

THIS INSTRUMENT PREPARED BY:
 MICHAEL G. RAMSEY
 BAKER, DONELSON, BEARMAN & CALDWELL
 165 MADISON AVENUE, SUITE 2000
 MEMPHIS, TENNESSEE 38103
 901-526-2000

ASSIGNMENT OF AGREEMENT AND DEED OF TRUST

KNOW ALL PERSONS BY THESE PRESENTS, that **DOUBLE A OIL COMPANY, LLC**, a Tennessee limited liability company, whose address is 8111 Walnut Grove Road, Memphis, Tennessee 38018 (hereinafter called the "Assignor"), for good and valuable consideration to it paid by **RIVER OIL COMPANY**, a Tennessee corporation, whose address is 2750 Mt. Moriah Parkway, Memphis, Tennessee 38115-2063 (hereinafter called the "Assignee"), does hereby assign, transfer and set over unto the said Assignee all of its right, title and interest in and to that certain letter agreement dated August 6, 1991 between Assignee and Kevin Mansfield, Traci Jo Mansfield d/b/a Handy Way Market, that certain Consignment Agreement dated August 29, 1991 between Assignee and Kevin Mansfield, d/b/a Handy Way, and that certain Deed of Trust dated August 29, 1991, executed by Kevin Mansfield and wife, Traci Jo Mansfield, unto James E. Buchanan, Trustee, for the benefit of the Assignee and recorded in Book 552, Page 742 in the real estate records of the Chancery Court Clerk of DeSoto County, Mississippi, the Assigned Agreement and the Assigned Deed of Trust having been previously transferred from Assignee to Assignor.

TO HAVE AND TO HOLD the same unto the Assignee, its heirs, representatives and assigns forever.

EXECUTED this 29th day of March, 1996.

DOUBLE A OIL COMPANY, LLC,
 a Tennessee limited liability company

Donald W. Arbell

By: _____

Title: Secy

Donald W. Arbell

chid man.

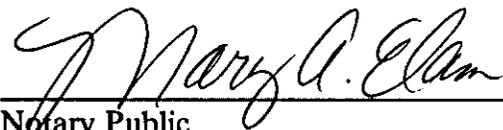
STATE MS. - DESOTO CO.
 FILED
 APR 10 1 54 PM '96

BK 821 PG 605
 W.E. DAVIS CH. CLK.

STATE OF TENNESSEE
COUNTY OF SHELBY

Before me, Mary A. Elam, a Notary Public in and for said State and County aforesaid, duly commissioned and qualified, personally appeared **Gerald W. Alexander and David W. Asbell**, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged themselves to be the Secretary and Chief Manager of **DOUBLE A OIL COMPANY, LLC**, the within-named bargainor, a Tennessee Limited Liability Company, and that they, as such Secretary and Chief Manager, being duly authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the Limited Liability Company by themselves as such Secretary and Chief Manager.

WITNESS my hand and seal at office on this the 29th day of March, 1996.



Notary Public

My Commission Expires:

My Commission Expires January 25, 2000