

SUBORDINATION AGREEMENT

HAROLD RAY DUNLAP and wife, NANCY M. DUNLAP, as present legal holder and owner of that certain deed of trust dated October 24, 1985, executed by Buddy K. Fortune and wife, Linda Fortune, as Mortgagors, to HAROLD RAY DUNLAP, and wife, NANCY M. DUNLAP, as Mortgagees, recorded November 19, 1985 in Trust Deed Book 352, Page 471, in the Records of the Chancery Clerk of Desoto County, Mississippi, and concerning the real property located in Desoto County, Mississippi, described as follows, to-wit:

SEE ATTACHED DESCRIPTION

for and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration cash in hand paid, the receipt of which is hereby acknowledged, has, and by these presents does waive the priority of the lien of said Mortgage insofar as the following described mortgage is concerned, but not otherwise:

That certain Deed of Trust dated January 14, 1994, by Buddy K. Fortune and wife, Linda T. Fortune, as Mortgagors, to BANK OF MISSISSIPPI as Mortgagee, recorded February 2, 1994 in Trust Deed Book 687, Page 513, securing payment of a note in the amount of \$117,000.00 dated January 14, 1994, with interest from the date thereof on unpaid principal at the rate of 7.0% per annum.

The undersigned, HAROLD RAY DUNLAP, and wife, NANCY M. DUNLAP hereby consenting that the lien of the mortgage first above described be taken as second to the mortgage last above described.

WITNESS THE signatures of the authorized official this 19 day of Jan., 1994.

Harold Ray Dunlap
HAROLD RAY DUNLAP
Nancy M. Dunlap
NANCY M. DUNLAP

STATE OF MISSISSIPPI
COUNTY OF DESOTO

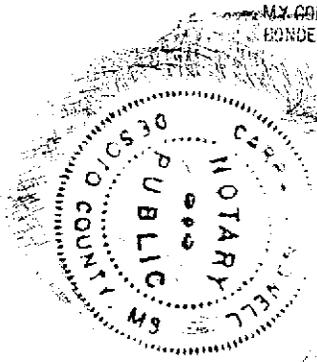
THIS DAY personally appeared before me, the undersigned authority in and for said County and State, the within named HAROLD RAY DUNLAP AND NANCY M. DUNLAP, who acknowledged that they signed and delivered the above and foregoing Subordination Agreement as their free and voluntary act and deed on the day and year therein mentioned.

GIVEN UNDER MY HAND and Official Seal of Office this 19th day of January, 1994.

Cana L. Howell
NOTARY PUBLIC

MY COMMISSION EXPIRES:

NOTARY PUBLIC STATE OF MISSISSIPPI AT LARGE
MY COMMISSION EXPIRES: April 12, 1997
BONDED THRU HEIDEN-MARCHETTI, INC.



STATE MS.-DESOTO CO. S.K.
FILED S.K.

FEB 26 12 34 PM '94

BK 691 PG 424
H. B. Cleveland &

PREPARED BY
LESLIE B. SHUMAKE, JR.
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6219-A COCKRUM
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601-895-5565

Beginning at the northwest corner of the original Dunlap tract in the centerline of College Road, said point being 667.2 feet west of the northeast corner of Section 17; Township 2 South; Range 6 West; thence south 2 deg. 28 min. east 1163.0 feet along the west line of the Dunlap tract to the point of beginning of the following lot: thence south 2 deg. 28 min. east 570.0 feet along the west line of said Dunlap tract; thence north 82 deg. 47 min. east 230.0 feet to a point; thence north 2 deg. 28 min west 570.0 feet to a point; thence south 82 deg. 47 min. west 230.0 feet to the point of beginning and containing 3.0 acres more or less. There is a 30 foot and 50 foot wide easement for ingress and egress to the lot from College as shown on the recorded plat of Dunlap Acres subdivision.

EXHIBIT "A"