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BOOK 879 PAGE 411

Prepared by: PARED BY:
DEPOSIT GUARANTY NATIONAL BANK

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BY: Tracey Statler

BK 879 PG 411
W.E. DAVIS CH. CLK.

MODIFICATION OF DEED OF TRUST

WHEREAS, R & W Developers, LLC

executed a Deed of Trust to DEPOSIT GUARANTY NATIONAL BANK as beneficiary ("Beneficiary") dated Nov. 20, 1995, which Deed of Trust is recorded in Book 796 at Page 776 in the land records in the office of the Chancery Clerk of DeSoto County, Mississippi, which Deed of Trust secures the indebtedness, as described therein, of R & W Developers, LLC

("Borrower") to Beneficiary, which indebtedness is evidenced by one or more promissory notes or renewal(s) thereof, and

WHEREAS, Borrower has requested a modification of the terms of said loan and Beneficiary has agreed to the terms of said loan modification; and

WHEREAS, the undersigned desire to restate the modified terms of said loan and Deed of Trust so that there shall be no misunderstanding of the matter, and to authorize and request the Chancery Clerk of the aforesaid county to note on the record of said Deed of Trust the recordation of this Modification of Deed of Trust; and

WHEREAS, Borrower has executed a modified promissory note (the "Modified Note") dated Dec. 10, 1996 in the principal sum of \$975,000.00, bearing interest at the fixed variable rate as specified therein, with the unpaid balance of principal and accrued interest, if not sooner paid, being due and payable in full on the 20th day of May 1998;

NOW, THEREFORE, in consideration of the premises, the undersigned hereby amend said Deed of Trust as follows:

1. The Deed of Trust is hereby amended according to the terms of the above referenced Modified Note.
2. Except as expressly modified pursuant to the terms hereof, the Deed of Trust, the terms of which are hereby expressly incorporated herein by reference, shall remain in full force and effect as originally executed.
3. This Modification of Deed of Trust is intended to be a modification only of the Deed of Trust and not a discharge or novation of the Deed of Trust or the indebtedness secured thereby, and this Modification of Deed of Trust is not intended to, in any manner, impair the lien or affect the validity or priority of the Deed of Trust.

WITNESS the signatures of the parties this 10th day of Dec. 1996.

DEPOSIT GUARANTY NATIONAL BANK

BY: [Signature]
ITS Comm. Loan Off.

[Signature]
Robert M. Williams, Jr., Member

[Signature]
Jon A. Reeves, Member

BANK ACKNOWLEDGMENT

STATE OF MISSISSIPPI
COUNTY OF DeSoto

Personally appeared before me, the undersigned authority in and for the said county and state, on this 10th day of December, 1996, within my jurisdiction, the within named Britin H. Boatright, who acknowledged that He is Commercial Loan Officer of Deposit Guaranty National Bank, a national banking association, and that for and on behalf of the said association and as its act and deed He executed the above and foregoing instrument, after first been duly authorized by said association so to do.

Tracey M. Statler
Notary Public
Tracey M. Statler

My Commission Expires: 5/9/99



STATE OF MISSISSIPPI
COUNTY OF _____

Personally appeared before me, the undersigned authority in and for the said county and state, on this _____ day of _____, 19____, within my jurisdiction, the within named _____, who acknowledged that _____ executed the above and foregoing instrument. (he, she, they)

My Commission Expires: _____

Notary Public

CORPORATE/PARTNERSHIP/LIMITED LIABILITY CO. ACKNOWLEDGMENT
(one signer)

STATE OF MISSISSIPPI
COUNTY OF _____

Personally appeared before me, the undersigned authority in and for the said county and state, on this _____ day of _____, 19____, within my jurisdiction, the within named _____, who acknowledged that _____ is _____ of _____, a _____, and that for and on behalf of the said _____, and as its act and deed _____ executed the above and foregoing instrument, after first having been duly authorized by said _____ to do.

My Commission Expires: _____

Notary Public

CORPORATE/PARTNERSHIP/LIMITED LIABILITY CO. ACKNOWLEDGMENT
(multi-signers)

STATE OF MISSISSIPPI
COUNTY OF DESOTO

Personally appeared before me, the undersigned authority in and for the said county and state, on this 10th day of December, 1996, within my jurisdiction, the within named Robert M. Williams, Jr. and Jon A. Reeves, who acknowledged that they are members respectively, of R & W Developers, LLC, a Mississippi Limited Liability Company and that for and on behalf of the said R & W Developers, LLC executed the above and foregoing instrument, after first having been duly authorized by said R & W Developers, LLC so to do.

My Commission Expires: _____

MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES NOV. 28, 2000
BONDED THROUGH STATE NOTARY SERVICE

Barbara
Notary Public

