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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 are hereby acknowledged, the undersigned Frierson Building Supply Co. does hereby acknowledge the the lien created by the filing of that certain notice of materialman's lien dated March 27, 1989, and of record in the office of the Chancery Clerk of Madison County, Mississippi in Construction Lien Book 6 at Page 254, is second and subordinate to all sums advanced under that certain Deed of Trust dated November 22, 1988, executed by Kilman Construction, Inc., to T. Harris Collier, III, Trustee for Trustmark National Bank, which Deed of Trust is on record in the office of the aforesaid Chancery Clerk in Book 666 page 627 as of April 8, 1989.

The aforesaid construction lien, except as hereby subordinated to the lien of the aforesaid Deed of Trust in favor of Trustmark National Bank, remains in full force and effect.

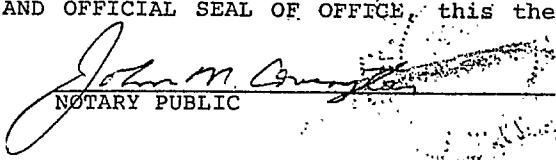
WITNESS WHEREOF, the undersigned Frierson Building Supply Co. has caused this instrument to be duly executed by its proper authorized officer on this the 17 day of April, 1989.

FRIERSON BUILDING SUPPLY CO.

BY: Eugene L. Boyd
TITLE: VICE PRESIDENTSTATE OF MISSISSIPPI
COUNTY OF Madison

PERSONALLY appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named EUGENE L. BOYD, personally known to me to be the VICE PRESIDENT of Frierson Building Supply Co., a Mississippi Corporation, acknowledged to me that HE executed and delivered the above and foregoing instrument of writing for and on behalf of said corporation as its own act and deed, he having first been duly authorized so to do by said corporation.

GIVEN UNDER MY HAND AND OFFICIAL SEAL OF OFFICE, this the 17 day of April, 1989.



John M. Cooper
NOTARY PUBLIC

My Commission Expires:
10-31-29

sub agreement: blc601



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 25 day of April, 1989 at 11:20 o'clock A M., and was duly recorded on the _____, Book No. 6, Page 275.

BILLY V. COOPER, CHANCERY CLERK BY: K. Morgan D.C.*Lat B-28 Northbay Pt 1 B*