

2033

SUBORDINATION AND ESTOPPEL AGREEMENT

This instrument entered into this 31st day of July, 1989, by Brookline, Ltd., ("Borrower") in favor of Goldome Credit Corporation ("Lender").

W I T N E S S E T H :

In connection with the closing of that certain loan of Nine Hundred Fifty Thousand Dollars (\$950,000.00) to Borrower by Lender, Borrower has granted to lender a mortgage on certain real property in the City of Helena, County of Shelby, State of Alabama consisting of forty-two (42) lots according to the Resurvey of Brookline, as recorded in map book 10, page 93, in the Probate Office of Shelby County, Alabama.

Said property is encumbered by certain restrictions, covenants, and conditions as set forth by instrument of record in Reel 1, page 198, said Probate Office (the "Protective Covenants"). Said Protective Covenants apply to other lots in the subdivision in addition to those owned by Borrower and covered by the mortgage securing the above-described loan.

Lender has requested, in connection with the closing of said loan transaction, that Borrower certify that its property is in compliance with said Protective Covenants and further that Borrower subordinate same to the mortgage securing said loan.

NOW, THEREFORE, in consideration of the premises, Borrower hereby certifies that the above-described property, on which Borrower has given a mortgage to Lender to secure said loan, is in compliance with the Protective Covenants.

Insofar as Borrower is able to do so, and with respect to any and all rights of Borrower under the Protective Covenants, Borrower hereby subordinates the Protective Covenants, as pertains to Borrower's property, to the mortgage given by Borrower to Lender as security for said loan.

IN WITNESS WHEREOF, Borrower has caused this instrument to be made and signed by the duly authorized officer of the general partner of Borrower, this 31st day of July, 1989.

Brookline, Ltd.

By Vantage Capital, Inc.

By: Dan Collier  
Dan Collier, President

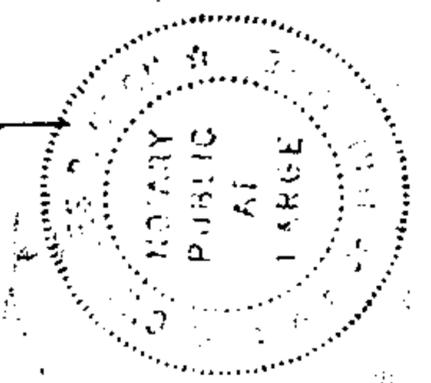
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Alabama Title

STATE OF TENNESSEE )  
COUNTY OF DAVIDSON )

I, the undersigned Notary Public in and for said County, in said State, hereby certify that Dan Collier, whose name as President of Vantage Capital, Inc., a corporation, said corporation being the sole general partner of Brookline, Ltd., a partnership, 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 said instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation, as general partner of Brookline, Ltd., a Tennessee limited partnership.

Given under my hand and official seal this 2nd day of August, 1989.

*Charles P. Cron*  
Notary Public



My Commission Expires:  
7-13-91

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STATE OF ALA. SHELBY CO.  
I CERTIFY THIS  
INSTRUMENT WAS FILED  
89 AUG 11 AM 9:09  
*Thomas A. Snowden, Jr.*  
JUDGE OF PROBATE

RECORDING FEES  
Recording Fee \$ 5.00  
*est* 7.00  
Index Fee 3.00  
TOTAL 9.00