

This instrument prepared by:

Rod Clement
BRUNINI, GRANTHAM,
GROWER & HEWES, PLLC
Post Office Drawer 119
Jackson, MS 39205
601-948-3101
MS Bar # 6294

~~After recording, return deed to:~~

P. A. Lyon
3800 East 42nd Street
Suite 500
Odessa, TX 79762

Return To: First American Title Insurance Company
* 2001 Airport Road, Suite 301, Flowood, MS 39232
eAV 601-366-1222

Grantor: Eagle Warehouse Services, L.P.
4800 East 42nd Street, Suite 210
Odessa, TX 79762
Telephone: 432-367-7662

Grantee: A & B Distributing
Company, Inc.
4800 East 42nd Street, Suite 210
Odessa, TX 79762
Telephone: 432-367-7662

Indexing instructions: Part of Lot 24, Phase 2, Section "B", Metro Industrial Park, Plat
Book 20, Page 49, DeSoto County, MS **PB 20 PS 49-51**

SPECIAL WARRANTY DEED

For and in consideration of Ten Dollars (\$10.00) cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, **Eagle Warehouse Services, L.P.**, a Texas limited partnership ("Grantor"), does hereby grant, convey and warrant specially to **A & B Distributing Company, Inc.**, a Mississippi corporation ("Grantee"), the following described land located in DeSoto County, Mississippi, together with all improvements and appurtenances ("Subject Property"):

Lot 24, Phase 2, Section "B", Metro Industrial Park, DeSoto County, Mississippi, situated in Section 23, Township 1 South, Range 6 West, DeSoto County, Mississippi, and recorded in Plat Book 20, Pages 49-51, in the Chancery Clerk's Office, Hernando, DeSoto County, Mississippi .

Beginning at the Southeast corner of Section 23, Township 1 South, Range 6 West, DeSoto County, Mississippi, said point being in the centerline of Hacks Cross Road; thence run North 0 degrees 19 minutes East along the East line of said Section (centerline of Hacks Cross Road) 1792.26 feet to a point being in line with the South line of Lot 16, Section "E", Holiday Industrial Park as projected eastwardly; thence run North 89 degrees 27 minutes 50 seconds West along said projection and line (passing the Southeast corner of said Lot 16 at 53.0 feet) a distance of 928.0 feet to the Southwest corner of said Lot 16, said point being the true point of beginning; thence continue North 89 degrees 27 minutes 50 seconds West along the centerline of lead track "B" a distance of 646.28 feet to a point; thence run North 0 degrees 33 minutes 38 seconds East a distance of 403.46 feet (call 403.32 feet) to a point in the South line of High Point Road; thence run South 86 degrees 03 minutes 06 seconds East along said line, 58.19 feet to an angle point in said South line (40 feet south of centerline); thence run South 89 degrees 27 minutes 50 seconds East along said South line of High Point Road 586.49 feet to the Northwest corner of said Lot 16, Section "E"; thence run South 0 degrees 19 minutes West along the West line of Lot 16 a distance of 400.0 feet (call 399.84 feet) to the point of beginning, containing 5.929 acres (call 5.926 acres) subject to easements of record.

Grantor retains a vendor's lien on the Subject Property to secure the obligation of Grantee to pay to Grantor or Grantor's assigns the principal amount of \$1,891,111 according to the terms of a Promissory Note from Grantee to Grantor dated of even date with the effective date of this Deed, which obligation represents a portion of the purchase money paid by Grantee as consideration for this transfer.

Grantor's special warranty is subject to the following matters:

1. Ad valorem taxes for 2010, which taxes are not due or payable until 2011.
2. Reservations, conveyances, leases or other interests in oil, gas, sand, gravel and other minerals in, on or under the Subject Property.
3. Declaration of Covenants, Conditions and Restrictions, including any amendments or modifications thereto, recorded in Book 50, Page 175 in the office of the Chancery Clerk of DeSoto County (all recording references herein are to these records).
4. Easements and setbacks reflected on Plat recorded in Plat Book 20, Page 49.
5. Easement to St. Louis-San Francisco Railway Company, dated January 7, 1975 and filed June 3, 1975 at 10:45 A.M. in Book 110, Page 586.
6. Easement to Burlington Northern, Inc., dated January 26, 1981 and filed February 2, 1981 at 11:10 A.M. in Book 150, Page 342.

7. Easement to Burlington Northern, Inc., dated January 26, 1981 and filed February 2, 1981 at 11:10 A.M. in Book 150, Page 349.

8. Grantor and Grantee have prorated ad valorem taxes for 2010 between themselves. Grantee will have the sole responsibility for paying 2010 ad valorem taxes when due.

In witness whereof, Grantor has executed this instrument on the date beneath its signature, and effective on the 1st day of November, 2010.

Grantor:

Eagle Warehouse Services, L.P.,
a Texas limited partnership

By: Janted Company, L.L.C.

By: [Signature]
Name: Ronald Crain
Title: Manager
Date: NOVEMBER 1, 2010

STATE OF TEXAS

COUNTY OF ECTOR

Personally appeared before me, the undersigned authority in and for the said county and state, on this 1st day of NOVEMBER, 2010, within my jurisdiction, the within named Ronald Crain, who acknowledged to me that he is Manager of Janted Company, L.L.C., a Texas limited liability company and general partner of Eagle Warehouse Services, L.P., a Texas limited partnership, and that for and on behalf of said limited liability company as general partner of said limited partnership, and as the act and deed of said limited liability company as 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 limited liability company and said limited partnership to do so.



[Signature]
Notary Public

(seal)