

WAIVER OF PRIORITY

THIS INDENTURE made and entered into on this 6 day of March, 1996,

WITNESSETH:

WHEREAS, a trust deed, hereinafter referred to as "the first mentioned trust deed" was executed to James M. King, Trustee, securing a certain indebtedness to Boatmen's Bank of Tennessee therein described which Trust Deed is recorded in Book 590, Page 565 in the Office of the Chancery Clerk of DeSoto County, Mississippi; and

WHEREAS, a trust deed has now been executed by Ronald R. Griffin and Wife, Carrie A. Griffin, which is hereinafter referred to as "the second mentioned trust deed", dated March 12, 1996 to Joel P. Walker, Trustee, to secure a principle indebtedness of \$60,400.00 to Dixie Greyhound Federal Credit Union in Book 815, Page 391, in the Office of the Chancery Court of DeSoto County, Mississippi; and

WHEREAS, it is intended by this instrument to waive the priority of the lien of the first mentioned trust deed in favor of that of the second mentioned trust deed in favor of that of the second mentioned trust deed;

NOW THEREFORE, in consideration of the premises and of the sum of One Dollar (\$1.00) in hand paid to Boatmen's Bank of Tennessee, the receipt of which is hereby acknowledged, Boatmen's Bank of Tennessee jointly and severally waives the priority of the lien of that trust deed and agrees that the same shall be insubordinate to the lien of the second mentioned trust deed, Dixie Greyhound Federal Credit Union; and

The forenamed Trustee, James M. King, under the first mentioned deed of trust, quitclaims and conveys so much of the property described in the first mentioned trust deed as is also described in the second mentioned trust deed to the Trustee therein

named as maybe necessary to effectuate the purposes of this instrument, but no further, and Boatmen's Bank of Tennessee joins herein for the purpose of declaring that it is the holder of all the indebtedness secured by said first mentioned trust deed, and that none of it is pledged or hypothecated in anyway whatsoever and that no one else has any ownership of or interest in said indebtedness, and of making manifest the fact that it has for the consideration herein expressed, directed the Trustee in the first mentioned deed of trust to execute this instrument.

EXECUTED on the day and year first above mentioned.

BOATMEN'S BANK OF TENNESSEE

STATE MS.-DESO TO CO.
FILED

MAR 21 11 42 AM '96

By: James M King Trustee
James M. King, Trustee

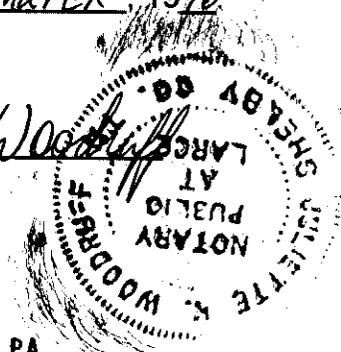
BK 817 PG 111
W.F. DAVIS CH. CLK.

STATE OF TENNESSEE
COUNTY OF SHELBY

Personally appeared before me, the undersigned authority in and for the said County and State, within my jurisdiction, the within named JAMES M. KING who acknowledged being Trustee of Boatmen's Bank of Tennessee, a Tennessee corporation, and for and on behalf of the said corporation and as its act and deed signing, sealing and delivering the above and foregoing Waiver of Priority for the purposes mentioned on the day and year therein mentioned, after first having been duly authorized by said corporation so to do.

GIVEN under my hand and official seal this the 15th day of March, 1996

Juliette K. Woodruff
Notary Public



My Commission Expires:
MY COMMISSION EXPIRES OCT. 26, 1999

PREPARED BY:
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