

STATE MS.-DESOTO CO.  
FILED

APR 18 1 12 PM '96

BK 823 PG 233  
W.E. DAVIS CH. CLK.

This instrument prepared by  
and return to:  
HARKAVY, SHAINBERG, KOSTEN & PINSTEIN, P.A.  
530 Oak Court Drive, Suite 350  
Memphis, Tennessee 38117  
901-761-1263

## FIRST MODIFICATION TO DEED OF TRUST

THIS AGREEMENT, made and entered into as of the 15th day of March, 1996, by and between NORTH GOODMAN INVESTMENT COMPANY, a Tennessee General Partnership composed of Robert M. Rogers, James L. Fri, Jr., Ellida S. Fri, Richard L. Jacobs and River Oil Company Profit Sharing Plan and Trust, hereinafter referred to as "first party", RAYMOND M. SHAINBERG and RONALD M. HARKAVY, TRUSTEES, hereinafter referred to as "second party" and NATIONSBANK OF TENNESSEE, N.A., hereinafter referred to as "third party";

### WITNESSETH:

WHEREAS, first party has heretofore executed and delivered to third party a Promissory Note ("Note"), dated as of March 15, 1994, in the original principal sum of \$2,487,258.89, payable to the order of third party maturing on March 15, 1996.

WHEREAS, first party has heretofore executed and delivered to third party a Deed of Trust dated as of March 15, 1994, in favor of second party for the benefit of third party, securing the Note described above, and filed for record on May 9, 1994, and recorded in Book 705, page 237, in the Chancery Clerk's Office of DeSoto County, Mississippi, constituting a first lien on the premises more particularly described therein.

WHEREAS, first party has heretofore executed and delivered to third party a Modification and Extension Agreement dated April 1, 1995, in which certain terms of the Note were modified therein.

WHEREAS, on this date, first party is the owner of the fee simple of the mortgaged premises referred to above and acknowledges that the said Deed of Trust is a valid and subsisting first lien on the mortgaged premises described therein.

WHEREAS, the parties hereto now desire to modify said Deed of Trust so as to extend the maturity date.

NOW, THEREFORE, in consideration of the debts and trusts aforesaid and of the sum of \$1.00 and other good and valuable considerations, each to the other in hand paid, receipt whereof is hereby acknowledged, it is hereby mutually covenanted and agreed that said Deed of Trust shall be modified as follows:

1. The maturity date as shown in said Deed of Trust shall be hereby deleted and the following substituted therefor:

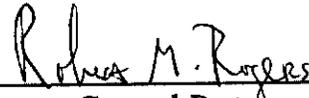
"March 15, 1997."

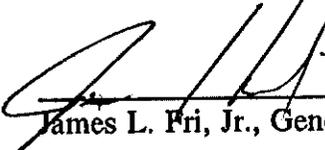
2. Nothing contained herein shall adversely affect or invalidate the security now held by third party, nor impair nor release any covenant, condition or agreement in said Deed of Trust which, except as modified by this Agreement shall continue in full force and effect in accordance with its original terms.

3. The agreements herein shall bind, and the benefits hereof shall inure to, the respective successors and assigns of the parties hereto.

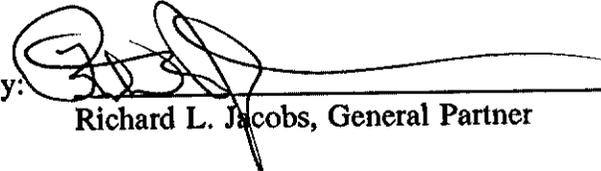
IN WITNESS WHEREOF, the parties have executed this instrument as of the 15th day of March, 1996.

NORTH GOODMAN INVESTMENT COMPANY,  
a Tennessee General Partnership

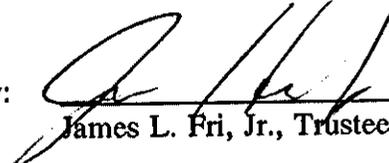
By:   
Robert M. Rogers, General Partner

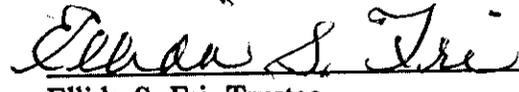
By:   
James L. Fri, Jr., General Partner

By:   
Ellida S. Fri, General Partner

By:   
Richard L. Jacobs, General Partner

By: RIVER OIL COMPANY PROFIT SHARING  
PLAN AND TRUST, General Partner

By:   
James L. Fri, Jr., Trustee

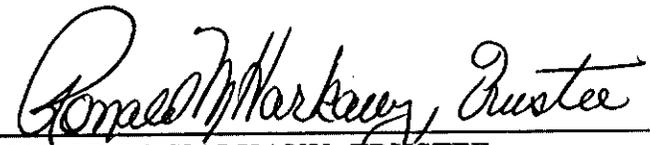
By:   
Ellida S. Fri, Trustee

By:   
Richard L. Jacobs, Trustee

NATIONSBANK OF TENNESSEE, N.A.

By: 

  
RAYMOND M. SHAINBERG, TRUSTEE

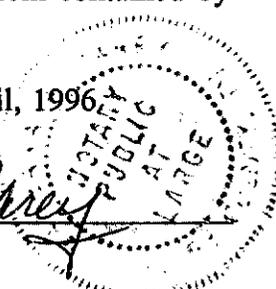
  
RONALD M. HARKAVY, TRUSTEE

STATE OF Tennessee  
COUNTY OF Shelby

Before me, the undersigned Notary Public in and for the State and County aforesaid, personally appeared ROBERT M. ROGERS, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be one of the General Partners of NORTH GOODMAN INVESTMENT COMPANY, the within named bargainor, a Tennessee General Partnership, and that he as such General Partner, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the said partnership by himself as such General Partner.

WITNESS my hand and official seal at office this 8<sup>th</sup> day of April, 1996.

Barbara A. Carey  
Notary Public



My commission expires:  
My Commission Expires April 18, 1998

STATE OF Tennessee  
COUNTY OF Shelby

Before me, the undersigned Notary Public in and for the State and County aforesaid, personally appeared JAMES L. FRI, JR., with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be one of the General Partners of NORTH GOODMAN INVESTMENT COMPANY, the within named bargainor, a Tennessee General Partnership, and that he as such General Partner, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the said partnership by himself as such General Partner.

WITNESS my hand and official seal at office this 8<sup>th</sup> day of April, 1996.

Barbara A. Carey  
Notary Public



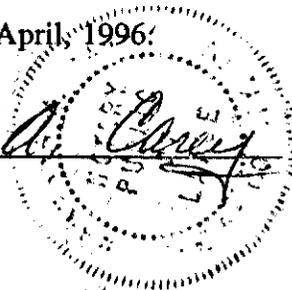
My commission expires:  
My Commission Expires April 18, 1998

STATE OF Tennessee  
COUNTY OF Shelby

Before me, the undersigned Notary Public in and for the State and County aforesaid, personally appeared ELLIDA S. FRI, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged herself to be one of the General Partners of NORTH GOODMAN INVESTMENT COMPANY, the within named bargainor, a Tennessee General Partnership, and that she as such General Partner, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the said partnership by herself as such General Partner.

WITNESS my hand and official seal at office this 8<sup>th</sup> day of April, 1996.

Barbara A. Carey  
Notary Public



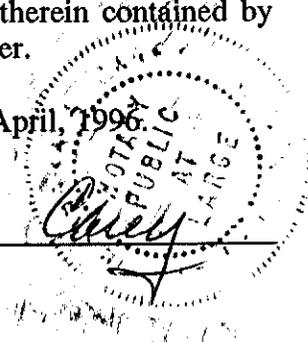
My commission expires:  
My Commission Expires April 18, 1998

STATE OF Tennessee  
COUNTY OF Shelby

Before me, the undersigned Notary Public in and for the State and County aforesaid, personally appeared RICHARD L. JACOBS, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be one of the General Partners of NORTH GOODMAN INVESTMENT COMPANY, the within named bargainor, a Tennessee General Partnership, and that he as such General Partner, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the said partnership by himself as such General Partner.

WITNESS my hand and official seal at office this 8<sup>th</sup> day of April, 1996

Barbara A. Carey  
Notary Public



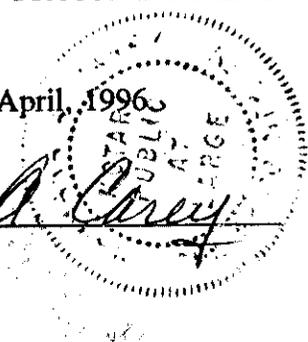
My commission expires:  
My Commission Expires April 18, 1998

STATE OF Tennessee  
COUNTY OF Shelby

Before me, the undersigned Notary Public in and for the State and County aforesaid, personally appeared JAMES L. FRI, JR, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be one of the Trustees of RIVER OIL COMPANY PROFIT SHARING PLAN AND TRUST, one of the General Partners of NORTH GOODMAN INVESTMENT COMPANY, the within named bargainor, a Tennessee General Partnership, and that he as such Trustee of said General Partner, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the said partnership by RIVER OIL COMPANY PROFIT SHARING PLAN AND TRUST as General Partner, by himself as such Trustee.

WITNESS my hand and official seal at office this 8<sup>th</sup> day of April, 1996

Barbara A. Carey  
Notary Public



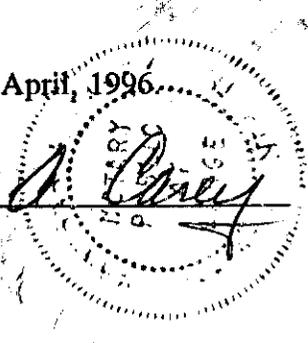
My commission expires:  
My Commission Expires April 18, 1998

STATE OF Tennessee  
COUNTY OF Shelby

Before me, the undersigned Notary Public in and for the State and County aforesaid, personally appeared ELLIDA S. FRI, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged herself to be one of the Trustees of RIVER OIL COMPANY PROFIT SHARING PLAN AND TRUST, one of the General Partners of NORTH GOODMAN INVESTMENT COMPANY, the within named bargainor, a Tennessee General Partnership, and that she as such Trustee of said General Partner, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the said partnership by RIVER OIL COMPANY PROFIT SHARING PLAN AND TRUST as General Partner, by herself as such Trustee.

WITNESS my hand and official seal at office this 8<sup>th</sup> day of April, 1996

Barbara A. Carey  
Notary Public



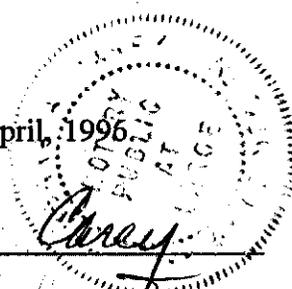
My commission expires:  
My Commission Expires April 18, 1998

STATE OF Tennessee  
COUNTY OF Shelby

Before me, the undersigned Notary Public in and for the State and County aforesaid, personally appeared RICHARD L. JACOBS, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be one of the Trustees of RIVER OIL COMPANY PROFIT SHARING PLAN AND TRUST, one of the General Partners of NORTH GOODMAN INVESTMENT COMPANY, the within named bargainor, a Tennessee General Partnership, and that he as such Trustee of said General Partner, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the said partnership by RIVER OIL COMPANY PROFIT SHARING PLAN AND TRUST as General Partner, by himself as such Trustee.

WITNESS my hand and official seal at office this 8th day of April, 1996

Barbara A. Carey  
Notary Public



My commission expires:  
My Commission Expires April 18, 1998

STATE OF TENNESSEE  
COUNTY OF SHELBY

Before me, the undersigned Notary Public of the State and County aforesaid, personally appeared Lee K. Zoller, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the Asst. Vice President (or other officer authorized to execute the instrument) of NATIONSBANK OF TENNESSEE, N.A., the within named bargainor, a National Banking Association, and that he as such Asst. Vice President, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the National Banking Association by himself as such Asst. Vice President.

WITNESS my hand and official seal at office this 16th day of April, 1996.

Mary Powers  
Notary Public

My commission expires:  

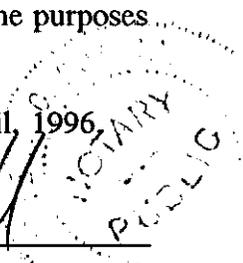
MARY POWERS NOTARY PUBLIC AT LARGE SHELBY COUNTY, TENNESSEE My Commission Expires Nov. 24, 1997
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STATE OF TENNESSEE  
COUNTY OF SHELBY

Personally appeared before me, a Notary Public in and for said State and County, RAYMOND M. SHAINBERG and RONALD M. HARKAVY, TRUSTEES, the within named bargainors, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that they executed the foregoing instrument for the purposes therein contained as their free act and deed.

WITNESS my hand and notarial seal at office this 16th day of April, 1996

John C. [Signature]  
Notary Public



My commission expires:  
12-1-96