

Prepared by Beneficiary:
Commercial Credit
of Mississippi, Inc.
8999 Highway 51 N
Southaven, MS 38671
(601)393-6640

BOOK 876 PAGE 293
STATE MS. - DESOTO CO.
DEC 18 4 04 PM '96

AGREEMENT

BK 876 PG 293
W.E. DAVIS CH. CLK.

IN CONSIDERATION of a loan granted to the undersigned by Commercial _____ Credit Corporation _____ dated _____ 12/16/1996 _____, the undersigned agree not to make any claim for any future advances under and pursuant to the terms of the Future Advance Clause of the first mortgage encumbering the real property owned by the undersigned and more formally described in EXHIBIT "A" attached hereto and made a part hereof, said mortgage being from _____ Walter L. Whaley, Jr & Wife, Shiela M Whaley _____ to _____ Lumberman's Investment Corporation _____ dated _____ 2/26/1987 _____ and recorded _____ 3/4/1987 _____ in Official Record Book _____ 393 _____, Page _____ 446 _____, of the Public Records of _____ Desoto _____ County, _____ Mississippi _____. Said mortgage was subsequently assigned to _____ in Book _____, Page _____, and was subsequently assumed by _____ on _____.

Furthermore we, the undersigned, hereby specifically waive any right to secure funds pursuant to such future advance clause for so long a period of time as the _____ Commercial Credit Corporation _____ and/or assignee(s) shall retain an interest in the mortgage bearing this date executed by the undersigned to the said _____ Commercial Credit Corporation _____ of _____ DeSoto _____ County.

This Agreement also provides that the acceptance of a future advance under the first mortgage will constitute a default under the second mortgage and that the second mortgage, on such default, is entitled to all of the rights and remedies available to him in the event of a default as set forth in said mortgage.

DATED This 16th Day of December, 1996.

WITNESSES

Walter L. Whaley Jr.
Shiela M. Whaley

STATE OF Mississippi

COUNTY OF Desoto

I HEREBY CERTIFY that on this day before me, a notary public duly authorized to take acknowledgements, personally appeared Walter L Whaley Jr & Shiela M Whaley, to me known to be the persons described herein and who executed the foregoing instrument and acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this December 16, 1996.

My Commission Expires:

MY COMMISSION EXPIRES APR. 9, 2000

Angela M. D...
NOTARY PUBLIC

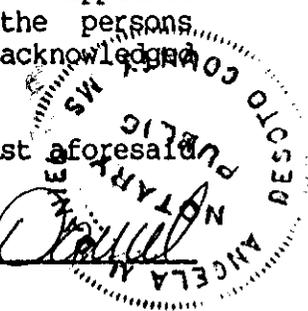


Exhibit A

INDEXING INSTRUCTIONS

INDEXING INSTRUCTIONS: LOT 1119, SECTION A, SOUTHAVEN WEST SUBDIVISION
SECTION 23, TOWNSHIP 1 SOUTH, RANGE 8 WEST

Begin legal description here.

LEGAL DESCRIPTION: LOT 1119, SECTION A, SOUTHAVEN WEST SUBDIVISION, IN
SECTION 23, TOWNSHIP 1 SOUTH, RANGE 8 WEST, DESOTO COUNTY, MISSISSIPPI
AS PER PLAT THEREOF RECORDED IN PLAT BOOK 2, PAGE 43-45, IN THE OFFICE
OF THE CHANCERY CLERK OF DESOTO COUNTY, MISSISSIPPI.