

CONSENT AND SUBORDINATION AGREEMENT

WHEREAS, RUMLER DEVELOPMENT, LLC, executed a Deed of Trust to RENASANT BANK, dated April 18, 2005, and recorded in Book 2216, Page 326, in the Office of the Chancery Clerk of DeSoto County, Mississippi;

WHEREAS, RUMLER DEVELOPMENT, LLC, executed a Commercial Ground Lease Agreement in favor of RADTLAR PROPERTIES, LLC, dated March 7, 2005, and recorded in Book 108, Page 399 in the Office of the Chancery Clerk of DeSoto County, Mississippi;

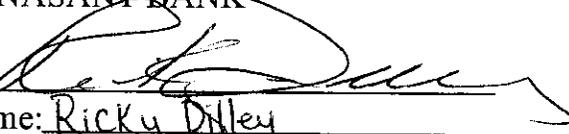
NOW FOR, and in consideration of the aforesaid and other good and valuable consideration, that certain Commercial Ground Lease Agreement executed by Rumler Development, LLC, recorded in Book 108, Page 399, shall be subject and subordinate to said Deed of Trust executed by Rumler Development, LLC, dated April 18, 2005, in favor of Renasant Bank, recorded in Book 2216, Page 326, in the Office of the Chancery Clerk of DeSoto County, Mississippi.

Radtlar Properties, LLC hereby grants it consent unto Rumler Development, LLC for the execution of said Deed of Trust in favor of Renasant Bank as referred to above. RADTLAR Properties, LLC hereby waives any and all rights it has under said Commercial Ground Lease Agreement or to its first lien position and any or all rights of termination, acceleration or other remedies as long as said Deed of Trust referred to above is in full force and effect and as long as Renasant Bank agrees to assume the obligation of Rumler Development, LLC.

THIS provision shall be binding on the parties hereto and their respective successors and assigns.

WITNESS our signatures on this the 18th day of April, 2005.

RENASANT BANK

By: 
Name: Ricky Dilley
Title: Senior Vice-President

RADTLAR Properties, LLC

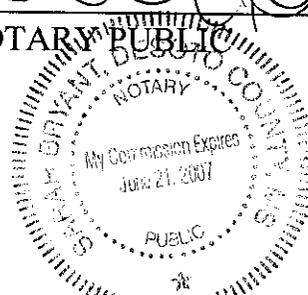
By: [Signature]
Alison Rumler, Chief Manager

Rumler Development, LLC

By: [Signature]
Roderick M. Rumler, Sr., Member

STATE OF MISSISSIPPI
COUNTY OF DESOTO

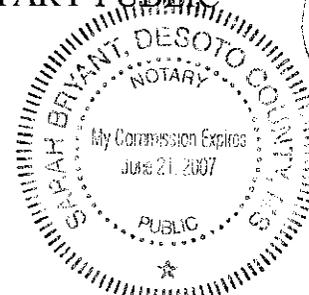
Personally appeared before me, the undersigned authority in and for the said county and state, on this 19th day of April 2005, within my jurisdiction, the within named Ricky Dilley who acknowledged that he is Senior Vice-President of RENASANT BANK, a Banking Corporation, and that for and on behalf of the said Corporation, and as it act and deed he/she executed the above and foregoing instrument after first having been duly authorized by said Corporation so to do.

[Signature]
NOTARY PUBLIC


MY COMMISSION EXPIRES:
06-21-07

STATE OF MISSISSIPPI
COUNTY OF DESOTO

Personally appeared before me, the undersigned authority in and for the said county and state, on this the 19th day of April, 2005, within my jurisdiction, the within named ALISON RUMLER, who a acknowledged that she is CHIEF MANAGER of RADTLAR PROPERTIES, LLC, a Mississippi Limited Liability Company, and that for and on behalf of said limited liability company, and as its act and deed, she executed the above and foregoing instrument, after first having been duly authorized by said limited liability company so to do.

[Signature]
NOTARY PUBLIC


My Commission Expires:
06-21-07

STATE OF MISSISSIPPI
COUNTY OF DESOTO

Personally appeared before me, the undersigned authority in and for the said county and state, on this the 18th day of April, 2005, within my jurisdiction, the within named RODERICK M. RUMLER, SR. who a acknowledged that he is a MEMBER of RUMLER DEVELOPMENT, 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.

[Handwritten Signature]
NOTARY PUBLIC



My Commission Expires:
06-21-07

This instrument prepared by:
Eric L. Sappenfield, Attorney at Law,
6858 Swinnea Road, #5 Rutland Place
Southaven, MS 38671
662-349-3436