

SUBORDINATION AGREEMENT

The lien of that certain Deed of Trust dated the 13th day of November, 2008, executed and delivered by Bradley W. McIntosh and Leah K. McIntosh to J. Patrick Caldwell, Trustee for BancorpSouth Bank, recorded in the Chancery Clerk's Office of DeSoto County, Mississippi on November 12, 2008 at 10:53 a.m. in Book 2966, Page 159, of the Deed of Trust Records, securing an indebtedness in the sum of \$40,000.00, is hereby subordinated to that certain Deed of Trust from Bradley W. McIntosh and wife, Leah K. McIntosh to J. Patrick Caldwell, to BancorpSouth Bank, beneficiary, securing an indebtedness in the sum of \$ 142,850.00, executed on the 9th day of November, 2010, and recorded in Book 3244, Page 615 of the Records of Deeds of Trust in the Chancery Clerk's Office, DeSoto County, Mississippi. Said Deed of Trust is secured by the following described property, to-wit:

See Exhibit "A" attached hereto and made a part hereof.

28 WITNESS THE SIGNATURE OF THE DULY AUTHORIZED OFFICIAL, this the day of OCT, 2010.

BANCORPSOUTH BANK

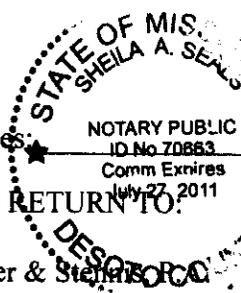
By: _____

J. Bryant Cashion
SVP

Its: _____ (Title)

STATE OF MISSISSIPPI
COUNTY OF DESOTO

Personally appeared before me, the undersigned authority in and for said County and State, within my jurisdiction, on this the 28th day of October, 2010, the within named J. Bryant Cashion, who acknowledged that he/she is SVP of BancorpSouth Bank, a Mississippi banking corporation, and that for and on behalf of said corporation and as its act and deed he/she executed the above and foregoing instrument after having first been duly authorized by said corporation so to do.



Sheila A. Seal
NOTARY PUBLIC

My Commission Expires: _____

PREPARED BY AND RETURN TO:
Gary P. Snyder #7682
Watkins Ludlam Winter & Stephens
P.O. Box 1456, Olive Branch, MS 38654
(662) 895-2996

#00931.36183 McINTOSH

EXHIBIT "A"

TRACT 1

Commencing at the commonly accepted southeast corner of the southwest quarter of Section 17, Township 2 South, Range 6 West; thence South 90°00'00" West, a distance of 2258.85 feet; thence North 00°23'03" West, a distance of 1288.79 feet to the POINT OF BEGINNING; thence South 88°53'58" West, a distance of 327.77 feet to the east line of Craft Road; thence North 00°44'59" West along said east line, a distance of 303.48 feet to the south line of Dunn Lane; thence North 89°51'10" East along said south line, a distance of 327.80 feet; thence South 00°44'48" East, a distance of 298.02 feet to the POINT OF BEGINNING; said described tract containing 2.26 acres, more or less.

TRACT 2

Commencing at the commonly accepted southeast corner of the southwest quarter of Section 17, Township 2 South, Range 6 West, DeSoto County, Mississippi; thence South 90°00'00" West, a distance of 2262.30 feet; thence North 00°00'00" West, a distance of 890.08 feet to a ½" rebar found; thence North 00°44'48" West, a distance of 199.36 feet to a ½" rebar set being the POINT OF BEGINNING; thence South 88°53'58" West, a distance of 327.76 feet to the East line of Craft Road; thence North 00°44'59" West along said east line, a distance of 199.35 feet to a ½" rebar set; thence North 88°53'58" East, a distance of 327.77 feet to a ½" rebar set; thence South 00°44'48" East, a distance of 199.35 feet to the POINT OF BEGINNING; said described tract containing 1.50 acres, more or less.

This property being also described as that which was conveyed to Bradley W. McIntosh and Leah K. McIntosh by Deed recorded in Deed Book 368, Page 187, less and except the property conveyed to William Jeffrey Gregg and Angela D. Gregg by Deed recorded in Deed Book 396, Page 535, and also less and except the property conveyed to Dean Burrell and Kim Burrell by Deed recorded in Deed Book 523, Page 738.