

THIS INSTRUMENT PREPARED BY AND RETURN TO:  
Eric L. Sappenfield, PLLC MS Bar #6468  
6858 Swinnea Road, 5 Rutland Place  
Southaven, MS 38671  
662-349-3436 File #11799.6

INDEXING INSTRUCTIONS:  
SE & SW 1/4 of S31 T1S R7W,  
DeSoto County, MS

CONSENT

This Consent is hereby entered into by Cypress Realty Holdings Company-Southaven I, LLC (hereinafter referred to as "Cypress Realty"), a Mississippi limited liability company, on this the 31 day of January, 2011:

WHEREAS, Cypress Realty entered into a Right of First Refusal Agreement with JBW, LLC, a Mississippi limited liability company, dated May 1, 2006, recorded in PA Book 114, Page 1, in the Office of the Chancery Clerk of DeSoto County, Mississippi;

WHEREAS, JBW, LLC executed a certain Deed of Trust unto BankPlus (hereinafter referred to as "Lender") dated May 31, 2006 in the original amount of \$4,239,070.00 and recorded in Book 2489, Page 677, in the Office of the Chancery Clerk of DeSoto County, Mississippi;

WHEREAS, JBW, LLC executed a certain Deed of Trust unto BankPlus (hereinafter referred to as "Lender") dated June 11, 2008 in the amount of \$100,000.00 and recorded in Book 2927, Page 18, in the Office of the Chancery Clerk of DeSoto County, Mississippi;

WHEREAS, JBW, LLC executed a certain Deed of Trust dated in favor of BankPlus dated June 2, 2010 in the amount of \$3,991,496.00 and recorded in Book 3196, Page ~~111~~<sup>311</sup> in the Office of the Chancery Clerk of DeSoto County, Mississippi. Said Deed of Trust is an extension and renewal of that certain Deed of Trust filed for record in Book 2489, Page 677, in the Office of the Chancery Clerk of DeSoto County, Mississippi;

WHEREAS, JBW, LLC is desirous of modifying, renewing, and extending said Deed of Trusts in the

 2

amount of \$5,996,250.00 in favor of BankPlus;

WHEREBY, Cypress Realty Holdings Company-Southaven I, LLC hereby grants its consent to Deeds of Trust recorded in Book 2489, Page 677, Book 2927, Page 18, Book ~~2489~~<sup>3196</sup> Page ~~677~~<sup>311</sup> and to execution of the new Deed of Trust in favor Lender in the amount of \$5,996,250.00.

NOW THEREFORE IN CONSIDERATION OF THE AFORESAID AND OTHER GOOD AND VALUABLE CONSIDERATION which is hereby acknowledged,

Cypress Realty Holdings Company-Southaven I, LLC, a Mississippi limited liability company, hereby grants its consent to the Deed of Trust(s) executed by JBW, LLC unto BankPlus recorded in Book 2489, Page 677, Book 2927, Page 18, Book ~~2489~~<sup>3196</sup> Page ~~677~~<sup>311</sup> and the proposed Deed of Trust in favor of BankPlus in the amount of \$5,996,250.00.

Cypress Realty Holdings Company-Southaven I, LLC  
By: [Signature]  
Price D. Ford, Sr. Chief Manager

STATE OF TENNESSEE  
COUNTY OF SHELBY

PERSONALLY appeared before me, the undersigned authority in and for the said county and state, on this the 21<sup>st</sup> day of January, 2011, within my jurisdiction, the within named Price D. Ford, Sr., who a acknowledged that he is Chief Manager of Cypress Realty Holdings Company-Southaven I, LLC, a Mississippi Limited Liability Company, and that for and on behalf of said limited liability company, and as its act and deed, he executed the above and foregoing instrument, after first having been duly authorized by said limited liability company so to do.

[Signature]  
NOTARY PUBLIC  
OF  
TENNESSEE  
NOTARY  
PUBLIC  
SHELBY COUNTY

My Commission Expires:  
8-20-11

[Signature]