

THE STATE OF ALABAMA)
COUNTY OF SHELBY)

Inst # 2001-45133

SUBORDINATION AGREEMENT

KNOW ALL MEN BY THESE PRESENT:

WHEREAS, the undersigned, Compass Bank and Ryan Austin and spouse, Keri Allee Austin acknowledge that debt secured by that certain Mortgage dated September 29, 2000 from Ryan Austin and spouse, Keri Allee Austin to Compass Bank on the following described real estate situated and being in Shelby County, Alabama, to wit:

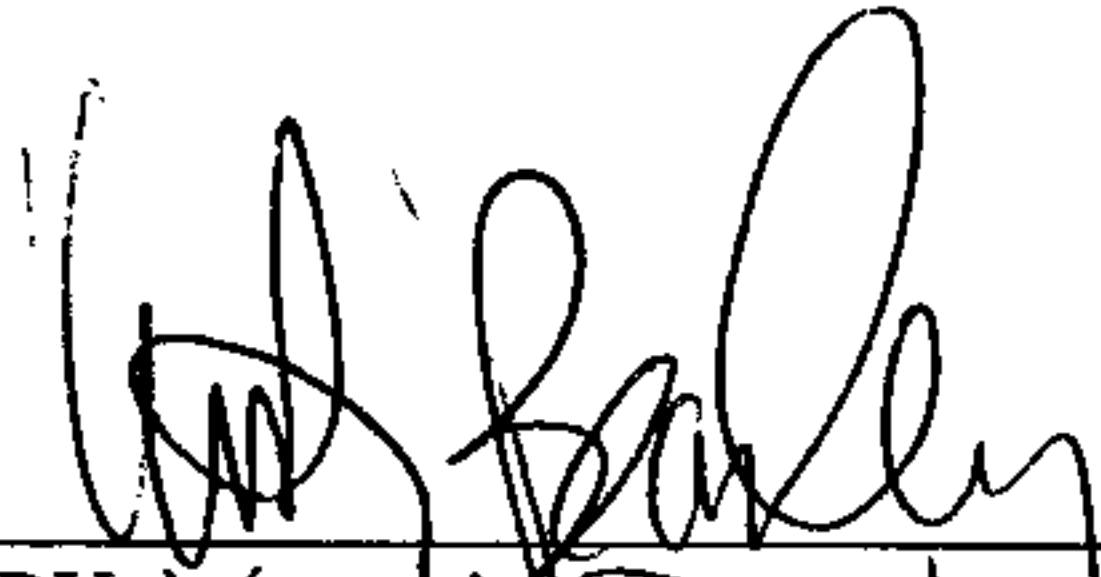
Lot 70, according to the Survey of Brookhollow, First Sector, as recorded in Map Book 17, Page 103, in the Probate Office of Shelby County, Alabama.

WHEREAS, the undersigned, understand and agree that the debt secured by that certain Mortgage dated September 29, 2000 from Ryan Austin and spouse, Keri Allee Austin to Compass Bank recorded in Instrument #2000-35018, in the Office of the Judge of Probate of Shelby County, Alabama, (second mortgage), in the principal amount of \$8,530.00, shall be second, subordinate and inferior to that certain Mortgage dated September 14, 2001, executed by Ryan Austin and spouse, Keri Allee Austin to Compass Bank recorded in Instrument # 2001-43358, in the Office of the Judge of Probate of Shelby County, Alabama, (first mortgage), in the principal amount of \$ 111,500.00.

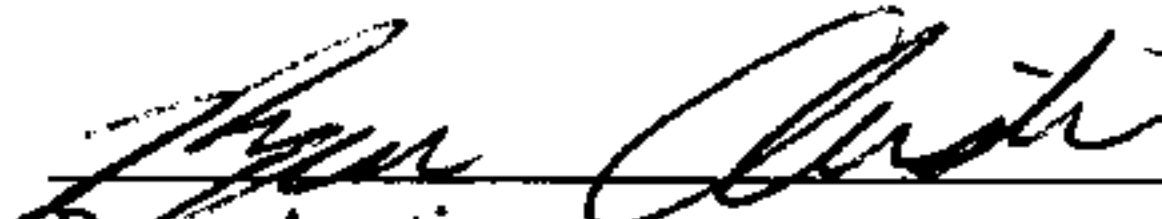
ANY DEFAULT under the terms of that certain Mortgage recorded in Instrument # 2001-43358 in the Office of the Judge of Probate of Shelby County, Alabama (first mortgage) or the obligation secured thereby, shall constitute a default of that Mortgage recorded in Instrument #2000-35018 in the Office of the Judge of Probate of Shelby County, Alabama, (second mortgage).


IN WITNESS WHEREOF, Compass Bank, through its authorized individual, and Ryan Austin and spouse, Keri Allee Austin hereunto have set their hands and seals this 14th day of September, 2001.

Compass Bank



(SEAL)
BY: Kristi Beasley
ITS: Assistant Vice President



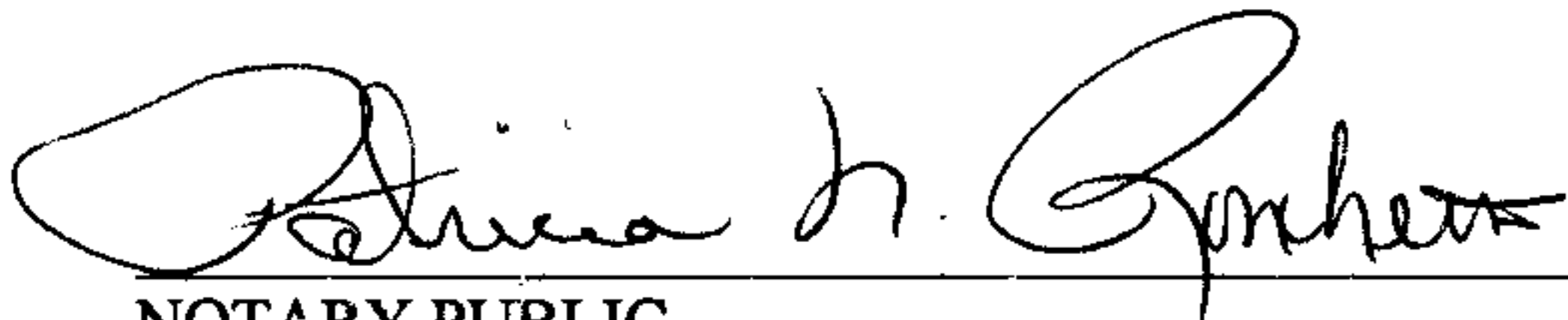
(SEAL) Ryan Austin 

(SEAL) Keri Allee Austin

10/18/2001-45133
12:26 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 MEL 14.00

THE STATE OF ALABAMA)
COUNTY OF JEFFERSON)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared Kristi Beasley as Assistant Vice President of Compass Bank, and acknowledged the foregoing in his/her capacity as same for the purposes herein described this the 14th day of September, 2001.



NOTARY PUBLIC

My commission expires:

My Commission Expires: February 20, 2005

THE STATE OF ALABAMA)
COUNTY OF JEFFERSON)

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that Ryan Austin and spouse, Keri Allee Austin, whose names are signed to the foregoing, and who are known to me, acknowledged before me on this day, that being informed of the contents of said instrument, they executed the same voluntarily.

Given under my hand and seal of office, this 14 day of September, 2001.



NOTARY PUBLIC

My commission expires:

My Commission Expires May 21, 2004

THIS INSTRUMENT WAS PREPARED BY: Richard W. Theibert, Attorney
NAJJAR DENABURG, P.C.
2125 Morris Avenue, Birmingham, Alabama 35203
(205) 250-8400

Inst # 2001-45133

Page 2 of 2

10/18/2001-45133
12:26 PM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE
DOE MEL 14.00