

CASH SALE

UNITED STATES OF AMERICA

BY: MADISON GROUP LIMITED  
LIABILITY COMPANY  
and  
GOODWOOD INDUSTRIES LIMITED  
LIABILITY COMPANY

STATE OF LOUISIANA

TO: ALL STATE FINANCIAL COMPANY

PARISH OF ST. TAMMANY

BE IT KNOWN, that on this 9<sup>th</sup> day of July, 2007, before me, the undersigned authority, a Notary Public, duly commissioned and qualified, in and for the State and Parish aforesaid, therein residing, and in the presence of the witnesses hereinafter named and undersigned:

**PERSONALLY CAME AND APPEARED:**

**MADISON GROUP LIMITED LIABILITY COMPANY (TIN: XX-XXX6545)**, a Louisiana limited liability company, domiciled in St. Tammany Parish, Louisiana, herein represented by Clay M. Johnston, its duly authorized Manager/Member, which mailing address is 166 Crepeyrte Road, Covington LA 70433; and

**GOODWOOD INDUSTRIES LIMITED LIABILITY COMPANY (TIN: XX-XXX8201)**, a Louisiana limited liability company, domiciled in St. Tammany Parish, Louisiana, herein represented by Clay M. Johnston, its duly authorized Manager/Member, which mailing address is 166 Crepeyrte Road, Covington LA 70433;

hereinafter designated as "vendor" who declared that for the consideration and upon the terms and conditions hereinafter expressed, said vendor has bargained and sold, and does by these presents grant, bargain, sell, assign, transfer, deliver, and abandon and set over under all lawful warranties and with substitution and subrogation to all rights and actions of warranty against all preceding owners and vendors, unto

**ALL STATE FINANCIAL COMPANY (TIN: XX-XXX0597)**, a Louisiana general partnership, herein represented by Bruce Wainer and Harold Wainer, Partners, duly authorized, which mailing address is 3421 North Causeway Blvd., Suite 201, Metairie LA 70002

hereinafter designated as "purchaser", here present, accepting and purchasing and acknowledging delivery and possession of the following described property, to-wit:

**ALL THAT CERTAIN PIECE OR PORTION OF LAND, TOGETHER WITH ALL THE RIGHTS, WAYS, MEANS, PRIVILEGES, SERVITUDES, PRESCRIPTIONS, APPURTENANCES, ADVANTAGES THEREUNTO BELONGING OR IN ANYWISE APPERTAINING THERETO, SITUATED IN SECTION 12, TOWNSHIP 7 SOUTH, RANGE 10 EAST, ST. TAMMANY PARISH, LOUISIANA, DESCRIBED ACCORDING TO A SURVEY BY JOHNE. BONNEAU & ASSOCIATES, INC. DATED DECEMBER 18, 2006, A COPY OF WHICH IS ATTACHED HERETO AND MADE A PART HEREOF AS FOLLOWS, TO-WIT:**

**FROM THE SECTION CORNER COMMON TO SECTIONS 12, 45, & 46 TOWNSHIP 7 SOUTH, RANGE 10 EAST, ST. TAMMANY PARISH, LOUISIANA RUN SOUTH 00 DEGREES 02 MINUTES 40 SECONDS EAST FOR A DISTANCE OF 2475.44 FEET TO A POINT; THENCE RUN SOUTH 89 DEGREES 24 MINUTES 43 SECONDS WEST FOR A DISTANCE OF 3438.90 FEET TO THE POINT OF BEGINNING.**

St. Tammany Parish, LA  
Instrmt # 1631766  
Registry # 170421 SHM  
7/10/2007 3:56:00 PM  
ME CB X MI UCC

FROM THE POINT OF BEGINNING RUN SOUTH 89 DEGREES 08 MINUTES 40 SECONDS WEST FOR A DISTANCE OF 1042.67 FEET TO A POINT ON THE NORTH RIGHT-OF-WAY OF INTERSTATE 12; THENCE RUN ALONG SAID RIGHT-OF-WAY NORTH 72 DEGREES 18 MINUTES 38 SECONDS WEST (TITLE: NORTH 71 DEGREES 48 MINUTES 53 SECONDS WEST) FOR A DISTANCE OF 349.84 FEET TO A POINT ON THE SECTION LINE COMMON TO SECTIONS 11 AND 12, TOWNSHIP 7 SOUTH, RANGE 10 EAST, ST. TAMMANY PARISH, LOUISIANA; THENCE LEAVING SAID RIGHT-OF-WAY AND RUNNING ALONG SAID SECTION LINE NORTH 00 DEGREES 37 MINUTES 12 SECONDS WEST (TITLE: NORTH 00 DEGREES 57 MINUTES 00 SECONDS WEST) FOR A DISTANCE OF 1210.85 FEET TO THE SOUTHEAST CORNER OF SHADY LAKE SUBDIVISION; THENCE CONTINUE NORTH 00 DEGREES 37 MINUTES 12 SECONDS WEST (TITLE: NORTH 00 DEGREES 57 MINUTES 00 SECONDS WEST) ALONG THE EAST LINE OF SAID SUBDIVISION FOR A DISTANCE OF 1320.00 FEET TO THE SOUTHWEST CORNER OF EVERGREEN ACRES AND THE SECTION CORNER COMMON TO SECTIONS 1, 2, 11 & 12, TOWNSHIP 7 SOUTH, RANGE 10 EAST, ST. TAMMANY PARISH, LOUISIANA; THENCE LEAVING SAID EAST LINE OF SHADY LAKE SUBDIVISION AND RUNNING ALONG THE SOUTH LINE OF EVERGREEN ACRES SUBDIVISION AND THE SECTION LINE COMMON TO SECTIONS 1 AND 12 THE FOLLOWING CALLS:

THENCE NORTH 89 DEGREES 09 MINUTES 06 SECONDS EAST (TITLE: EAST) FOR A DISTANCE OF 1216.71 FEET TO A POINT; THENCE NORTH 89 DEGREES 04 MINUTES 10 SECONDS EAST (TITLE: EAST) FOR A DISTANCE OF 1600.16 FEET TO THE SOUTHEAST CORNER OF SAID EVERGREEN ACRES SUBDIVISION AND THE SECTION LINE COMMON TO SECTIONS 1 AND 45 TOWNSHIP 7 SOUTH, RANGE 10 EAST, ST. TAMMANY PARISH, LOUISIANA;

THENCE LEAVING SAID SECTION LINE COMMON TO SECTIONS 1 AND 12, TOWNSHIP 7 SOUTH, RANGE 10 EAST, ST. TAMMANY PARISH, LOUISIANA AND SAID EVERGREEN ACRES SUBDIVISION AND RUN ALONG SAID SECTION LINE COMMON TO SECTIONS 1 AND 45 TOWNSHIP 7 SOUTH, RANGE 10 EAST, ST. TAMMANY PARISH, LOUISIANA SOUTH 01 DEGREES 19 MINUTES 47 SECONDS WEST (TITLE: SOUTH 01 DEGREES 19 MINUTES 14 SECONDS WEST) FOR A DISTANCE OF 180.63 FEET (TITLE: 180.70 FEET) TO THE SOUTHWEST CORNER OF SECTION 45, BEING THE COMMON SECTION LINE TO SECTIONS 12 AND 45, TOWNSHIP 7 SOUTH, RANGE 10 EAST, ST. TAMMANY PARISH, LOUISIANA; THENCE RUN ALONG SAID COMMON SECTION LINE NORTH 89 DEGREES 14 MINUTES 57 SECONDS EAST (TITLE: SOUTH 89 DEGREES 40 MINUTES 00 SECONDS EAST) FOR A DISTANCE OF 1185.42 FEET TO A POINT; THENCE LEAVING SAID COMMON SECTION LINE TO SECTIONS 12 AND 45, TOWNSHIP 7 SOUTH, RANGE 10 EAST, ST. TAMMANY PARISH, LOUISIANA AND RUN SOUTH 01 DEGREES 28 MINUTES 25 SECONDS EAST FOR A DISTANCE OF 1147.05 FEET TO A POINT; THENCE RUN SOUTH 89 DEGREES 24 MINUTES 25 SECONDS WEST FOR A DISTANCE OF 2655.55 FEET TO A POINT; THENCE RUN SOUTH 01 DEGREES 21 MINUTES 38 SECONDS EAST FOR A DISTANCE OF 1326.60 FEET BACK TO THE POINT OF BEGINNING.

SAID PARCEL OF LAND CONTAINS 157.61 ACRES MORE OR LESS.

Vendors specifically convey all right, title and interest in and to the pine and hardwood timber located upon the property, and Goodwood Industries Limited Liability Company transfers to Purchaser all rights created and established in favor of Goodwood Industries Limited Liability Company arising from a deed of transfer dated in May 1994, recorded at Conveyance Instrument No. 906734 of the records of St. Tammany Parish, Louisiana.

TO HAVE AND TO HOLD the said property unto the said Purchaser forever.

This present sale and conveyance is made and accepted for and in consideration of the sum and price of TWO MILLION FIVE HUNDRED TWENTY ONE THOUSAND SEVEN HUNDRED SIXTY AND NO/100 (\$2,521,760.00) DOLLARS lawful current money of the United States of America, which amount the said Purchaser has paid in ready cash, receipt of which is hereby acknowledged by the Vendor, and full discharge and acquittance granted therefor, in the proportion of 50% of the sales price to Madison Group,

Limited Liability Company and 50% of the sales price to Goodwood Industries Limited Liability Company.

Whenever the word "vendor" is used in this act, it shall be construed to include "vendors", and whenever the word "purchaser" is used it shall be construed to include "purchasers".

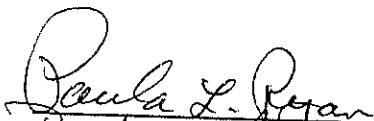
All the agreements and stipulations herein contained, and all the obligations herein assumed shall inure to the benefit of and be binding upon the heirs, successors, and assigns of the respective parties hereto.


The certificates of mortgage and conveyance as required by Article 3364 of the revised Civil Code of Louisiana are waived.

All state and parish taxes assessed against the property herein conveyed up to and including 2006 are paid. The taxes for the year 2007 are prorated between purchaser and vendor as a Bulk Assessment and shall be paid by Vendor for 2007.

THUS DONE AND PASSED in St. Tammany Parish, Louisiana, on the day, month and year first hereinabove written, in the presence of the undersigned competent witnesses, and me, Notary, after due reading of the whole.

WITNESSES:

  
Paula L. Ryan


  
Ben A. Johnston

SELLERS:

MADISON GROUP LIMITED  
LIABILITY COMPANY

BY:   
CLAY M. JOHNSTON, MANAGER/  
MEMBER

GOODWOOD INDUSTRIES  
LIMITED LIABILITY COMPANY

BY:   
CLAY M. JOHNSTON, MANAGER/  
MEMBER

PURCHASER:

ALL STATE FINANCIAL COMPANY

BY:   
BRUCE WAINER, PARTNER

BY:   
HAROLD WAINER, PARTNER

  
A. WAYNE BURAS, NOTARY PUBLIC  
LA. BAR NO. 3651