

SUBORDINATION OF MORTGAGE

STATE OF ALABAMA)
)
SHELBY COUNTY)

THIS SUBORDINATION OF MORTGAGE is made as the 16 day of March, 1995, by THORNTON PROPERTIES, an Alabama general partnership, whose general partners are THOMAS J. THORNTON and PATRICK A. THORNTON.

WITNESSETH:

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 described in said mortgage (the "Property"); and

WHEREAS, a Covenant and Agreement for Water Service and Tap Fees, dated March 7, 1995, and recorded as Instrument #1995-06003, Office of the Judge of Probate of Shelby County creates a lien for payment of certain fees against the Property; and

WHEREAS, THORNTON PROPERTIES is willing to subordinate its interests in the land deriving from said mortgage to the lien created under the said Covenant and Agreement for Water Service and Tap Fees;

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 interests in the Property created pursuant to the Covenant and Agreement for Water Service and Tap Fees executed this date.

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: Thomas J. Thornton
Its General Partner

Inst # 1995-07219

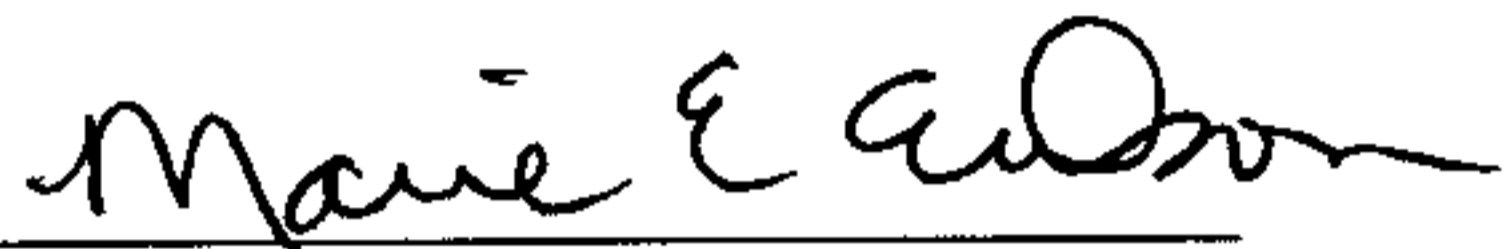
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11:34 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 MCD 11.00

Inst # 1995-07219

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 16 day of March, 1995.



Notary Public

My Commission Expires

NOTARY PUBLIC STATE OF ALABAMA AT LARGE.
MY COMMISSION EXPIRES: July 8, 1997.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

Inst # 1995-07219

03/20/1995-07219
11:34 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 NCD 11.00