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DESOTO COUNTY, MS
W.E. DAVIS, CH CLERK

Prepared by:
Michael A. King, Esq.
Trustmark National Bank
P. O. Box 291
Jackson, MS 39205-0291
(601) 208-5089
MSB#3799

Return to:
Michael A. King, Esq.
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Jackson, MS 39205-0291
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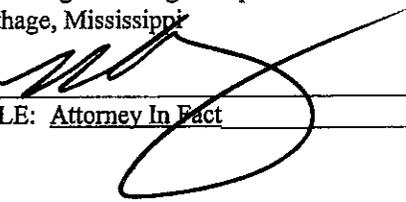
ASSIGNMENT

FOR AND IN CONSIDERATION of the sum of TEN DOLLARS (\$10.00), cash in hand paid, and other good and valuable consideration, the receipt of all of which is hereby acknowledged, the undersigned, the Federal Deposit Insurance Corporation as Receiver for Heritage Banking Group, Carthage, Mississippi does hereby sell, transfer, deliver and assign to Trustmark National Bank those certain deeds of trust more particularly described and listed on Exhibit "A" attached hereto and made a part hereof, all of which having been recorded in the Office of the Chancery Clerk of Desoto County, Mississippi.

FOR THE CONSIDERATION aforesaid, there is also hereby sold, assigned, transferred, and delivered unto Trustmark National Bank all of the interest of the undersigned in and to the balance of the indebtedness secured by said mortgage.

WITNESS OUR SIGNATURE, this the 30th day of June, 2011.

Federal Deposit Insurance Corporation as Receiver
for Heritage Banking Group
Carthage, Mississippi

BY: 
TITLE: Attorney In Fact

STATE OF Mississippi
COUNTY OF Hinds

Personally appeared before me, the undersigned authority in and for the said County and State, on this 30 day of June, 2011, within my jurisdiction, the within named Michael A. King, who acknowledged to me that he is Attorney In Fact for FDIC as Receiver of Heritage Banking Group, Carthage, MS, and in said representative capacity he executed the above and foregoing instrument, after first having been duly authorized to so do.

Tina Ginn

Notary Public

My Commission Expires:



Prepared by: Renee Marie Araujo, Esq.
FDIC East Coast Temporary Satellite Office
7777 Baymeadows Way West
Jacksonville, FL 32256

(Leave Blank Above this Line for Recording Information)
(Space above this line must be at least 3 inches)

LIMITED POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the FEDERAL DEPOSIT INSURANCE CORPORATION, a corporation organized and existing under an Act of Congress, hereafter called the "FDIC", hereby designates the following individual(s) of TRUSTMARK NATIONAL BANK, organized under the laws of the United States of America, as "Attorney(s)-in-Fact" for the sole purpose of executing the documents outlined below:

STEVE STRINGER
FRANK RHEA
BARRY HARVEY
BOB HARDISON
RODNEY HOLDER
TERRY COLLINS
MIKE KING

WHEREAS, the undersigned has full authority to execute this instrument on behalf of the FDIC under applicable Resolutions of the FDIC's Board of Directors and redelegations thereof.

NOW THEREFORE, the FDIC grants to the above-named Attorney(s)-in-Fact the authority, subject to the limitations herein, as follows:

1. To execute, acknowledge, seal and deliver on behalf of the FDIC as Receiver of HERITAGE BANKING GROUP, all instruments of transfer and conveyance, including but not limited to deeds, assignments, satisfactions, and lien releases, appropriately completed, with all ordinary or necessary endorsements, acknowledgments, affidavits and supporting documents as may be necessary or appropriate to evidence the sale and transfer of any asset of HERITAGE BANKING GROUP, including all loans held by HERITAGE BANKING GROUP to TRUSTMARK NATIONAL BANK pursuant to that certain Purchase and Assumption Agreement, dated as of [DATE] between FDIC as Receiver of HERITAGE BANKING GROUP and TRUSTMARK NATIONAL BANK.

2. Regarding indebtedness previously owned by the former **HERITAGE BANKING GROUP** that had been paid off or otherwise satisfied prior to bank failure, authority is granted to the Attorney(s)-in-Fact to execute, acknowledge, seal and deliver on behalf of the Receiver any and all lien releases that may be necessary for the completion of the documentation obligations of the former **HERITAGE BANKING GROUP**, in connection with such paid-off loans or other debt obligations. All lien releases and related documents prepared in connection with this Limited Power of Attorney shall be appropriately completed with all ordinary or necessary endorsements, acknowledgments, affidavits and supporting documents as may be necessary or appropriate to evidence the release of the collateral and satisfaction of the debt.

Attorneys-in-Fact shall undertake to complete all appropriate due diligence necessary to verify the full and final payment and satisfaction of all indebtedness secured by the collateral being released.

The form which the Attorney(s)-in-Fact shall use for endorsing promissory notes or preparing allonges to promissory notes is as follows:

Pay to the order of

 Without Recourse
FEDERAL DEPOSIT INSURANCE CORPORATION as
 Receiver for **HERITAGE BANKING GROUP**, Carthage,
 Mississippi

By: _____

Name: _____

Title: Attorney-in-Fact

All other documents of assignment, conveyance or transfer shall contain this sentence: "This assignment is made without recourse, representation or warranty, express or implied, by the FDIC in its corporate capacity or as Receiver."

3. FDIC further grants to each Attorney-in-Fact full power and authority to do and perform all acts necessary to carry into effect the powers granted by this Limited Power of Attorney as fully as FDIC might or could do with the same validity as if all and every such act had been herein particularly stated, expressed and especially provided for.

This Limited Power of Attorney shall be effective from **April 15, 2011** and shall continue in full force and effect through **April 15, 2013**, unless otherwise terminated by an official of the FDIC authorized to do so by the Board of Directors ("Revocation"). At such time this Limited Power of Attorney will be automatically revoked. Any third party may rely upon this document as the named individual(s)' authority to continue to exercise the powers herein granted unless a Revocation has been recorded in the public records of the jurisdiction where this Limited Power of Attorney has been recorded, or unless a third party has received actual notice of a Revocation.

IN WITNESS WHEREOF, the FDIC, by its duly authorized officer empowered by appropriate resolution of its Board of Directors, has caused these presents to be subscribed in its name this 19 day of April, 2011.

FEDERAL DEPOSIT INSURANCE CORPORATION

By: Gary L. Lewis
Name: GARY L. LEWIS
Title: Manager of Customer Service -
East Coast Temporary Satellite Office
7777 Baymeadows Way West
Jacksonville, FL 32256

Signed in the presence of:

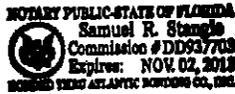
Witness: MARIE MORTLAND
Printed Name: MARIE MORTLAND

Witness: ELISE M. FERGUSON
Printed Name: ELISE M. FERGUSON

STATE OF FLORIDA)
)
COUNTY OF DUVAL)

On this 19 day of April, 2011, before me, a Notary Public in and for the State of Florida appeared GARY L. LEWIS, to me personally known, who, being by me first duly sworn did depose that he/she is Manager of Customer Service, East Coast Temporary Satellite Office of the Federal Deposit Insurance Corporation (the "Corporation"), in whose name the foregoing Limited Power of Attorney was executed and subscribed, and the said Limited Power of Attorney was executed and subscribed on behalf of the said Corporation by due authority of the Corporation's Board of Directors, and the said GARY L. LEWIS, acknowledged the said Limited Power of Attorney to be the free act and deed of said Corporation.

[PLACE SEAL BELOW HERE]



Samuel R. Stangle
Notary Public
Printed Name of Notary: Samuel R. Stangle
Commission No.: DD937703
My Commission expires: Nov 02, 2013

EXHIBIT "A"

DeSoto County, Mississippi

Name	Book	Page
Howell, S. Blake & Chessie Allison Howell Re-recorded	2,837 2,958	756 494