and Clear of all Liens, Claims and Interest as Contemplated by the Title Resolution Order attached hereto as **Exhibit "1"** ("Supplemental Title Resolution Order"), **Woodgreen Development Corporation**, a Mississippi corporation, as a part of winding up its affairs, by and through Derek A. Henderson, Trustee in Bankruptcy, Case No. 09-04120 NPO, in the United States District Court for the Southern District of Mississippi, ("**Grantor**"), does hereby grant, bargain, sell, convey and warrant specially to **Mississippi Real**

Estate Dispositions, LLC, a Minnesota limited liability company, duly qualified to do business ^{DK W BK 640 Pg 697} in the state of Mississippi ("**Grantee**"), all of Grantor's right, title and interest in and to the following described real property (the "**Property**") situated in DeSoto County, Mississippi, to-wit:

SEE **EXHIBIT "2"** ATTACHED HERETO
AND INCORPORATED HEREIN BY REFERENCE

For the purposes of clarity, the Property is one and the same as Tract 10-D described in Paragraph 15 on Page 12 of 26 of the Title Resolution Order and also described on the Supplemental Title Resolution Order.

The special warranty of this conveyance is subject to those matters set forth on **Exhibit "3"** attached hereto and incorporated herein by reference.

TO HAVE AND TO HOLD the above described Property, together with all and singular the rights and appurtenances thereto in anywise belonging, unto the said Grantee, its successors/heirs and assigns, forever. Grantor will forever warrant and defend the title of the Property unto the Grantee and its heirs, representatives, and assigns, against the claims of all persons claiming by, through, or under the Grantor, and none other.

Ad valorem taxes for any year, prior, current or subsequent, are assumed by Grantee.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the signature of the undersigned this the 19th day of August, 2010.

WOODGREEN DEVELOPMENT CORPORATION,
a Mississippi corporation

By: Derek A Henderson

Name: Derek A. Henderson
Title: Trustee in Bankruptcy
Case No. 09-04120 NPO
United States Bankruptcy Court
Southern District of Mississippi

STATE OF MISSISSIPPI

COUNTY OF HINDS

Personally appeared before me, the undersigned authority in and for the said county and state, on this 19th day of August, 2010, within my jurisdiction, the within named Derek A. Henderson, who after being by me duly sworn acknowledged that he is the Trustee in Bankruptcy for Woodgreen Development Corporation, a Mississippi corporation, Case No. 09-04120 NPO, United States Bankruptcy Court, Southern District of Mississippi, and that for and on behalf of the said corporation, in his capacity as Trustee in Bankruptcy, and as the act and deed of said corporation, he executed and delivered the above and foregoing instrument, after first having been duly authorized by said corporation and said court so to do.

Janice Stancil
Notary Public

My Commission Expires:

9/11/11
(Affix official seal)



EXHIBIT "1"
SUPPLEMENTAL TITLE RESOLUTION ORDER
TRACT 10-D

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF MISSISSIPPI**

IN RE: BANKRUPTCY PROCEEDING
JON CHRISTOPHER EVANS CASE NO. 09-03763 NPO
JOINTLY ADMINISTERED WITH RELATED CASES CHAPTER 7

**SUPPLEMENTAL ORDER APPROVING TRUSTEE'S
SALE OF TRACT 10D FREE AND CLEAR OF
ALL LIENS, CLAIMS AND INTEREST AS CONTEMPLATED
BY THE TITLE RESOLUTION ORDER**

THIS MATTER COMES before the Court upon the Joint Motion to Approve Supplemental Order Approving Trustee's Sale of Certain Properties Free and Clear of All Liens, Claims and Interest Pursuant to 11 U.S.C. §§ 105 and 363 [Dkt. No. 812] (the "Motion") filed by Mississippi Valley Title Insurance Company and Old Republic National Title Insurance Company (the "Title Companies") and Derek A. Henderson, the Chapter 7 Bankruptcy trustee in these jointly administered estates, as set forth on Exhibit "A" (the "Jointly Administered Estates") (the "Trustee"). The Court is fully advised in the premises based upon (a) the proceedings in record of the Jointly Administered Estates of which the Court takes judicial notice; and, (b) the motion, hearing and subsequent Order Granting Motion to Approve Title Resolution Agreement, Including (I) conditional sale of property free and clear of liens, interest, encumbrances and claims, (II) recognition of equitable liens, (III) certain distributions in respect of certain unsecured claims, (IV) resolution of certain litigation, and (V) other relief [Dkt. No. 683] (the "Title Resolution Order"). Based upon the premises, the Court is of the opinion that

the Motion is well taken in part and should be granted as to Tract 10D on the terms and conditions set forth in this Order¹. The Court finds² as follows:

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334, 28 U.S.C. § 157, 11 U.S.C. § 363, 11 U.S.C. § 105, and Rule 9019 of the Federal Rules of Bankruptcy Procedure. This Order is entered to supplement the Title Resolution Order, entered in a core proceeding, pertaining to the Jointly Administered Estates.

2. All conditions precedent to the closing on Tract 10D as contemplated in the Title Resolution Order have been satisfied, including but not limited to:

a. The Title Companies paying the consideration to the First Lien Creditors and the Trustee necessary for the sale of Tract 10D, as referenced in Paragraph 15 on Page 12 of 26 of the Title Resolution Order, being more particularly described in the legal description on Exhibit "B" attached hereto and incorporated herein by reference;

b. The Title Companies completing their title examination and obtaining a Quitclaim Deed on the Woodgreen Tracts from James C. Henson and Cassandra E. Henson to Woodgreen Development Corporation; and,

c. The Title Companies completing their survey work and having the surveyor prepare the legal description for Tract 10D with the description of the property being more particularly described in the legal description on Exhibit "B".

3. Upon the entry of this Order, the Title Companies, or their affiliated designees and the Trustee are ready, willing and able to complete the closing on Tract 10D pursuant to the Agreement for the Sale and Purchase of Real Estate, attached as Schedule 2.1 to the Title Resolution Order.

¹ Unless otherwise defined in this Order, each capitalized word or phrase shall have the definition ascribed to such word or phrase in the Title Resolution Order and its accompanying exhibits.

² Findings of fact shall be construed as conclusions of law and conclusions of law shall be construed as findings of fact when appropriate. *See* Fed. R. Bankr. P. 7052.

DKW BK 640 PG 702

4. The Title Companies or their affiliated designees are ~~good faith purchasers~~ under the Bankruptcy Code § 363(m) and as such they are entitled to the full protection of Bankruptcy Code § 363(m) as provided by the Agreement for the Sale and Purchase of Real Estate (page 20) and approved by the Court in the Title Resolution Agreement. The sale of Tract 10D to the Title Companies or their affiliated designees is made pursuant to the terms of this Order and the Title Resolution Order and that there is no agreement of the kind specified in § 363(n) of the Bankruptcy Code as provided by the Agreement for the Sale and Purchase of Real Estate (page 20) and approved by the Court in the Title Resolution Agreement.

5. Further, pursuant to the Title Resolution Order (Paragraph C, Page 19), the Trustee has full corporate, limited liability company, or other power and authority to execute, deliver, and perform under the Agreement for the Sale and Purchase of Real Estate, and any amendments, modifications, and supplements thereto, as applicable and all other documents contemplated to conclude the closings.

6. The Title Companies and Trustee have complied with all of the procedures for notice of the Motion and as required by the Bankruptcy Code and the Federal Rules of Bankruptcy Procedure. No further notice of the Motion, hearing or Order is necessary or required to take the actions set forth in this Order.

7. The Title Companies or their affiliated designee shall take Tract 10D free and clear of any such liens or other interest pursuant to Bankruptcy Code § 363(k).

8. Nothing in this Order shall be construed to amend or change the Title Resolution Order.

THEREFORE, IT IS ORDERED that the Motion to Approve Supplemental Order Approving Debtor's Sale of Certain Properties Free and Clear of All Liens, Claims and Interest

Pursuant to 11 U.S.C. §§ 105 and 363 is hereby granted as to Tract 10D, ^{DK W BK 640 PG 703} subject to the terms, provisions and conditions of the this Order and the Title Resolution Order.

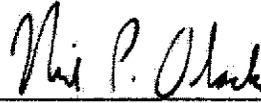
IT IS FURTHER ORDERED THAT subject to the terms, provisions and conditions of this Order and the Title Resolution Order, the Title Companies' or their affiliated designee purchase of the Tract 10D shall be free and clear of all liens and free and clear of all claims and liabilities other than liabilities for taxes past due, due, or not yet due and payable.

IT IS FURTHER ORDERED THAT all of the Trustee's rights, title and/or interest in Tract 10D shall be transferred to and vested in the Title Companies or their affiliated designee at the Closing. This Order will be considered and constitute for any and all purposes a full and complete and general assignment, conveyance and transfer of Tract 10D to the Title Companies or their affiliated designee. Any and all government recording offices and other parties, persons or entities are directed to accept this Order as such an assignment and transfer, and if necessary, this Order will be accepted for recordation at or after the Closing as conclusive evidence of the free and clear, unencumbered transfer of title to the properties conveyed to the Title Companies or their affiliated designees at the Closing.

IT IS FURTHER ORDRED THAT the Title Companies and their affiliated designee shall not assume or be deemed to assume, and shall not be liable or responsible for, any claims and liabilities, as successor in title to the debtor or otherwise, other than liabilities for past due, current or future ad valorem taxes as provided by law and the Title Resolution Order and Title Resolution Agreement.

SO ORDERED.

DK W BK 640 PG 704



Neil P. Olack
United States Bankruptcy Judge
Dated: August 11, 2010

Approved by:

/s/ Derek A. Henderson

Derek A. Henderson, MSB # 2260
Trustee and Attorney for the Trustee
111 E. Capitol Street, Suite 455
Jackson, MS 39201
D_henderson@bellsouth.net

/s/ M. Scott Jones

M. Scott Jones, MSB # 102239
Attorney for Mississippi Valley Title
Insurance Company and Old Republic
National Title Insurance Company and
Their Affiliated Designees
P. O. Box 24297
Jackson, MS 39225-4297
Scott.jones@arlaw.com

A TRUE COPY HEREBY CERTIFY, THIS
THE 11th DAY OF AUGUST, 2010
DANNED BY
US BANKRUPTCY COURT
BY: _____, D.C.



EXHIBIT "A"

DK W BK 640 PG 705

DEBTORS AND CASE NUMBERS

Jon Christopher Evans	09-03763 NPO (Main Case)
463 Development Company, LLC	09-04505 NPO
Brashear Heath, LLC	09-04494 NPO
Brisbane Centre, LLC	10-00122 NPO
C&L, Inc.	09-04489 NPO
Canton Oaks Investment & Redevelopment	09-04490 NPO
CE Development, Inc.	09-04396 NPO
Cedar Lake Investors, LLC	09-04102 NPO
Clear Creek Development	10-00121 NPO
Colony Construction Ltd.	09-04104 NPO
Colony Developers, Inc.	09-04016 NPO
Greenwood Place, LLC	10-00117 NPO
Hanover Investments, LLC	09-04126 NPO
Highland Colony Group, LLC	09-04215 NPO
Highland Development Group, Inc.*	
Highland of Madison Development, Inc.	09-04214 NPO
Highland of Ridgeland, Inc.	09-04017 NPO
JCE Construction	09-04369 NPO
JCE Highland Corporation*	
Lake Harbor Development Company, LLC	10-00118 NPO
Landsdowne Group, LLC	10-00123 NPO
Madison Avenue Development Co., LLC	09-04109 NPO
Marnar Park, LLC	09-04511 NPO
Nottaway Pointe, LLC	09-04124 NPO
Oakmont Mill, LLC	09-04398 NPO
Old Agency Business Park, Inc.	09-04101 NPO
Paloma Ridge, LLC	09-04216 NPO
Park Place Commons, LLC	09-04508 NPO
Parkway Crossing, LLC	09-04510 NPO
Ridgeland Recreational Corp.	09-04125 NPO
Riverbend Group, LLC	09-04217 NPO
Sawbridge Development, LLC	09-04218 NPO
Snowden Grove Investors, LLC	10-00124 NPO
Snowden Lane Investments, LLC	09-04488 NPO
Town Park of Madison, LLC	09-04105 NPO
Twin City Commons Development Company, LLC	09-04091 NPO
Twinbrook Run Development Company, LLC	09-04492 NPO
Westfield Way, LLC	09-04219 NPO
Westwood Investments, LLC	09-04491 NPO
White Oak Investment Company	09-04118 NPO
Windsor Pass, LLC	10-00120 NPO
Woodgreen Development Corporation	09-04120 NPO

* Entity, or Creditor of Entity, to file bankruptcy petition or Entity is to be dissolved by Trustee.

EXHIBIT "B"

LEGAL DESCRIPTION FOR
TRACT 10D

A TRACT OR PARCEL OF LAND CONTAINING 1.00 ACRE, MORE OR LESS, LYING AND BEING SITUATED IN THE SOUTHWEST 1/4 OF SECTION 27, T1S-R7W, CITY OF SOUTHAVEN, DESOTO COUNTY, MISSISSIPPI AND BEING A PART OF THE JAMES C. AND CASSANDRA HENSON PROPERTY AS RECORDED IN DEED BOOK 182, PAGE 544 IN THE CHANCERY CLERK'S OFFICE OF DESOTO COUNTY, MISSISSIPPI AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE SOUTHWEST CORNER OF SECTION 27, T1S-R7W, SAID POINT BEING THE CENTERLINE INTERSECTION OF GOODMAN ROAD (R.O.W. VARIES) AND GETWELL ROAD (R.O.W. VARIES) (PER F.A.P. 19-0021-01-018-10 RIGHT-OF-WAY PLAN-MDOT); THENCE

NORTH FOR A DISTANCE OF 68.03 FEET TO A POINT; THENCE

EAST FOR A DISTANCE OF 1946.64 FEET TO A FOUND IRON PIN ON THE NORTH RIGHT-OF-WAY LINE OF GOODMAN ROAD, SAID POINT BEING THE SOUTHEAST CORNER OF THE HAMILTON STORAGE, LLC PROPERTY AS RECORDED IN DEED BOOK 404, PAGE 713 IN THE OFFICE OF THE CHANCERY CLERK OF DESOTO COUNTY, MISSISSIPPI; THENCE

WITH THE EAST LINE OF SAID HAMILTON STORAGE, LLC PROPERTY NORTH 00 DEGREES 32 MINUTES 03 SECONDS WEST FOR A DISTANCE OF 521.08 FEET; THENCE

NORTH 89 DEGREES 27 MINUTES 57 SECONDS EAST FOR A DISTANCE OF 230.00 FEET; THENCE

SOUTH 12 DEGREES 36 MINUTES 45 SECONDS WEST FOR A DISTANCE OF 34.99 FEET; THENCE

SOUTH 73 DEGREES 31 MINUTES 46 SECONDS EAST FOR A DISTANCE OF 604.88 FEET TO AN IRON PIN AND THE POINT OF BEGINNING OF THE HEREIN DESCRIBED PROPERTY; THENCE

SOUTH 57 DEGREES 42 MINUTES 17 SECONDS EAST FOR A DISTANCE OF 213.38 FEET TO AN IRON PIN; THENCE

WITH THE WEST LINE OF TACKETT PROPERTY (DEED BOOK 248, PAGES 274, 276, AND 280) SOUTH 04 DEGREES 01 MINUTES 10 SECONDS WEST FOR A DISTANCE OF 199.17 FEET TO A FOUND IRON PIN ON THE NORTH RIGHT-OF-WAY OF GOODMAN ROAD; THENCE

NORTH 86 DEGREES 19 MINUTES 10 SECONDS WEST ALONG SAID NORTH RIGHT-OF-WAY OF GOODMAN ROAD FOR A DISTANCE OF 160.92 FEET TO A FOUND RIGHT-OF-WAY MONUMENT; THENCE

SOUTH 89 DEGREES 56 MINUTES 38 SECONDS WEST FOR A DISTANCE OF 3.01 FEET TO A SET IRON PIN; THENCE

LEAVING SAID RIGHT-OF-WAY, RUN NORTH 00 DEGREES 32 MINUTES 03 SECONDS WEST FOR A DISTANCE OF 302.37 FEET TO THE POINT OF BEGINNING.

EXHIBIT "2"
LEGAL DESCRIPTION
TRACT 10-D

DK W BK 640 PG 707

A TRACT OR PARCEL OF LAND CONTAINING 1.00 ACRE, MORE OR LESS, LYING AND BEING SITUATED IN THE SOUTHWEST 1/4 OF SECTION 27, T1S-R7W, CITY OF SOUTHAVEN, DESOTO COUNTY, MISSISSIPPI AND BEING A PART OF THE JAMES C. AND CASSANDRA HENSON PROPERTY AS RECORDED IN DEED BOOK 182, PAGE 544 IN THE CHANCERY CLERK'S OFFICE OF DESOTO COUNTY, MISSISSIPPI AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE SOUTHWEST CORNER OF SECTION 27, T1S-R7W, SAID POINT BEING THE CENTERLINE INTERSECTION OF GOODMAN ROAD (R.O.W. VARIES) AND GETWELL ROAD (R.O.W. VARIES) (PER F.A.P. 19-0021-01-018-10 RIGHT-OF-WAY PLAN-MDOT); THENCE

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LEAVING SAID RIGHT-OF-WAY, RUN NORTH 00 DEGREES 32 MINUTES 03 SECONDS WEST FOR A DISTANCE OF 302.37 FEET TO THE POINT OF BEGINNING.

EXHIBIT "3"
EXCEPTIONS TO SPECIAL WARRANTY
TRACT 10-D

1. Ad valorem taxes and assessments for any prior, current, or future years, whether past due, now due, or not yet due and payable.
2. 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, clay and gravel in, on, and under the subject property.
3. Encroachments, overlaps, boundary line disputes, or other matters which would be disclosed by an accurate survey and inspection of the premises.
4. Right of Way to MP&L recorded in Book 41 at Page 218 and Book 200 at Page 49.