

STATE MS. DESOTO CO.

MAY 12 3 27 PM '98

SUBORDINATION AGREEMENT

BK 997 PG 629  
W.E. DAVIS CH. CLK.  
day of

This agreement, dated this the 22nd day of April, 1998, between David W. Foucault, Jr. and Jeannine A. Foucault, of 362 Kimberlane, Hernando, MS 38632 and Mississippi Home Corporation of Jackson, Mississippi.

W I T N E S S E T H

WHEREAS, Mississippi Home Corporation, is the holder of a lien on certain real property, which is represented by that certain Land Deed of Trust, executed by David W. Foucault, Jr. and Jeannine A. Foucault, to Wilbur Colom (Colom & Colom Attorneys' at Law), for the use and benefit of Mississippi Home Corporation, dated December 15, 1995, and recorded in the office of the Chancery Clerk of DeSoto County, Mississippi, in Book 800, at Page 351, and

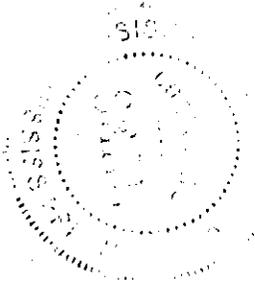
NOW, THEREFORE, for and in consideration of Ten Dollars (\$10.00), cash in hand paid and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, Mississippi Home Corporation, hereby agrees that any interest he may now or hereafter have shall be second and subordinate to the interest of the holder of that certain Deed of Trust dated April 22, 1998, from David W. Foucault, Jr. and Jeannine A. Foucault, to Pulaski Mortgage Co., Beneficiary, recorded in Book 992, Page 351, in the records in the office of the aforesaid Chancery Clerk, which lien will at all times be prior and superior to the lien of the undersigned.

Except as specifically modified herein, all covenants, agreements, restrictions, rights, privileges and obligations of the herein subordinated lien shall remain in full force and effect, and nothing contained in this instrument or any instrument referred to herein shall operate, or be construed to operate, as a waiver of any right, title, or interest now held by any of the parties hereto.

IN WITNESS WHEREOF, the parties hereto have executed this Subordination Agreement on the day and year first above written.

MISSISSIPPI HOME CORPORATION

BY: *Dianne Bolen*  
Dianne Bolen, Executive Director  
*David W. Foucault, Jr.*  
DAVID W. FOUCAULT, JR.  
*Jeannine A. Foucault*  
JEANNINE A. FOUCAULT

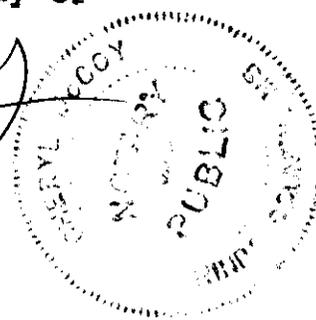


STATE OF Mississippi  
COUNTY OF Hinds

Personally appeared before me, the undersigned authority in and for the said County and State, the within my jurisdiction, the within named Dianne Bolen, who acknowledged that she is Executive Director, of Mississippi Home Corporation, and that for and on behalf of the said corporation, and as its act and deed, signed, sealed and delivered the above and foregoing Subordination Agreement for the purposes mentioned on the day and year therein mentioned, after first having been duly authorized by said corporation so to do.

Given under my hand and official seal this the 21st day of April, 1998.

*Cheryl McCoy*  
NOTARY PUBLIC



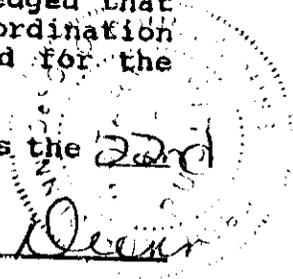
My Commission Expires:  
My Commission Expires: November 13, 1998  
BONDED THRU HEIDEN-MARCHETTI, INC.

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, David W. Foucault, Jr. and Jeannine A. Foucault, who acknowledged that they signed and delivered the above and foregoing Subordination Agreement as their free and voluntary act and deed and for the purposes therein expressed.

Given under my hand and official seal of office, this the 22nd day of April, 1998.

*Dee Dee Dean*  
NOTARY PUBLIC



My Commission Expires:

9-21-2001

AUSTIN LAW FIRM  
ATTORNEYS AT LAW  
230 GOODMAN ROAD, SUITE 510  
MEMPHIS, MISSISSIPPI 38671

598-0394