

Prepared by ~~and returned to~~:
AUSTIN LAW FIRM, P.A.
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Southaven, MS 38672
662.890.7575
S08-11-0484

GENERAL WARRANTY DEED

Grantor:

BTEC SOUTHAVEN, LLC,
Now known as AP HOLDINGS SOUTHAVEN, LLC
a Delaware limited liability company ("Grantor")
9 Greenway Plaza, Suite 2400
Houston, Texas 77046
713-341-5739

Grantee:

ADVANTAGE COMPANIES, LLC,
a Mississippi limited liability company
2540 Highway 51 South
Hernando, MS 38632
662-429-5277

Indexing Instructions: A tract of land being Lot 2 as shown on the final plan of the Tulane-Stanton Industrial Subdivision, situated in the Southwest Quarter of Section 22, Township 1 South, Range 8 West, as shown on plat thereof in Plat Book 83, Page 47 recorded in the office of the Chancery Clerk of DeSoto County, Mississippi.

Also, an easement interest in and to property situated within the Southeast Quarter of the Southeast Quarter of Section 21, Township 1 South, Range 8 West, DeSoto County, Mississippi and

Also, an easement interest in the Northwest Quarter of the Southwest Quarter, in the Southeast Quarter of the Northwest Quarter and in the Northeast Quarter of the Northwest Quarter of Section 21, Township 1 South, Range 8 West, DeSoto County, Mississippi and

An easement interest in the Southeast Quarter of the Southeast Quarter, in the Southwest Quarter of the Southeast Quarter and in the Northwest Quarter of the Southeast Quarter of Section 21, Township 1 South, Range 8 West, DeSoto County, Mississippi.

~~Prepared by/Return to:~~
WALKER, BROWN & BROWN, P.A.
ATTORNEYS AT LAW
2540 HIGHWAY 51 SOUTH
HERNANDO, MS 38632
662-429-5277

GENERAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of Ten Dollars (\$10.00) cash in hand paid and other good and valuable consideration, the receipt of which is hereby acknowledged,

**BTEC SOUTHAVEN, LLC,
Now known as AP HOLDINGS SOUTHAVEN, LLC**

does hereby grant, bargain, sell, convey, and warrant unto:

ADVANTAGE COMPANIES, LLC, a Mississippi limited liability company ("Grantee"),

the real property situated and being located in the DeSoto County, Mississippi described as follows:

Lot 2, Tulane-Stanton Industrial Subdivision, situated in the Southwest Quarter of Section 22, Township 1 South, Range 8 West, DeSoto County, Mississippi, as per plat thereof recorded in Plat Book 73, Page 47, in the Office of the Chancery Clerk of DeSoto County, Mississippi and being more particularly described as follows:

A tract of land situated in the Southwest Quarter of Section 22, Township 1 South, Range 8 West, Desoto County, Mississippi and being more particularly described as follows:

Commencing at a found nail at the Northwest Corner of said Southwest Quarter of Section 22, Township 1 South, Range 8 West, said point of commencement being in the intersection of the physical centerline of Stanton Road South, also known as Patti Road (public, paved road - 35 feet to centerline per Plat Book 13 - page 21) and the physical centerline of Tulane Road (public, paved road - 80 feet wide); thence North 89 degrees 18 minutes 35 seconds East along said centerline of Stanton Road South - 73.84 feet; thence South 00 degrees 41 minutes 25 seconds East (perpendicular to said centerline) - 35.00 feet to a set iron pin at the true point of beginning, said point of beginning lying in the present Southerly right of way line of said Stanton Road South; thence North 89 degrees 18 minutes 35 seconds East along said present Southerly right of way line and along the right of way of Stanton Road South (35 feet to centerline), as shown on said final plan, Tulane-Stanton Industrial Subdivision (recorded in Plat Book 73 - page 47) - 1916.31 feet to a set iron pin in the Westerly line of the Mrs. Clara Roberson Property (Book 116 - page 005); thence South 00 degrees 10 minutes 50 seconds West along said Westerly line of Roberson Property - 2551.31 feet to a found 2 inch pipe in the Northerly line of the City of Horn Lake, Mississippi Property

(Book 241 - page 448), said Northerly line being the South line of Section 22; thence South 89 degrees 16 minutes 30 seconds West along the South line of said Section 22 and along the Northerly line of said City of Horn Lake Property - 1954.44 feet to a set iron pin in the Easterly right-of-way line of Tulane Road, said right of way as shown on said final plan, Tulane-Stanton Industrial Subdivision (recorded in Plat Book 73 - page 47); thence North 00 degrees 15 minutes 50 seconds East along said Easterly right of way line - 2518.12 feet to a set iron pin at a point of curve to the right having a radius of 35.00 feet; thence Northeastwardly along said curve an arc distance of 54.39 feet (central angle of 89 degrees 02 minutes 45 seconds - chord of North 44 degrees 47 minutes 12 seconds East - 49.08 feet) to the point of beginning.

Containing 4,981,973 square feet or 114.370 acres, more or less.

Bearings are relative to Mississippi State Plane Grid North (NAD27 - West Zone).

Grantor does further hereby further grant, bargain, sell, convey, and warrant unto Grantee all of Grantor's interest and rights in and to (1) that certain Transmission Facilities Easement from the City of Southaven, Mississippi in favor of Duke Energy Southaven, LLC, dated July 17, 2001 and recorded in Book 397 at Page 209; (2) that certain Transmission Facilities Option and Easement from R. H. Rasco, Jr. and W.D. Rasco in favor of Duke Energy Southaven, LLC, dated April 26, 2000 and recorded in Book 393 at Page 436; and (3) that certain Transmission Facilities Option and Easement from Johnny J. Mitchell and wife, Lori Ann Mitchell in favor of Duke Energy Southaven, LLC dated May 2, 2000 and recorded in Book 393 at Page 444.

This conveyance and the warranty contained herein are subject to the exceptions set forth in Exhibit A attached hereto which are incorporated herein.

Taxes for the years 2011 have been prorated and are assumed by the Grantee.

[REMAINDER OF PAGE LEFT INTENTIONALLY BLANK]

IN WITNESS WHEREOF the Grantor has caused this instrument to be executed on the date indicated in the acknowledgement for the Grantor below, but this instrument is to be effective as of the 14th day of October, 2011.

BTEC Southaven, LLC, now known as
AP Holdings Southaven, LLC
a Delaware Corporation

By: [Signature]
Francis T. Carr
Its: Vice-President

STATE OF TEXAS)
COUNTY OF HARRIS)

Personally appeared before me, the undersigned authority in and for the said county and state, on this 14th day of OCTOBER, 2011, within my jurisdiction, the within named Francis T. Carr, who acknowledged that he is the Vice-President of BTEC Southaven, LLC, now known as AP Holdings Southaven, LLC, a Delaware Corporation, authorized to do business in Mississippi, and that for and on behalf of the said entity, and as its act and deed they executed the above and foregoing instrument, after first having been duly authorized by said company so to do.

[Signature]
Notary Public

My Commission expires: 10/19/12

[Notarial Seal]

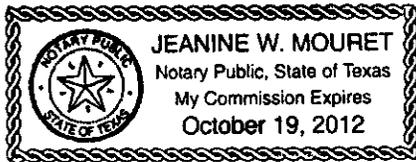


EXHIBIT A**Permitted Exceptions**

1. **General and Special taxes or assessments for 2011 and subsequent years, which constitute a lien, but which are 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, and gravel in, on and under the subject property;**
3. **Encroachments, overlaps, boundary line disputes, and any other matters which would be disclosed by an accurate survey and inspection of the premises;**
4. **The protective covenants, building setback lines, utility easements and other restrictions as shown upon or contained in instrument filed of record in the office of the DeSoto County Chancery Clerk, and recorded in said office in Plat Book 73 Page 47 including a 10' wide public utility easement;**
5. **Right of Ways to MP&L recorded in Book 110 at Page 616, Book 110 at Page 617, and Book 120 at Page 55;**
6. **Right of Way to Entergy, MS, Inc. at Book 627 at Page 500;**
7. **Sewer Easement to Horn Lake Creek Basin Interceptor Sewer District of DeSoto County, Mississippi of record at Book 120 at Page 386;**
8. **Easement to Illinois Central Gulf Railroad Company in Book 110 at Page 515;**
9. **Right of Way to Texas Gas Transmission Corporation in Book 388 at Page 717;**
10. **Valve Site, Pipeline & Meter Site Easement to Texas Gas Transmission Corporation in Book 411 at Page 767;**
11. **Development Agreement between the City of Southaven & Duke Energy Southaven, LLC dated July 18, 2000 as referenced on the Final Plat, Tulane-Stanton Industrial Subdivision recorded in Book 73, Page 47;**
12. **Any obligations of Grantor's successor in title, which obligations are contained within those certain Transmission Facilities Option & Easement conveyances to Duke Energy Southaven, LLC recorded in Book 393 at Page 444 and Book 393 at Page 436; and**
13. **Any obligations of Grantor's successor in title, which obligations are contained within that certain Transmission Facilities Easement to Duke Energy Southaven, LLC at Book 397 at Page 209.**