

10/19/06 9:50:03
BK 2,587 PG 552
DESOTO COUNTY, MS
W.E. DAVIS, CH CLERK

This Instrument was prepared by
and after recording, return to ~
Six Bridges Capital Corporation
200 South Commerce Street
Suite 400
Little Rock, AR 72201
501.374.9247

SUBORDINATION AGREEMENT

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, LH/OLIVE BRANCH CI, LLC, a Mississippi limited liability company (hereinafter "LH/Olive Branch") is the beneficiary of a **Deed of Trust** (hereinafter "LH Deed of Trust"), recorded on 09/01/, 2006 in Book 2,554, Page 112. The LH Deed of Trust was given by MS Lodging LLC, a Mississippi limited liability company (hereinafter "Debtor"), to secure an Installment Note of Debtor dated August 30, 2006 in the original principal sum of \$200,000.00. Said LH Deed of Trust was recorded in office of the Chancery Clerk of DeSoto County, Mississippi and **encumbers the real property described on the attached Exhibit "A"** made a part hereto.

WHEREAS, Six Bridges Capital Corporation and/or the U. S. Small Business Administration (hereinafter "Lender") wishes to make a loan to Debtor, in the amount of One Million Four Hundred Twenty Eight Thousand and No/100 Dollars (\$1,428,000.00), to be evidenced by an SBA 504 Note and to be secured by a Deed of Trust (hereinafter "SBA Deed of Trust") on the premises which are the subject of the LH Deed of Trust; however, Lender is unwilling to do so unless the SBA Deed of Trust is superior in position to the LH Deed of Trust; and

WHEREAS, LH/Olive Branch has agreed to subordinate the LH Deed of Trust to permit the above described financing;

NOW THEREFORE, for valuable consideration, the receipt and sufficiency of which is hereby acknowledged and to induce Lender to make a loan in the amount of \$1,428,000.00, LH/Olive Branch for itself, its successors and assigns hereby covenants and agrees to and with Lender, its successors and assigns, as follows:

1. The LH Deed of Trust is hereby subordinated and shall continue to be subordinated to the SBA Deed of Trust, dated October 3, 2006 and recorded in Book 2582 at Pages 577-584 as aforesaid, in an aggregate amount not to exceed \$1,428,000.00 exclusive of protective advances and reasonable costs and attorney fees as allowed by applicable law plus interest as provided in the SBA 504 Note which is secured by the SBA Deed of Trust.

Stewart Title Id

2. LH/Olive Branch hereby represents, covenants and warrants with Lender that it is the lawful beneficiary of the LH Deed of Trust, that it has not been sold, assigned, transferred or pledged in any form or fashion, that Glenn D. Everton of 6489 Quail Hollow #100, Memphis, TN 38120 is the Trustee of the LH Deed of Trust and that LH/Olive Branch does hereby agree and declare that the lien of the LH Deed of Trust shall henceforth and forever be subject, subordinate, and inferior in right, time and priority to the lien of the SBA Deed of Trust.

3. It is the intent of the parties hereto that this subordination provision set forth herein shall be binding upon the parties hereto, their successors and assigns.

IN WITNESS WHEREOF, the parties have, by their respective agents, have set their hand and affixed their seals this 29th day of August, 2006.

LH/OIIVE BRANCH

LH/OLIVE BRANCH CI, LLC,
a Mississippi limited liability company

By: Surel H. Simpson

Its: Member

LENDER:

SIX BRIDGES CAPITAL CORPORATION

By: Jay W. Wisener
Jay W. Wisener
Executive Vice President

ACKNOWLEDGEMENT

STATE OF TENNESSEE)
) ss.
COUNTY OF SHELBY)

BE IT REMEMBERED that on this day came before the undersigned, a Notary Public within and for the State and County aforesaid, duly commissioned and acting, Suresh A Sangani, to me well known, who stated that he is the Member of LH/OLIVE BRANCH CI, LLC, a Mississippi limited liability company, and stated that he is duly authorized in such capacity to execute the foregoing instrument by and on behalf of said corporation, and further stated that he had so executed such instrument for the consideration and purposes therein mentioned and set forth.

WITNESS my hand and seal as such Notary Public this 29th day of August, 2006.

Virginia Tarrt Gilder
Notary Public

My Commission Expires 01/27/09
[SEAL]



CORPORATE ACKNOWLEDGEMENT

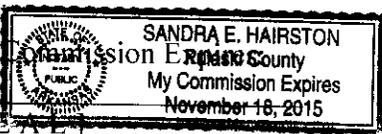
STATE OF ARKANSAS)
) ss.
COUNTY OF PULASKI)

BE IT REMEMBERED that on this day came before the undersigned, a Notary Public within and for the County aforesaid, duly commissioned and acting, **Jay W. Wisener**, to me well known, who state that he is the Executive Vice President for ARKANSAS CERTIFIED DEVELOPMENT CORPORATION, and stated that he is duly authorized in such capacity to execute the foregoing instrument by and on behalf of said corporation, and further stated that he had so executed such instrument for the consideration and purposes therein mentioned and set forth.

WITNESS my hand and seal as such Notary Public this 24th day of September, 2006.

Sandra E Hairston
Notary Public

My Commission Expires November 18, 2015
[SEAL]



Indexing Instructions: Lots 4 and 5, Olive Branch Commercial Center

EXHIBIT "A"

That certain real property located at 7049 Enterprise Drive, Olive Branch, DeSoto County, Mississippi and being further described as follows:

Being Lots 4 and 5, Olive Branch Commercial Center, First Revision, Section A, as recorded in Plat Book 48, Page 7, in the Chancery Clerk's Office of DeSoto County, Mississippi, and more particularly described by metes and bounds as follows:

Commencing at the Southwest Corner of the Southwest Quarter of Section 29, Township 1 South, Range 6 West, in Olive Branch, DeSoto County, Mississippi; thence South 89 degrees 12 minutes 4 seconds East, and with the South line of Section 12, a distance of 2,537.35 feet to a point; thence North 00 degrees 00 minutes 05 seconds East a distance of 409.80 feet to an iron rod (found), the true Point of Beginning; thence South 89 degrees 22 minutes 08 seconds East a distance of 423.01 feet to an iron rod (found); thence South 00 degrees 00 minutes 09 seconds West a distance of 260.02 feet to an iron rod (found); thence North 89 degrees 22 minutes 08 seconds West, and with the North line of Lot 2 a distance of 155.01 feet to a point in the East line of Enterprise Cove (R/Wvaries); thence Northwest along a curve to the left having a radius of 60.00 feet, an arc distance of 165.32 feet (chord=North 78 degrees 55 minutes 44 seconds West-117.76 feet) to a point in the West line of Enterprise Cove; thence North 89 degrees 12 minutes 00 seconds West a distance of 152.42 feet to a 1/2" pipe (found); thence North 00 degrees 00 minutes 05 seconds East a distance of 238.23 feet to the POINT OF BEGINNING.

AFTER RECORDING, RETURN TO:
STEWART TITLE GUARANTY COMPANY
5760 I-55 NORTH, SUITE 200
JACKSON, MS 39211-2651