

RECORDATION REQUESTED BY:

Bank of the West
P.O. Box 61000
Truckee CA 96160-9010

STATE MS.-DESOTO CO.
FILED
DEC 29 12 55 PM '99

WHEN RECORDED MAIL TO:

Bank of the West
P.O. Box 61000
Truckee CA 96160-9010
Attn: Vera Bozinovich/Dept 36

(530)582-3890 (Work)
None (Home)

BK 84 PG 1
W.F. DAVIS CIV. CLK.

Loan Number 3600038292

ASSIGNMENT OF FIRST PRIORITY ASSIGNMENT OF LEASES AND RENTS

This ASSIGNMENT OF FIRST PRIORITY ASSIGNMENT OF LEASES AND RENTS is dated DECEMBER 3, 1999 between INSOUTH BANK (referred to as "Assignor" or "Beneficiary"), whose address is 6141 Walnut Grove Road and Bank of the West, a California Banking Corporation (referred to below as "Assignee"), whose address is P.O. Box 61000, Truckee CA 96160.

Said FIRST PRIORITY ASSIGNMENT OF LEASES AND RENTS was executed by SHIV-KRUPA, LLC, a Mississippi limited liability company whose address is 8945 Hamilton Road, Southaven, Mississippi 38671 as original Grantor/Trustor, for benefit of INSOUTH BANK, a State bank organized and existing under the laws of the State of Tennessee, the Lender/Beneficiary, and recorded on December 3, 1999, Series Number Book 83, Page 407, of Official Records of DeSoto County, State of Mississippi.

REAL PROPERTY DESCRIPTION: Legal description as per above referenced First Priority Assignment of Leases and Rents (see Exhibit "A" attached).

ASSIGNMENT OF FIRST PRIORITY ASSIGNMENT OF LEASES AND RENTS. For valuable consideration, Assignor hereby assigns and conveys to Assignee all of Assignor's right, title, and interest in and to the above described First Priority Assignment of Leases and Rents, together with all of Assignor's right, title and interest in and to the Promissory Note or Notes (or other credit agreements) secured by Deed of Trust.

IN WITNESS WHEREOF, ASSIGNOR HAS EXECUTED THIS ASSIGNMENT OF FIRST PRIORITY ASSIGNMENT OF LEASES AND RENTS ON THIS 6th DAY OF December, 1999.

ASSIGNOR: INSOUTH BANK

By: [Signature]
Its: SVP

STATE OF TENNESSEE
COUNTY OF SHELBY

On 12-6-99, before me, a notary public in and for said state, personally appeared THOMAS L. MOORE, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he or she executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Geoffrey M. Hirsch
Notary Public in and for said State



**EXHIBIT A
TO
ASSIGNMENT OF FIRST PRIORITY ASSIGNMENT OF LEASES AND RENTS**

BEING THE SOUTHAVEN PARTNERS, L.P. PROPERTY AS RECORDED IN BOOK 277, PAGE 631, ALSO KNOWN AS PART OF THE BEST WESTERN COMMERCIAL SUBDIVISION AS RECORDED IN PLAT BOOK 22, PAGE 21, SAID RECORDED INFORMATION BEING LOCATED AT THE CHANCERY CLERK'S OFFICE IN HERNANDO, DESOTO COUNTY, MISSISSIPPI, SAID PROPERTY BEING LOCATED IN SECTION 24, TOWNSHIP 1 SOUTH, RANGE 8 WEST, CITY OF SOUTHAVEN, DESOTO COUNTY MISSISSIPPI AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS, SITUATED IN THE NORTHEAST QUARTER:

BEGINNING AT A SET IRON PIN ON THE WEST LINE OF HAMILTON ROAD (60' R.O.W.), SAID PIN BEING 220.5' SOUTH OF THE SOUTH LINE OF STATE LINE ROAD (R.O.W. VARIES) 78.5' FROM CENTERLINE AS MEASURED ALONG SAID WEST LINE, SAID PIN ALSO BEING THE SOUTHEAST CORNER OF THE FRANCHISE REALTY INTERSTATE CORPORATION (BOOK 108, PAGE 567), SAID PIN ALSO BEING A POINT ON A CURVE; THENCE CONTINUING ALONG SAID WEST LINE AND ALONG A CURVE TO THE LEFT, HAVING A RADIUS OF 301.79 FEET AND AN ARC LENGTH OF 42.96 FEET (CHORD = S 15°47'24" E - 42.93 FEET) TO A SET IRON PIN, SAID PIN BEING THE NORTHEAST CORNER OF THE COLLIS FOODS, INC. PROPERTY (BOOK 171, PAGE 393); THENCE LEAVING SAID WEST LINE AND ALONG THE NORTH LINE OF SAID COLLIS FOODS, INC. PROPERTY, N 84°30'21" W A DISTANCE OF 233.07 FEET TO A SET P.K. NAIL; THENCE ALONG THE WEST LINE OF SAID COLLIS FOODS, INC. PROPERTY, S 06°57'20" W A DISTANCE OF 37.57 FEET TO A SET P.K. NAIL; THENCE S 36°30'18" E A DISTANCE OF 137.50 FEET TO A SET IRON PIN, SAID PIN BEING ON THE NORTH LINE OF THE R.L. STEPHERSON PROPERTY, SAID PIN ALSO BEING ON THE NORTH LINE OF A 150 FOOT WIDE TEXAS GAS TRANSMISSION EASEMENT (BOOK 37, PAGE 61, BOOK 37, PAGE 326, BOOK 46, PAGE 311 & BOOK 70, PAGE 623); THENCE LEAVING THE WEST LINE OF SAID COLLIS FOODS, INC. PROPERTY, AND ALONG THE NORTH LINE OF SAID STEPHERSON PROPERTY AND SAID GAS EASEMENT, S 56°43'00" W A DISTANCE OF 530.00 FEET TO A FOUND AXLE, SAID AXLE BEING THE NORTHWEST CORNER OF SAID STEPHERSON PROPERTY, SAID AXLE ALSO BEING ON THE EAST LINE OF INTERSTATE NO. 55; THENCE ALONG SAID EAST LINE, N 03°55'24" E A DISTANCE OF 147.88 FEET TO A FOUND RIGHT-OF-WAY MARKER; THENCE N 86°07'21" W A DISTANCE OF 59.95 FEET TO A FOUND RIGHT-OF-WAY MARKER; THENCE N 18°26'40" E A DISTANCE OF 161.33 FEET TO A SET IRON PIN, SAID PIN BEING THE SOUTHWEST CORNER OF THE THOMAS E. ROBERTSON, JR. (TRUSTEE) PROPERTY (BOOK 267, PAGE 626); THENCE LEAVING SAID EAST LINE AND ALONG THE SOUTH LINE OF SAID ROBERTSON PROPERTY, S 71°10'41" E A DISTANCE OF 87.90 FEET TO A SET IRON PIN; THENCE N 56°11'52" E A DISTANCE OF 297.76 FEET TO A SET IRON PIN; THENCE S 84°30'21" E A DISTANCE OF 3.53 FEET TO A SET IRON PIN; THENCE ALONG THE EAST LINE OF SAID ROBERTSON PROPERTY N 05°29'05" E A DISTANCE OF 40.00 FEET TO A SET IRON PIN, SAID PIN BEING ON THE SOUTH LINE OF THE SHELL OIL COMPANY PROPERTY (BOOK 59, PAGE 163); THENCE LEAVING SAID EAST LINE AND ALONG THE SOUTH LINE OF SAID SHELL OIL COMPANY PROPERTY AND ONTO THE SOUTH LINE OF SAID FRANCHISE REALTY INTERSTATE CORPORATION PROPERTY, S 84°30'21" E A DISTANCE OF 247.96 FEET TO THE POINT OF BEGINNING.

*Indexing Instructions:
N/E 1/4 of Section 24,
Township 1 South, Range 8
West, DeSoto County, MS.*