

STATE OF ALABAMA
COUNTY OF SHELBY

SUBORDINATION AGREEMENT

WHEREAS, STEPHEN M. PROKOP, VII AND HOLLY J. PROKOP (herein referred to as "Borrower"), have applied to IRWIN MORTGAGE CORPORATION * (the "Bank") for a loan of money to be secured by a mortgage on the property hereinafter described; and *SAID LOAN IN THE AMOUNT OF ONE HUNDRED TWENTY FIVE THOUSAND AND 00/100 DOLLARS (\$125,000.00).

WHEREAS, the undersigned have a lien on said property which would in the absence of this agreement be superior to the mortgage to be executed by the Borrower to the Bank; and

WHEREAS, the Bank is unwilling to make the requested loan to the Borrower unless the undersigned subordinate their lien in said property to the mortgage to be executed by the Borrower to the bank.

NOW THEREFORE, in consideration of the premises and other good and valuable consideration, and in order to induce the Bank to make the requested loan to the Borrower, the undersigned hereby agree as follows:

The undersigned hereby subordinate to the mortgage to be executed by the Borrower to the Bank all right, title and interest at law of equity of the undersigned in and to the following described property situated in SHELBY County, Alabama, to-wit:

SEE ATTACHED EXHIBIT "A"

including without limitation, that certain mortgage recorded in Real 1994, Page 13092 in the Probate Office of SHELBY County, Alabama.

IN WITNESS WHEREOF REGIONS BANK has caused its to execute this Subordination Agreement with full authority for and on behalf of REGIONS BANK this the day of , 1998.

BY

Anthony F. HolmesITS: Executive Vice PresidentSTATE OF ALABAMA
COUNTY OF SHELBY

I, the undersigned authority, a Notary Public, in and for said county in said state hereby certify that Anthony F. Holmes whose named as Executive Vice President for REGIONS BANK is signed to the foregoing conveyance and who is known to me, acknowledged before me on this day that, being informed of the contents of the conveyance, he as such officer, and with full authority, executed the same voluntarily for and as the act of on the day the same bears date.

Given under my hand and official seal this the day of , 1998.

Kellie H. Nelson
NOTARY PUBLIC

MY COMMISSION EXPIRES JUNE 5, 2001

MY COMMISSION EXPIRES:

09/29/1998-37845
11:48 AM CERTIFIED
SHELBY COUNTY JUDGE OF ORIGIN
002 CRH (1.00)

Inst. # 1998-37845

EXHIBIT "A"

Lot 12, according to the Survey to The Magnolias at Brook Highland, an Eddleman Community, as recorded in Map Book 13, page 102 A&B, in the Probate Office of Shelby County, Alabama.

Inst # 1998-37845

**09/29/1998-37845
11:48 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 CRH 11.00**