

STATE OF TENNESSEE)
COUNTY OF MADISON)

This transfer is exempt from real estate transfer tax pursuant to T.C.A. § 67-4-409(a)(3)(D).

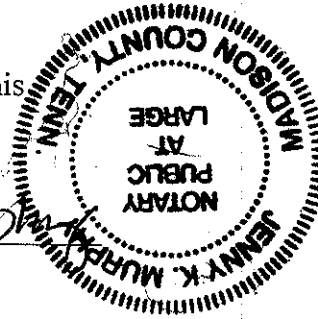
Joseph B. Couch
Affiant

This instrument was prepared by:

Wm. H. Shackelford, Jr.
Attorney and Counselor at Law
Suite B, 2273 North Highland Avenue
Jackson, Tennessee 38305

Subscribed and sworn to before me on this
10th day of August, 2003.

Jenny K. Murphy
Notary Public



My commission expires: 4-20-04

Address New Owner
as Follows:

Send Tax
Bills to:

Map-Parcel
Numbers

Mercer Gin Company, Inc.
1679 Highway 138
Mercer, Tennessee 38392

Same

QUITCLAIM DEED AND AFFIDAVIT OF HEIRSHIP

KNOW ALL PERSONS by these presents that **Sandra C. Key, Joseph B. Couch, Lisa C. Cates and Kenneth L. Couch** as the only heirs at law of **Bobby G. Couch** a/k/a Bobby Couch deceased; **Joseph B. Couch** a/k/a Joe Couch; **Kenneth L. Couch** a/k/a Ken Couch; and **Don Johnson**, (collectively "Grantors") for adequate consideration, the receipt of which is hereby acknowledged, have bargained and sold and by these presents do transfer, convey and quitclaim unto the **Mercer Gin Company, Inc.** a/k/a Mercer Gin, Inc., a Tennessee corporation, its successors and assigns ("Grantees"), all right, title and interest owned by the undersigned in certain tracts or parcels of land in Madison County, Tennessee, being more particularly described on Exhibit "A" attached hereto and incorporated herein by this reference.

This conveyance is made for the express purpose of vesting said **Mercer Gin Company, Inc.** with one hundred percent (100%) ownership interest in and to the herein-described property.

Said property is quitclaimed subject to such limitations, restrictions and encumbrances as may affect the premises of record in the Office of the Register of Deeds, Madison County,

Tennessee County Assessor

Map 114 GP 3.06 Par at CP at PR at
Value 00 Date 8/6/03

Sandra C. Key, Joseph B. Couch, Lisa C. Cates and Kenneth L. Couch are the only heirs at law of **Bobby G. Couch**, deceased, being first duly sworn according to law, declare as follows:

1. The property described on Exhibit "A" was either owned outright by our father, Bobby G. Couch or owned in conjunction with **Joseph B. Couch** a/k/a Joe Couch, **Kenneth L. Couch** a/k/a Ken Couch and **Don Johnson**.

2. Our father, Bobby G. Couch, died 10 August 2001.

3. There were born to our parents four (4) children, namely **Sandra C. Key, Joseph B. Couch, Lisa C. Cates and Kenneth L. Couch** who now are living. Neither of our parents, ever had any other children except those herein above named.

4. Upon the death of our father and pursuant to the terms and conditions of his Last Will and Testament, of record in Will Book LL, Pages 230-240 Probate Court for Madison County, Tennessee, which estate is administered in said Probate Court for Madison County, Tennessee, Case No. 01-12321, title to his respective interest in the subject property described in Exhibit "A" was vested in his surviving children.

5. **Sandra C. Key, Joseph B. Couch, Lisa C. Cates and Kenneth L. Couch** being the only heirs at law of said Bobby G. Couch a/k/a Bobby Couch desire to and do herein convey our interest in the subject property to **Mercer Gin Company, Inc.**

Likewise, **Joseph B. Couch** a/k/a Joe Couch; **Kenneth L. Couch** a/k/a Ken Couch; and **Don Johnson** also desire to and do herein convey their entire right, title and interest in the subject property to **Mercer Gin Company, Inc.**, so that in conjunction with the grant by the heirs of the estate of Bobby G. Couch a/k/a Bobby Couch as stated above, **Mercer Gin Company, Inc.** alone will be the owner of the property described herein.

WITNESS our hand this 10th day of August, 2003.

Sandra C. Key

Sandra C. Key,

as heir to the estate of Bobby G. Couch a/k/a Bobby Couch

Joseph B. Couch

Joseph B. Couch

as heir to the estate of Bobby G. Couch a/k/a Bobby Couch

Lisa C. Cates

Lisa C. Cates

as heir to the estate of Bobby G. Couch a/k/a Bobby Couch

Kenneth L. Couch

Kenneth L. Couch

as heir to the estate of Bobby G. Couch a/k/a Bobby Couch

Joseph B. Couch

Joseph B. Couch a/k/a Joe Couch

Kenneth L. Couch

Kenneth L. Couch a/k/a Ken Couch

Don Johnson

Don Johnson

ACKNOWLEDGMENT

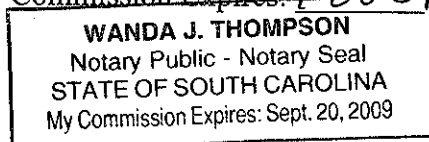
STATE OF SOUTH CAROLINA)
COUNTY OF York)

Personally appeared before me, the undersigned, a Notary Public in and for said county and state, **Sandra C. Key** as heir to the estate of Bobby G. Couch a/k/a Bobby Couch, with whom I am personally acquainted, and who acknowledged that she executed the within instrument for the purposes therein contained.

Witness my hand, at FORT MILL, SOUTH CAROLINA, this 5 day of August, 2003.

Wanda J. Thompson
Notary Public

My Commission Expires: 9-20-09



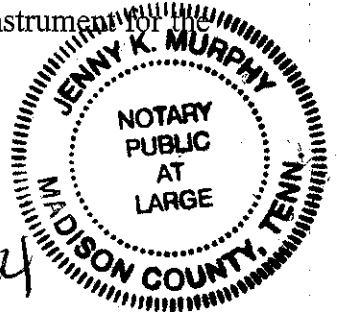
STATE OF TENNESSEE)
COUNTY OF MADISON)

Personally appeared before me, the undersigned, a Notary Public in and for said county and state, **Joseph B. Couch** as heir to the estate of Bobby G. Couch a/k/a Bobby Couch, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand, at Jackson, Tennessee, this 6th day of August, 2003.

Jenny K. Murphy
Notary Public

My Commission Expires: 4-20-04



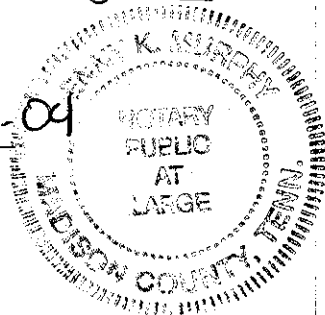
STATE OF TENNESSEE)
COUNTY OF MADISON)

Personally appeared before me, the undersigned, a Notary Public in and for said county and state, **Lisa C. Cates** as heir to the estate of Bobby G. Couch a/k/a Bobby Couch, with whom I am personally acquainted, and who acknowledged that she executed the within instrument for the purposes therein contained.

Witness my hand, at Jackson, Tennessee, this 6th day of August, 2003

Jenny K. Murphy
Notary Public

My Commission Expires: 4-20-04



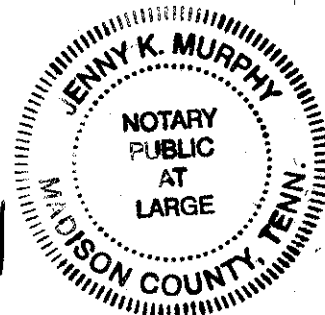
STATE OF TENNESSEE)
COUNTY OF MADISON)

Personally appeared before me, the undersigned, a Notary Public in and for said county and state, **Kenneth L. Couch** as heir to the estate of Bobby G. Couch a/k/a Bobby Couch, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand, at Jackson, Tennessee, this 6th day of August, 2003

Jenny K. Murphy
Notary Public

My Commission Expires: 4-20-04



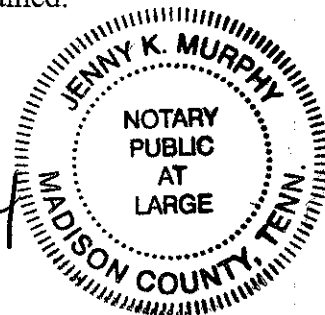
STATE OF TENNESSEE)
COUNTY OF MADISON)

Personally appeared before me, the undersigned, a Notary Public in and for said county and state, **Joseph B. Couch** a/k/a Joe Couch, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand, at Jackson, Tennessee, this 6th day of August, 2003

Jenny K. Murphy
Notary Public

My Commission Expires: 4-20-04



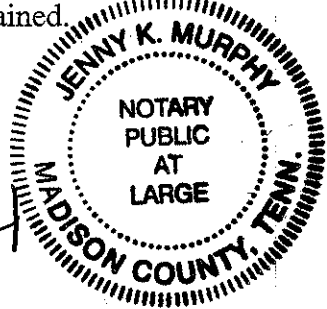
STATE OF TENNESSEE)
COUNTY OF MADISON)

Personally appeared before me, the undersigned, a Notary Public in and for said county and state, **Kenneth L. Couch** a/k/a Ken Couch, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand, at Jackson, Tennessee, this 6th day of August, 2003

Jenny K. Murphy
Notary Public

My Commission Expires: 4-20-04



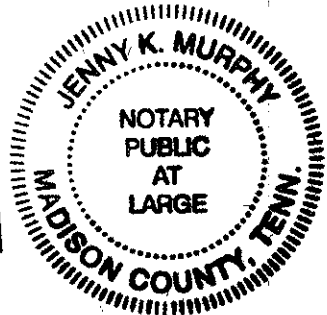
STATE OF TENNESSEE)
COUNTY OF MADISON)

Personally appeared before me, the undersigned, a Notary Public in and for said county and state, **Don Johnson**, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand, at Jackson, Tennessee, this 6th day of August, 2003

Jenny K. Murphy
Notary Public

My Commission Expires: 4-20-04



C:\MyFiles\wpdocs\couchBobby20.wpd

EXHIBIT A
Property Description

1

Lying and being in the Second Civil District of Madison County, Tennessee, and being more particularly described as follows, to-wit:

PARCEL NO. 1:

BEGINNING at a stake in the North corner of the N.C. & St. L. Railway Depot grounds in Mercer, Tennessee, and runs thence Southwesterly with said grounds forty-four feet and six inches (44' 6") to the East corner of the J. J. Hailey tract; thence Northwesterly with the line of the Hailey tract one hundred twelve feet and eight inches (112' 8") to a stake; thence Northeasterly and at right angles from the Hailey line one hundred eighty-one (181) feet to a stake; thence Southeasterly, and parallel with the said Hailey line, one hundred eighty-two feet and six inches (182' 6") to a stake, which stake is eighty feet from the center of the N. C. & St. L. Railway Company track; thence Southwesterly, and parallel with said N. C. & St. L. Railway Company track, one hundred thirty-six feet and six inches (136' 6") to a stake on the line of the said railway depot grounds; thence Northwesterly with said depot grounds seventy (70) feet to the beginning.

PARCEL NO. 2:

TRACT NO. 1: Lying and being West of the N. C. & St. L. Railway in the town of Mercer, Madison County, Tennessee, and more particularly bounded and described as follows:

BEGINNING at the Northeast corner 285 feet from the center of the N. C. & St. L. Railway track in Mercer's line; runs Northwest with same 187 feet; thence Southwardly with said Mercer line 88 feet to the center of the Brownsville and Bolivar Highway; thence Southeast with said Highway 154 feet; thence Northeast with Hailey's line (now J. M. Justice) 60 feet; thence Southeast 75 feet with same line; thence Northeast 148 feet to the beginning.

TRACT NO. 2: Lying and being in the town of Mercer, Madison County, Tennessee, and being more particularly bounded and described as follows:

BEGINNING at a stake in the northeastern corner of the O. G. Gardner lot of land in the line of the Tennessee Midland (now N. C. and St. L.) Railway Depot Grounds, 150 feet to the center of said railroad track; runs thence Westwardly about 150 feet in the line of said depot grounds, to the center of the Bolivar and Brownsville Road; thence Northwestwardly with said Road about 230 feet to a stake; thence Northeasterly about 60 feet to a stake; thence Southeasterly about 210 feet to the beginning containing about one-half acre, INCLUDING in this description but EXCLUDING from this conveyance about one-half of the road as it passes through said lot and parcel of land.

ALSO INCLUDED AS PART OF THIS CONVEYANCE IS THE FOLLOWING TRACT OR PARCEL OF PROPERTY, WHICH TRACT OR PARCEL IS BEING

CONVEYED BY QUIT-CLAIM DEED ONLY FROM THE GRANTOR TO THE GRANTEEES AND ANY AND ALL GENERAL OR EXPRESS WARRANTY PROVISIONS HEREINAFTER CONTAINED SHALL APPLY ONLY AS TO PARCEL NO. 1 AND PARCEL NO. 2 HEREINABOVE PARTICULARLY DESCRIBED AS FOLLOWS:

PARCEL NO. 3:

BEGINNING at a point in the Northwest line of a 100 foot strip of land conveyed by the Louisville and Nashville Railroad Company to Madison County, Tennessee, by deed dated December 9, 1968, as shown of record in Deed Book 247 at Page 406 in the Register's Office of Madison County, Tennessee; said pint being the Northeast corner of the tract herein described; runs thence Southwestwardly along said Northwest line of Madison County, Tennessee property a distance of approximately 225 feet to a point in the right of way of State Highway No. 138; runs thence Northwestwardly with the right of way of said State Highway a distance of 100 feet to a point; runs thence Northeastwardly along the Northwest line of a tract of land conveyed by T. E. Mercer et al to Tennessee Midland Railway, a distance of 225 feet to a point; runs thence Southeastwardly along the Northeast line of the aforesaid conveyance by T. E. Mercer et al. To Tennessee Midland Railway a distance of 100 feet to the point of beginning, and containing by estimation .52 acres, more or less.

This being the same property conveyed to Bobby Couch, Joe Couch, Ken Couch and Don Johnson by Deed of C. T. Jones Gin Co., Inc. a Tennessee corporation dated April 15, 1987, as shown of record in Deed Book 468 Pages 32-34 in the Register's Office of Madison County, Tennessee.

2

Lying and being in the Second Civil District of Madison County, Tennessee, and more particularly bounded and described as follows, to-wit:

BEGINNING at a new iron pin in the north right-of-way line of the Louisville and Nashville Railroad (abandoned) (right-of-way being 50 feet north of and at right angles to the railroad centerline), which point is John H. Gilliland and Mildred G. Richards' southwest corner and being located north 45 degrees 03 minutes east 356.78 feet along the north right-of-way line of the Louisville and Nashville Railroad from its intersection with the northeast right-of-way line of State Highway 138 (Highway right-of-way taken as 30 feet at right angles to highway centerline); runs thence from the north right-of-way line of the said Louisville-Nashville Railroad, north 44 degrees 57 minutes west 212.50 feet along Couch's east boundary line, to a new iron pin at an interior corner of this tract; runs thence south 45 degrees 03 minutes west 46.90 feet to a new iron pin at an exterior corner of this tract; runs thence along Couch's northeast line (generally with an old fence), north 58 degrees 03.4 minutes west 208.24 feet to a new iron pin at the base of a 30 inch cypress tree on the bank of Big Black Creek, said pint being the northwest corner of this tract; runs thence with new lines on Gilliland and Richards the following calls: north 45 degrees 03 minutes east 584.10 feet to a new iron pin; south 44 degrees 57 minutes east 415.32 feet to a new iron pin, in the north right-of-

way line of the Louisville and Nashville Railroad; runs thence south 45 degrees 03 minutes west 489.98 feet along the north right-of-way of said Railroad to a new iron pin at the point of beginning, containing 5.00 acres.

Being a portion of the property conveyed by Mildred Jones Boone, John H. Gilliland, and Mildred G. Richards to Bobby Couch, Joe Couch, Ken Couch, and Don Johnson by deed of record in Deed Book 470, Pages 229-231, in the Register's Office of Madison County, Tennessee.

3

Lying and being in the Second Civil District of Madison County, Tennessee, and more particularly bounded and described as follows, to-wit:

BEING a part of a larger tract belonging to John H. Gilliland and Mildred G. Richards, and beginning at the point of intersection of the center line of Big Black Creek with the northern right-of-way of Highway 138; thence from the point of beginning and with the center line of Big Black Creek, north 50 degrees 30 minutes 35 seconds east 1,391.39 feet to the center line of Turkey Creek; thence continuing with the center line of Big Black Creek, north 47 degrees 48 minutes 24 seconds east 809.99 feet to a point in the south line of Daniel; thence with the south line of Daniel, south 83 degrees 42 minutes 12 seconds east 886.84 feet to an iron pin set in the west right-of-way of abandoned L & N Railroad; thence with same, south 44 degrees 01 minutes 03 seconds west 2,404.10 feet to an iron pin set at a northeastern corner of property now belonging to Bobby Couch et al as described in Deed Book 470, page 229, in the Register's Office of Madison County, Tennessee; thence with a north line Bobby et al, north 44 degrees 57 minutes 00 seconds west 415.32 feet to an iron pin found at Couch's existing northwest corner; thence with the west line of Couch, the following calls: South 45 degrees 03 minutes 00 seconds west 584.10 feet; south 69 degrees 41 minutes 12 seconds west 54.93 feet to a pint in the north margin of Highway 138; thence with same, the following calls: North 09 degrees 56 minutes 36 seconds west 297.40 feet ; north 11 degrees 13 minutes 25 seconds west 62.35 feet; north 14 degrees 52 minutes 20 seconds west 69.75 feet; north 18 degrees 16 minutes 23 seconds west 46.66 feet; north 23 degrees 42 minutes 06 seconds west 75.64 feet to the point of beginning, containing 42.74 acres.

Being the 12 acre tract conveyed by Mildred Jones Boone, John H. Gilliland, and Mildred G. Richards to Bobby Couch, Joe Couch, Ken Couch, and Don Johnson by deed of record in Deed Book 489, Pages 26-28, in the Register's Office of Madison County, Tennessee.

4

Lying and being in the Second Civil District of Madison County, Tennessee, and more particularly bounded and described as follows, to-wit:

BEGINNING at a stake on the southeast line of the right of way of the N. C. & St. L. Railroad, 50 feet south of the railroad track; runs thence southeastward at right angles from said railroad, 35 yards to a stake; thence northeast parallel with said railroad, 69-1/2 yards to J. W. Hundley's corner; thence northwest with J. W. Hundley's line, 35 yards to the railroad right of way;

thence southwest with said right of way to the beginning.

This being the same property conveyed to Bobby G. Couch, Joe B. Couch, Kenneth L. Couch and Don Johnson by Deed of Johnny Jones dated February 28, 1991, as shown of record in Deed Book 505 Pages 652-654 in the Register's Office of Madison County, Tennessee.

5

Lying and being in the Second Civil District of Madison County, Tennessee, and more particularly bounded and described as follows, to-wit:

BEGINNING at a stake in the west margin of State Highway No. 138, said stake being in the south margin of the County Line Road; runs thence north 57 degrees west with the south margin of said County Line Road 267 feet to a stake; thence south no degree 50 minutes west 250 feet to a stake; thence south 68 degrees east 242 feet to a stake in the west margin of said State Highway No. 138; thence north 1 degree east with the west margin of said State Highway No. 138, a distance of 195 feet to the point of beginning, containing 1.15 acres as surveyed by E. R. Dike & Son, Civil Engineers, on July 20, 1962.

This being the same property conveyed to Bobby Couch by Deed of Wilson Thomas, Barbara Wilson Chalk, Roseanne Wilson Ross, Lloyd C. Wilson, Jr., Louise Thomas, and Lloyd C. Wilson, Jr. as the representative of the Estate of Milton Wilson dated November 18, 1992, as shown of record in Deed Book 524 Pages 128-130 in the Register's Office of Madison County, Tennessee.

6

Lying and being in the 2nd Civil District of Madison County, Tennessee, and more particularly described as follows, to-wit:

BEGINNING at a railroad spike in the west right-of-way line of State Highway 138 at the southeast corner of the Leighton gin lot; thence south 01 degrees 00 minutes west with said right-of-way line 166 feet to Wilson Thomas' northeast corner; thence north 89 degrees 00 minutes west 169.5 feet to Thomas' northwest corner; thence south 01 degrees 00 minutes west with Thomas' west line 497.5 feet to his southwest corner; thence north 89 degrees 00 minutes west 260 feet to an iron stake; thence north 01 degrees 00 minutes east 1,084.8 feet to a point in the south right-of-way line of the Brownsville-Denmark Road; thence south 71 degrees 45 minutes east along said right-of-way line 161 feet; thence south 53 degrees 57 minutes east along said right-of-way line 64 feet to the northwest corner of the Leighton gin lot; thence south 01 degrees 38 minutes west with the west line of the gin lot 250 feet; thence south 68 degrees 00 minutes east 242 feet to the beginning, containing 6.65 acres more or less.

This being the same property conveyed to Bobby Couch, Joe Couch, Ken Couch and Don Johnson by Deed of Wilson Thomas, Louise Thomas, Barbara Wilson Chalk, Roseanne Wilson Ross and Lloyd C. Wilson, Jr. dated May 17, 1993, as shown of record in Deed Book 528 Pages 858-861 in the Register's Office of Madison County, Tennessee.

State of Tennessee, County of Madison
Received for record the 08 day of
AUGUST 2003 at 2:50 PM. (RECH 16979)
Recorded in Book D643 Pages 152-160

State Tax \$.00 Clerks Fee \$.00,
Recordings \$ 47.00, Total \$ 47.00,
Register of Deeds CURTIS WHITE