

SUBORDINATION AGREEMENT

This Subordination Agreement made as of the 27th day of July, 2005, by BancorpSouth Bank [Name of original lender], having an address of 3401 Colonnade Pkwy. Birmingham, AL 35243 ("Subordinator"), and BancorpSouth Bank [Name of new lender], a corporation organized and existing under the laws of the State of Mississippi with its principal place of business at P.O. Box 3356, Tupelo, MS 38803-3356 ("Lender").

RECITALS:

- A. Barry R. Winn and Karen L. Winn [Name of Borrower], of 2580 Martha Circle [address], Pelham [city], Shelby [County], Alabama [state] ("Borrower"), has applied to Lender for a loan to be made to Borrower and to be evidenced by a promissory note secured by a mortgage covering certain real property.
- B. The real property offered by Borrower as security to Lender is currently subject to the prior lien of the mortgage described below.
- C. Lender will make such loan to Borrower only on the condition precedent that such mortgage be subordinated to the lien of the mortgage described below to be given by Borrower to Lender.

In consideration of the matters described above, and of the mutual benefits and obligations set forth in this agreement, the parties agree as follows:

SUBORDINATION OF EXISTING MORTGAGE

The mortgage to be subordinated covers real property described as:

Lot 33, according to the Survey of Royal Oaks, Third Sector, First Addition, as recorded in Map Book 8, Page 26, in the Probate Office of Shelby County, Alabama; being situated in Shelby County, Alabama,

and made on the 2nd day of August, 2004 between Barry R. Winn and Karen L. Winn [Borrower] and BancorpSouth Bank [Subordinator], and filed or recorded on August 2nd, 2004, in instrument #20040818000462680, of the records of the County of Shelby, State of Alabama, shall be and the same is now subordinated and made subject and subsequent to the lien of that certain mortgage covering the real property referenced above, dated July 27, 2005, between Barry R. Winn and Karen L. Winn [Borrower] and BancorpSouth Bank [Lender], and filed or recorded on the 26th day of August, 2005, in instrument # 20050826000443100, of the records of the County of Shelby, State of Alabama.

The undersigned Subordinator has executed this agreement at 3401 Colonnade Pkwy., Birmingham, AL 35243 [designate location], on the date first appearing above.

Bancorp South
SUBORDINATOR
By: Lyn Cook
Lyn Cook
Its: Assistant Vice President

State of Alabama)
) SS:
County of Shelby)

This instrument was acknowledged before me this 27th day of July, 2005, for and on behalf of Bancorp South.

Crystal M. Thayer
Notary Public

NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Feb 11, 2008
My commission expires _____