

Prepared by and Return to:
Bridgforth & Buntin
P. O. Box 241
Southaven, Ms 38671
662-393-4450

BK 1302 PG 0567

STATE MS. - DESOTO CO. BC
FILED

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BK 1302 PG 567
W.F. BUNTING & CO. P.A.

MODIFICATION AND EXTENSION AGREEMENT

This Modification and Extension Agreement made and entered as of the 21st day of February, 2001, by and between BancorpSouth Bank, hereinafter called "Bank" and JMH Development, LLC, a Mississippi Limited Liability Company, hereinafter called "Borrower", WITNESSETH:

WHEREAS, by Land Deed of Trust dated February 21, 2000, Borrower executed a Deed of Trust to Mary Lee Walker Brown, Trustee for Bank, securing an original principal indebtedness of \$4,000,000.00 being due and payable on February 21, 2001, said indebtedness evidenced by a Promissory Note of even date; and

WHEREAS, the Bank has agreed to modify the Deed of Trust so that it will now secure a line of credit loan in the principal sum of \$5,400,000.00, of which \$4,000,000.00 shall be used to retire the underlying principal indebtedness evidenced by the original Promissory Note; and

WHEREAS, the parties in addition thereto have agreed to extend the maturity date of the Modified Deed of Trust securing the entire line of credit to February 21, 2002; and

WHEREAS, it is necessary to modify the terms of the aforementioned Deed of Trust to increase the loan amount and extend the maturity date as provided herein.

NOW, THEREFORE, for and in consideration of the premises as set forth herein the mutual agreements and covenants of the parties hereinafter set forth and other good and valuable considerations, the receipt and sufficiency of all of which are hereby acknowledged, it is agreed by and between the parties as follows, to-wit:

1. The Deed of Trust recorded in Book 1193, Page 567, by and between Bank and Borrower is hereby amended to show that the Borrower is indebted to the Bank in the full sum of Five Million Four Hundred Thousand and No/100 Dollars (\$5,400,000.00), evidenced by a new line of credit note bearing interest at the rate specified in said note and being due and payable on or before February 21, 2002.

2. The lien of this Deed of Trust is hereby extended and the maturity date is amended to February 21, 2002, and the Chancery Clerk is hereby requested to make the appropriate marginal notation of this Modification and Extension Agreement on the face of the Deed of Trust.

In all other respects, the Deed of Trust remains in full force and effect.

WITNESS our signatures as of the date written above.

JMH DEVELOPMENT, LLC, a Mississippi Limited Liability Company

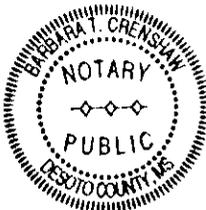
BY: [Signature]
James M. Harris, Jr., Sole Member

BANCORPSOUTH BANK

BY: [Signature]
Ken Purvis, President

STATE OF MISSISSIPPI
COUNTY OF DESOTO

PERSONALLY appeared before me, the undersigned authority in and for the said county and state, on this 8th day of March, 2001, within my jurisdiction, the within named James M. Harris, Jr., who acknowledged that he is the member of JMH Development, LLC, a Mississippi Limited Liability Company, and that in said representative capacity he executed the above and foregoing instrument, after first having been duly authorized to do so.

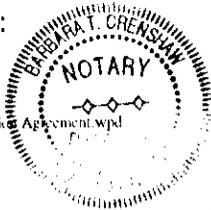


[Signature]
Notary Public

My commission expires:

STATE OF MISSISSIPPI
COUNTY OF DESOTO
MY COMMISSION EXPIRES:
November 28, 2004

PERSONALLY appeared before me, the undersigned authority in and for the said County and State, on this the 8th day of March, 2001, within my jurisdiction, the within named Ken Purvis, who acknowledged that he is the President, of BancorpSouth Bank, a Mississippi Banking Corporation, and that for and on behalf of the said corporation, and as its act and deed he executed the above and foregoing instrument, after first having been duly authorized by said corporation so to do.



[Signature]
Notary Public

My Commission Expires:

H:\BARBARA\04Harris Modification & Extension Agreement.wpd

MY COMMISSION EXPIRES:
November 28, 2004