

SUBORDINATION AGREEMENT

FOR AND IN CONSIDERATION of the sum of Ten Dollars (\$10.00) cash in hand paid and other good and valuable consideration, the receipt and sufficiency of all of which is hereby acknowledged, BANCORPSOUTH BANK does hereby subordinate its Deed of Trust executed by JAMES M. FORSYTH AND DENISE L. FORSYTH, on February 20, 1998, and recorded in Book 976 at Page 157 of the Land Mortgage and Trust Deed Records of DeSoto County, Mississippi, to that certain Deed of Trust executed by JAMES M. FORSYTH AND DENISE L. FORSYTH on November 1, 2002, for the benefit of BANCORPSOUTH BANK, and recorded in Book 1599 at Page 71 of the records aforesaid.

It is the intention of BANCORPSOUTH BANK that the aforementioned Deed of Trust in its favor be subordinated so as to make the lien thereof as to the property described therein subordinate to the Deed of Trust in favor of BANCORPSOUTH BANK in the amount of \$150,000, the present outstanding indebtedness, and interest earned thereon, but it is not the intention of BANCORPSOUTH BANK to subordinate, and it does not hereby subordinate, to any future advances made under, or obligations secured by, the aforementioned Deed of Trust in favor of BANCORPSOUTH BANK. It is further expressly provided that in the event that any intervening lien or encumbrance, consensual or otherwise, has attached or does attach to the property secured by the said Deed of Trust held by BANCORPSOUTH BANK, which lien or encumbrance would but for the subordination contained herein be junior and subordinate to the lien of the Deed of Trust held by BANCORPSOUTH BANK and senior to the aforesaid lien of the Deed of Trust mentioned above in favor of BANCORPSOUTH BANK, then the extent and amount of the subordination contained herein shall be reduced by the amount of any such intervening liens or encumbrances.

IN WITNESS WHEREOF, BANCORPSOUTH BANK has caused this instrument to be executed by its duly authorized officer on this, the 5th day of November, 2002.

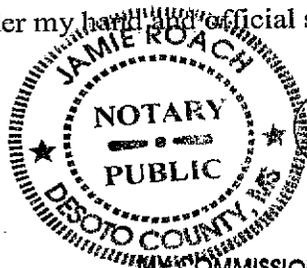
BANCORPSOUTH BANK

BY: Kevin Rudge VP
NAME: KEVIN RUDGE
TITLE:

STATE OF MS
COUNTY OF DESOTO

THIS DAY personally appeared before me, the undersigned authority within and for the State and County aforesaid, KEVIN RUDGE, known by me to be the Kevin Rudge of BANCORPSOUTH BANK, who acknowledged that he signed, executed and delivered the above and foregoing Subordination Agreement on the day and year therein mentioned as and for the voluntary act and deed of said BANCORPSOUTH BANK, being authorized so to do.

GIVEN under my hand and official seal on this, the 5 day of Nov. 2002.



Jami Roach
NOTARY PUBLIC

(SEAL)

My Commission Expires: MARCH 15, 2004

Prepared by and, after recording, return to:
Holcomb Dunbar, P.A.
P. O. Box 190
Southaven, MS 38671-0190
(601) 349-0664

After Recording, Return To:
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File No. 802579 Initials FRB

STATE MS. - DESOTO CO.
FILED
Nov 8 3 59 PM '02
BK 1599 PG 87
W.E. DAVIS CH. CLK.