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9/18/08 10:57:04  
BK 2,947 PG 699  
DESOTO COUNTY, MS  
W.E. DAVIS, CH CLERK

Marginal Notation: Book 1876, Page 676

ASSIGNMENT OF DEED OF TRUST

THIS ASSIGNMENT OF DEED OF TRUST is entered into by and between REGIONS BANK, an Alabama banking corporation ("Assignor"), and NRV-RW1, LLC, a Delaware limited liability company ("Assignee"), to be effective as of September 16, 2008.

WITNESSETH:

WHEREAS, Assignor and Assignee are parties to that certain Assignment of even date herewith whereby Assignor has transferred, assigned and conveyed all of Assignor's right, title and interest in and to certain assets (the "Assets"), as described therein and upon the terms therein stated; and

WHEREAS, the Assets include, among other things, that certain Master Note for Business and Commercial Loans (the "Note") dated November 19, 2003 in the principal amount of \$1,437,500.00 of which Reeves-Williams, L.L.C. is the maker, and Assignor is the payee, as successor in interest to AmSouth Bank; and

WHEREAS, as of the date hereof there is currently outstanding under the Note \$1,265,000.00 of principal plus accrued interest; and

WHEREAS, Assignor, as successor in interest to AmSouth Bank, is the beneficiary under that certain Deed of Trust granted by Reeves-Williams, L.L.C. dated November 19, 2003, and recorded in the Desoto County, Mississippi land records at Book 1876, Page 676 on November 24, 2003 (the "Deed of Trust"), which Deed of Trust secures the Note.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Assignor hereby sells, assigns, delivers, transfers and conveys to Assignee, and its successors and assigns, all of its right, title and interest under the Deed of Trust, together with all right, title and interest of Assignor in all obligations which are secured by the Deed of Trust, including the Note.
2. This Assignment of Deed of Trust shall be governed by the laws of the State of Mississippi.
3. Except as set forth herein and in that certain Sale and Assignment Agreement dated August 22, 2008 between the parties, this assignment is made without recourse to, or any representation or warranty by, Assignor in any event whatsoever.

*(Signatures on following pages)*

IN WITNESS WHEREOF, Assignor has executed this Assignment of Deed of Trust to be effective as of the day first above written although actually executed on the dates set forth in the acknowledgements.

ASSIGNOR:

REGIONS BANK, an Alabama banking corporation

By: *William P. Carroll*

Title: Senior Vice President

STATE OF ALABAMA                    )  
COUNTY OF JEFFERSON            )

Personally appeared before me, the undersigned authority in and for the said county and state, on this 11<sup>th</sup> day of September, 2008, within my jurisdiction, the within named William P. Carroll, who acknowledged to me that he is Senior Vice President of Regions Bank, an Alabama banking corporation, and that for and on behalf of Regions Bank, and as the act and deed of Regions Bank, he executed the above and foregoing instrument, after first having been duly authorized by Regions Bank so to do.

*Derma Ann Sanders*  
Notary Public

NOTARY PUBLIC STATE OF ALABAMA AT LARGE  
MY COMMISSION EXPIRES: Oct 8, 2009  
BONDED THRU NOTARY PUBLIC UNDERWRITERS

My Commission Expires: \_\_\_\_\_



IN WITNESS WHEREOF, Assignee has executed this Assignment of Deed of Trust to be effective as of the day first above written although actually executed on the dates set forth in the acknowledgements.

ASSIGNEE:

NRV-RW1, LLC, a Delaware limited liability company

By: NRV Management, LLC, a Tennessee limited liability company, its Manager

Phillip R. Noonan  
Phillip R. Noonan, Vice President

STATE OF TN )  
COUNTY OF Shelby )

Personally appeared before me, the undersigned authority in and for the said county and state, on this 15<sup>th</sup> day of September, 2008, within my jurisdiction, the within named Phillip R. Noonan, who acknowledged to me that he is Vice President of NRV Management, LLC, a Tennessee limited liability company, which is the Manager of NRV-RW1, LLC, a Delaware limited liability company, and that for and on behalf of NRV Management, LLC, as Manager of NRV-RW1, LLC, and as the act and deed of NRV Management, LLC, as Manager of NRV-RW1, LLC, he executed the above and foregoing instrument, after first having been duly authorized by NRV Management, LLC and NRV-RW1, LLC so to do.

Geoffrey M. Husey  
Notary Public

My Commission Expires: \_\_\_\_\_

