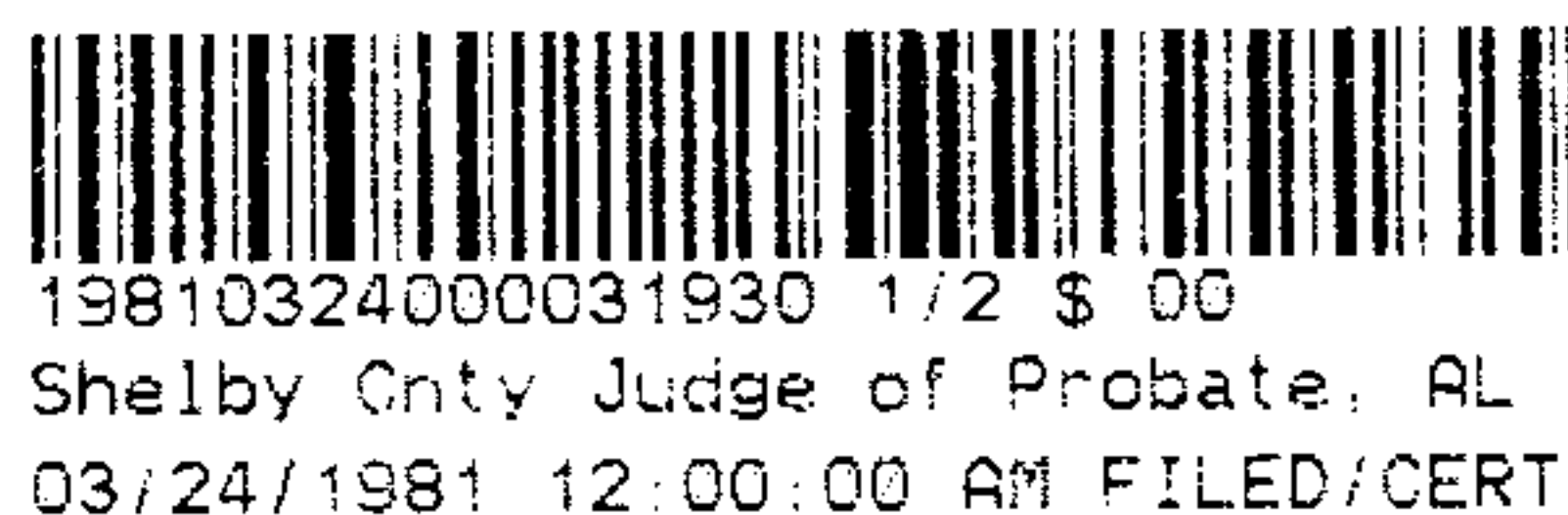


STATE OF ALABAMA)
)
SHELBY COUNTY)

MAIN OFFICE BY Noel T. Owen



SUBORDINATION AGREEMENT

WHEREAS, Harold P. Leader and wife, Doris E. Leader (hereinafter referred to as the "Borrower", whether one or more) has applied to Engel Mortgage Company, Inc. ("Engel") for a loan of money to be secured by a first mortgage on the property hereinafter described; and

WHEREAS, Engel is unwilling to make the requested loan to the Borrower unless the undersigned subordinates its lien or other interest in said property to the mortgage to be executed by the Borrower to Engel.

NOW, THEREFORE, in consideration of the premises and other good and valuable considerations, and in order to induce Engel to make the requested loan to the Borrowers, the undersigned hereby agrees as follows:

The undersigned hereby subordinates to the mortgage to be executed by the Borrower to Engel all right, title and interest at law or 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, any lien which the undersigned have on said property.

IN WITNESS WHEREOF, The First National Bank of Birmingham has caused this instrument to be executed by its duly authorized corporate officer on this 11th day of December, 1980.

THE FIRST NATIONAL BANK OF BIRMINGHAM

ATTEST:

Mark C. Porter
Its Real Estate Loan Officer

By: William E. Coleman
Its Senior Vice President

STATE OF ALABAMA)
)
JEFFERSON COUNTY)

I, the undersigned authority, in and for said County, in said State, hereby certify that William E. Coleman whose name as Senior Vice President of The First National Bank of Birmingham, a national banking association, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he, as such officer, and with full authority, executed the same voluntarily for and as the act of said association.

Given under my hand and official seal, this 11th day of December, 1980.

James B. Ricketts
Notary Public

W. A. JENKINS, JR.

300-12 FRANK NELSON BUILDING
BIRMINGHAM, ALABAMA 35203



19810324000031930 2/2 \$.00
Shelby Cnty Judge of Probate, AL
03/24/1981 12:00:00 AM FILED/CERT

1981 MAR 24 AM 9:10

John A. Shoultz
JUDGE OF PROBATE

Recd 3.00
Ind. 1.00
2.00

Exhibit "A"

Start at the Northeast corner of the Northeast Quarter of the Southeast Quarter of Section 23, Township 21 South, Range 1 East, and run thence North 89 deg. 38 min. West 300 feet to a point thence to the left turning an angle of 89 deg. 48 min. to the South, 0 deg. 34 min. West, a distance of 190 feet for a point of beginning of the tract of land hereby conveyed, thence continuing along the same course in a Southerly direction, a distance of 470 feet to a point; thence turning an angle to the left of 90 deg. 12 min. go South 89 deg. 38 min. East, a distance of 819.6 feet to the Coosa River, thence turning an angle to the left of 74 deg. 08 min., go North 16 deg. 14 min. East along the Coosa River, a distance of 128 feet, thence 18 deg. 20 min. to the right, go North 34 deg. 34 min. East along the Coosa River 220.2 feet, thence 10 deg. 20 min. to the left go North 24 deg. 14 min. East along the Coosa River a distance of 186.3 feet, thence turning to the left 113 deg. 52 min., go North 89 deg. 38 min. West 1051 feet to the point of beginning, said tract of land containing 10 acres, more or less, and lying in the Northeast quarter of the Southeast quarter of Section 23 and in the Northwest Quarter of Southwest Quarter of Section 24, Township 21, Range 1 East, in Shelby County, Alabama. ALSO an easement for ingress and Egress on and over the following property: South 20 feet of the Northeast Quarter and South 20 feet of the Southeast Quarter of Northwest Quarter lying East of Beeswax Road, as now located, also the East 20 feet of the North 190 feet of the Northeast Quarter of Southeast Quarter in Section 23, Township 21, South, Range 1 East. LESS AND EXCEPT that part of the lands hereinabove described which would either be covered with or which either alone or together with other lands would be entirely surrounded by waters of the Coosa River or its tributaries should such river or its tributaries be raised and backed up to that certain datum plane on 397 feet above mean sea level as established by the United States Coast and Geodetic Survey, as adjusted in January, 1955; together with the right to flood, cover or surround with water from time to time that portion of the lands hereinabove described which would lie above such datum plane and which would be flooded, covered with or surrounded by such waters should such river or its tributaries be raised and backed up to that certain datum plane of 400 feet above such mean sea level, together with rights of ingress and egress over and across that part of the lands hereinabove described which lies above such datum plane first above described, which is the subject of a deed recorded in Deed Book 239, Page 409, in the Probate Court of Shelby County, Alabama. Situated in Shelby County, Alabama.

Subject to transmission line permits to Alabama Power Company, right of way to Shelby County and flood rights owned by Alabama Power Company, all of record in Shelby County, Alabama.