

Edward J. Ashton
Walston, Wells, Anderson & Bains, LLP
P.O. Box 830642
Birmingham, AL
35283-0642
(205) 250-9260

BOOK 0097 PAGE 0450
ASSIGNMENT OF DEED OF TRUST
AND
ASSIGNMENT OF RENTS AND LEASES

Returto:
SHAW & PORTEOUS, P.C.
6075 POPLAR AVENUE
SUITE 420
MEMPHIS, TN 38119
901-767-8000

BK 1655 PG 0323

For Value Received, ALMA GROUP, LLC, a limited liability company, organized and existing under the laws of the State of Nevada, whose address is 901 Northeast Loop 410, Suite 807, San Antonio, Texas 78209 (herein "Assignor") does hereby grant, sell, assign, transfer and convey, unto C S ASSETS, LLC, whose address is 901 Northeast Loop 410, Suite 807, San Antonio, Texas 78209 (herein "Assignee") the following:

(i) a certain Land Deed of Trust dated January 17, 1996, made and executed by Magnolia Square Partners, L.P. to and in favor of Leader Federal Bank for Savings upon the property situated in the City of Southaven, County of Desoto, State of Mississippi, more particularly described in EXHIBIT "A" attached hereto and made a part hereof, which Land Deed of Trust was recorded January 18, 1996, in Book, Volume, or Liber No. 805 at page 171, in the Office of the Chancery Clerk of Desoto County, Mississippi together with the note and obligations therein described and the money due and to become due thereon with interest, and all rights accrued or to accrue under such Deed of Trust; and

(ii) a certain Assignment of Rents and Leases dated January 17, 1996, made and executed by Magnolia Square Partners, L.P. to and in favor of Leader Federal Bank for Savings upon the following described property situated in the City of Southaven, County of Desoto, State of Mississippi, more particularly described in EXHIBIT "A" attached hereto and made a part hereof, which Assignment of Rents and Leases was recorded January 18, 1996, in Book, Volume, or Liber No. 70 at page 466, in the Office of the Chancery Clerk of Desoto County, Mississippi together with the note and obligations therein described and the money due and to become due thereon with interest, and all rights accrued or to accrue under such Assignment of Rents and Leases,

as such Land Deed of Trust and Assignment of Rents and Leases were assigned by Union Planters Bank, National Association, successor-in-interest to Leader Federal Bank for Savings, to Assignor by Absolute Assignment of Note, Deed of Trust and Collateral Documents dated October 30, 2002 and recorded in P Book 96, page 363 and Book 1592, page 331 in the Office of Chancery Clerk of Desoto County, Mississippi.

TO HAVE AND TO HOLD the same unto Assignee, its successors and assigns, forever, subject only to the terms and conditions of the above-described Land Deed of Trust and Assignment of Rents and Leases.

IN WITNESS WHEREOF, the undersigned Assignor has executed this Assignment of Deed of Trust and Assignment of Rents and Leases effective October 30, 2002.

STATE MS.-DESOTO CO.
FILED
FEB 10 1 24 PM '03

STATE MS.-DESOTO CO.
FILED
FEB 10 1 23 PM '03

BK 97 PG 450
W.E. DAVIS CH. CLK.

BK 1655 PG 323
W.E. DAVIS CH. CLK.

BK 1655 Pg 0324

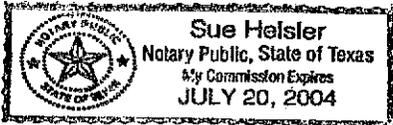
ALMA GROUP, LLC

By: *John C. Mosher*
John C. Mosher, Manager

STATE OF TEXAS
COUNTY OF BEXAR

PERSONALLY appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named John C. Mosher, known to me and duly identified before me, who acknowledged to me that he is the Manager of Alma Group, LLC, a Nevada limited liability company, and that for and on behalf of said company, and as its act and deed, he signed and delivered the foregoing instrument as of the day and year therein mentioned, he having been first duly authorized so to do by said company.

WITNESS my hand and official seal, this the 29 day of January 2003.



Sue Heisler
Notary Public

My Commission expires:

7/20/04

**EXHIBIT A
TO
ASSIGNMENT OF DEED OF TRUST
AND
ASSIGNMENT OF RENTS AND LEASES**

(Description of Real Estate)

Lot 1, First Revision, Magnolia Square Commercial Subdivision, in Sections 14 and 15, Township 1 South, Range 8 West, City of Southaven, DeSoto County, Mississippi, as shown by plat appearing of record in Plat Book 28, page 5, in the Office of the Chancery Clerk of DeSoto County, Mississippi.

Being also described as:

LEGAL DESCRIPTION OF A 9.4580, MORE OR LESS, ACRE TRACT OF LAND LOCATED IN THE SOUTHEAST QUARTER OF THE SOUTHEAST QUARTER OF SECTION 15, TOWNSHIP 1 SOUTH, RANGE 8 WEST AND THE SOUTHWEST QUARTER OF THE SOUTHWEST QUARTER OF SECTION 14, TOWNSHIP 1 SOUTH, RANGE 8 WEST AND IS FURTHER DESCRIBED AS FOLLOWS:

BEGINNING AT AN IRON PIN FOUND BEING LOCATED 4800.58 FEET EAST AND 53.00 FEET NORTH OF THE SOUTHWEST QUARTER OF SECTION 15, TOWNSHIP 1 SOUTH, RANGE 8 WEST; THENCE NORTH 85 DEGREES 40 MINUTES 00 SECONDS EAST ALONG THE NORTH RIGHT OF WAY OF STATELINE ROAD (106 FEET WIDE) A DISTANCE OF 464.66 FEET TO A IRON PIN FOUND; THENCE NORTH 04 DEGREES 20 MINUTES 00 SECONDS WEST A DISTANCE OF 231.87 FEET TO A PK NAIL FOUND; THENCE NORTH 85 DEGREES 40 MINUTES 00 SECONDS EAST A DISTANCE OF 323.86 FEET TO A PK NAIL FOUND; THENCE NORTH 39 DEGREES 11 MINUTES 53 SECONDS WEST A DISTANCE OF 75.96 FEET TO A COTTON PICKER SPINDLE FOUND; THENCE NORTH 50 DEGREES 46 MINUTES 11 SECONDS EAST A DISTANCE OF 199.93 FEET TO A IRON PIN FOUND ON THE EAST RIGHT OF WAY OF U.S. HIGHWAY 51 (100 FEET WIDE); THENCE NORTH 39 DEGREES 14 MINUTES 37 SECONDS WEST ALONG SAID RIGHT OF WAY A DISTANCE OF 50.00 FEET TO A IRON PIN FOUND; THENCE SOUTH 50 DEGREES 45 MINUTES 20 SECONDS WEST A DISTANCE OF 200.00 FEET TO A PK NAIL FOUND; THENCE NORTH 39 DEGREES 14 MINUTES 37 SECONDS WEST A DISTANCE OF 245.33 FEET TO A IRON PIN FOUND; THENCE NORTH 04 DEGREES 09 MINUTES 00 SECONDS WEST A DISTANCE OF 146.70 FEET TO A IRON PIN FOUND; THENCE SOUTH 85 DEGREES 51 MINUTES 00 SECONDS WEST A DISTANCE OF 580.85 FEET TO A IRON PIN FOUND; THENCE SOUTH 04 DEGREES 41 MINUTES 43 SECONDS EAST A DISTANCE OF 684.86 FEET TO THE POINT OF BEGINNING CONTAINING 9.4508, MORE OR LESS, ACRES (411,676 MORE OR LESS SQUARE FEET) OF LAND.

BK 1655 PG 0325