

STATE OF ALABAMA)

SHELBY COUNTY)

SUBORDINATION OF MORTGAGE

THIS SUBORDINATION OF MORTGAGE is made as of the 21st day of December, 1994, by **THORNTON PROPERTIES**, an Alabama general partnership, whose general partners are **THOMAS J. THORNTON** and **PATRICK A. THORNTON**.

W I T N E S S E T H:

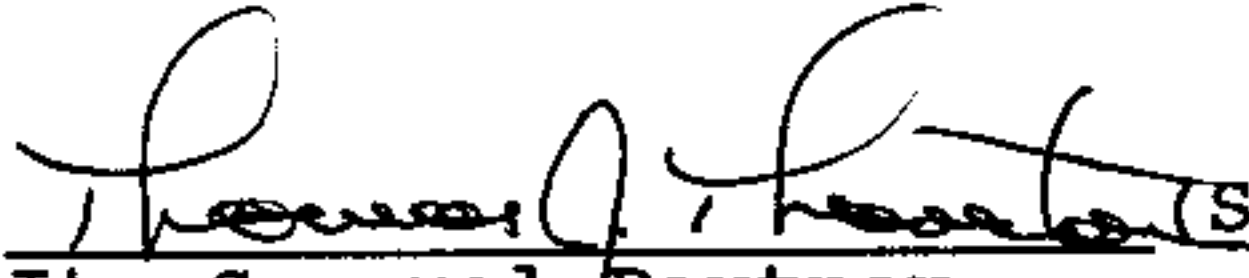
WHEREAS, by mortgage dated April 12, 1994 and recorded as Document No. 1994-35325, in the Probate Office of Shelby County, Alabama, **WEATHERLY INVESTMENT GROUP, L.L.C.** has conveyed to **THORNTON PROPERTIES**, title to certain real property located in Shelby County, Alabama which is more particularly described on Exhibit "A" attached hereto and made a part hereof (the "Property"); and

WHEREAS, **FIRST ALABAMA BANK**, an Alabama banking corporation, is willing to make a new loan to **WEATHERLY INVESTMENT GROUP, L.L.C.** to be secured by an existing mortgage recorded as Document No. 1994-09576, and amended by instrument recorded as Document No. 1994-16803, in the Probate Office of Shelby County, Alabama, and a second mortgage of even date herewith, but only on the condition that **THORNTON PROPERTIES** subordinate its mortgage to the said mortgage, as amended, and the second mortgage of **FIRST ALABAMA BANK**;

NOW, THEREFORE, in consideration of the premises, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, **THORNTON PROPERTIES** does hereby covenant, consent and agree that the lien of the mortgage of **THORNTON PROPERTIES** be, and the same hereby is, made subordinate, inferior and subject in every respect to all liens and mortgages of **FIRST ALABAMA BANK**, and to all renewals, replacements, consolidations, modifications, assignments and extensions thereof including any extensions of credit intended to be secured thereby, such as, but not limited to, any future advances.

IN WITNESS WHEREOF, the undersigned has caused this Subordination of Mortgage to be executed under seal on the day and year first above written.

THORNTON PROPERTIES

By:  (Seal)
Its General Partner

12/22/1994-37149
09:23 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 MCD 17.00

Return To:
Alabama Title Co., Inc.

Inst # 1994-37149

STATE OF ALABAMA)

JEFFERSON COUNTY)

I, the undersigned Notary Public in and for said County in said State, hereby certify that Thomas J. Thornton, whose name as General Partner of Thornton Properties, an Alabama general partnership, is signed to the foregoing Subordination of Mortgage, and who is known to me, acknowledged before me on this day that, being informed of the contents of said document, he, as such General Partner and with full authority, executed the same voluntarily for and as the act of said partnership.

Given under my hand and official seal this the 21st day of December, 1994.

Mary Beth O'neill
Notary Public
My Commission Expires: 11/22/96

EXHIBIT "A"

Part of the Northeast 1/4 of the Northeast 1/4 of Section 36, Township 20, South, Range 3 West, Shelby County, Alabama, and also part of the West 1/2 of the Northwest 1/4 of Section 31, Township 20, South, Range 2 West, Shelby County, Alabama, all being more particularly described as follows:

Beginning at the Southeast corner of the Northeast 1/4 of Northeast 1/4 of said Section 36, run in a westerly direction along the south line of said 1/4-1/4 section for a distance of 443.30 feet to an existing iron pin being on the east right of way line of I-65 Highway; thence turn an angle to the right of 113 degrees 33 minutes 08 seconds and run in a northeasterly direction along said east right of way line of I-65 Highway for a distance of 23.98 feet; thence turn an angle to the left of 26 degrees 32 minutes 18 seconds and run in a northerly direction along the east right of way line of said I-65 Highway for a distance of 294.91 feet to an existing iron pin; thence turn an angle to the right of 90 degrees 36 minutes 13 seconds and run in an easterly direction for a distance of 580.54 feet to a point on the west right of way line of Glen Abbey Way; thence turn an angle to the right of 90 degrees and run in a southerly direction along said west right of way line of Glen Abbey Way for a distance of 58.45 feet; thence turn an angle to the left of 90 degrees and run in an easterly direction for a distance of 180.0 feet to an existing iron pin being the southeast corner of Lot 87, Weatherly Glen Abbey-Sector 12; thence turn an angle to the right of 90 degrees and run in a southerly direction for a distance of 1628.73 feet, more or less, to an existing iron pin; thence turn an angle to the right of 91 degrees 27 minutes 04 seconds and run in a westerly direction for a distance of 325.11 feet to an existing iron pin; thence turn an angle to the right of 88 degrees 32 minutes 56 seconds and run in a northerly direction for a distance of 1344.06 feet, more or less, to the point of beginning.

SUBJECT TO:

1. Ad valorem taxes for 1995 which are not due and payable until October 1, 1995, and taxes for all subsequent years.
2. Right of way in favor of Alabama Power Company recorded in Book 127, Page 410 and Book 194, Page 30, in the Probate Office of Shelby County, Alabama.
3. Easements over the west side as shown on survey of R. C. Farmer and Associates, Inc.
4. Oil, gas and mineral and mining rights and all rights incident thereto including release of damages.

5. Mortgage from Weatherly Investment Group, L. L. C. to First Alabama Bank, which is filed for record as Document No. 1994-09576, in the Probate Office of Shelby County, Alabama and amended by Amendment filed for record as Document No. 1994-16803, in the said Probate Office.

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