

550

WHEREAS, UNION PLANTERS CORPORATION, a Tennessee corporation, UNION PLANTERS BANK OF NORTHWEST MISSISSIPPI, (formerly United Southern Bank until a corporate name change effective March 22, 1995), a Mississippi banking corporation and wholly owned subsidiary of UNION PLANTERS CORPORATION, and UNION PLANTERS BANK OF NORTHEAST MISSISSIPPI, also a Mississippi banking corporation and wholly owned subsidiary of UNION PLANTERS CORPORATION, entered into that certain agreement to purchase assets and assume liabilities dated July 1, 1995, for the purchase and assumption by UNION PLANTERS BANK OF NORTHEAST MISSISSIPPI of certain assets and liabilities of the former Oxford office of United Southern Bank; and

WHEREAS, UNION PLANTERS BANK OF NORTHWEST MISSISSIPPI (formerly United Southern Bank) desires to assign and transfer to UNION PLANTERS BANK OF NORTHEAST MISSISSIPPI all of the collateral and liens associated with those loans and other assets being purchased by UNION PLANTERS BANK OF NORTHEAST MISSISSIPPI from UNION PLANTERS BANK OF NORTHWEST MISSISSIPPI (formerly United Southern Bank); and

THEREFORE KNOW ALL MEN BY THESE PRESENTS, that UNION PLANTERS BANK OF NORTHWEST MISSISSIPPI (formerly United Southern Bank) has appointed John L. Garrett of UNION PLANTERS BANK OF NORTHEAST MISSISSIPPI, or the person or persons who hereinafter may be designated by the president of UNION PLANTERS BANK OF NORTHEAST MISSISSIPPI, to execute any and all documents necessary to transfer any and all of the assets and assign or release any and all related liens including, but not limited to, liens under the Uniform Commercial Code and liens on certificates of title pursuant to said Agreement to Purchase Assets and Assume Liabilities for and on behalf of UNION PLANTERS BANK OF NORTHWEST MISSISSIPPI (formerly United Southern Bank).

The execution of the transfer documents and assignments shall be and are as binding on UNION PLANTERS BANK OF NORTHWEST MISSISSIPPI (formerly United Southern Bank), as fully and empty, to all intents and purposes, as if they had been executed and acknowledged by the regularly elected officer of UNION PLANTERS BANK OF NORTHWEST MISSISSIPPI (formerly United Southern Bank) at its office in Clarksdale, Mississippi and in their own proper persons.

The President and Secretary of UNION PLANTERS BANK OF NORTHWEST MISSISSIPPI (formerly United Southern Bank) have subscribed their names and affixed corporate seal of said bank, effective as of September 11, 1995.

Witness this the 11th day of September, 1995.

UNION PLANTERS BANK OF NORTHWEST MISSISSIPPI (formerly UNITED SOUTHERN BANK)

BY: Willis L. Frazer
Willis L. Frazer
President



ATTEST:

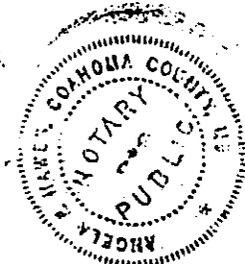
BY: James L. Townsend, Jr.
James L. Townsend, Jr.
Corporate Secretary

STATE OF MISSISSIPPI
COUNTY OF Coahoma

Personally appeared before me, the undersigned authority in and for the said county and state, on this 11th day of September, 1995, within my jurisdiction, the within named Willis L. Frazer and James L. Townsend, Jr., who acknowledged that they are President and Corporate Secretary, respectively, of UNION PLANTERS BANK OF NORTHWEST MISSISSIPPI, a Mississippi banking corporation, and that for and on behalf of the said corporation, and as its act and deed they executed the above and foregoing instrument, after first having been duly authorized by said corporation so to do.

GIVEN UNDER MY HAND, and official seal, this the 11th day of September, 1995.

Angela P. Davis
Notary Public



My Commission Expires: 8-18-99

STATE MS.-DESOTO CO.
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STATE OF MISSISSIPPI
COUNTY OF UNION

I, Larry Koon, Clerk of the Chancery Court of said County and State do hereby certify that the above and foregoing is a true and correct copy of an instrument of writing filed for record in this office on the 15 day of Sept, 1995 at 2:15 o'clock P M., and this day duly recorded in P.O.A. Book 2 Page 550.
Given under my hand and official seal this the 18 day of Sept, 1995.

Larry Koon, Chancery Clerk
By: Kathy Bivins D.C.

BK 70 PG 27
W.F. DAVIS CH. CLK.
By S Cleveland &

Major
I, Larry Egan, Clerk of the Chancery Court
County, Mississippi hereby certify that the above
is a true and correct copy of the original instrument
records in the office of the Chancery Clerk
County, Mississippi

Certified this 95

13 October 1955
Larry Egan, Clerk of the Chancery Court
Mississippi
D. McNeely