

STATE OF ALABAMA  
\_\_\_\_\_, COUNTY

SUBORDINATION AGREEMENT

WHEREAS, Randall H. Goggans and wife Holly H. Goggans  
(hereinafter referred to as "Borrower") has applied to Compass  
Bank (the "Bank") for a loan of money to be secured  
by a mortgage on the property hereinafter described; and

WHEREAS, the undersigned have a lien on said property which would  
in the absence of this agreement be superior to the mortgage to be  
executed by the Borrower to the Bank; and

WHEREAS, the Bank is unwilling to make the requested loan to the  
Borrower unless the undersigned subordinate their lien in said  
property to the mortgage to be executed by the Borrower, to the  
Bank.

NOW THEREFORE, in consideration of the premises and other good  
and valuable consideration, and in order to induce the Bank to make  
the requested loan to the Borrower, the undersigned hereby agree as  
follows:

The undersigned hereby subordinate to the mortgage to be executed  
by the Borrower to the Bank all right, title and interest at law  
or equity of the undersigned in and to the following property situated  
in Shelby County, Birmingham, AL, to-wit:

including without limitation, that certain mortgage recorded in Real  
Book 1993, Page 38933 in the Probate records of Shelby  
County, Birmingham, AL.

IN WITNESS THEREOF Union State Bank has caused its  
Rex Alexander, Ex.VP to execute this Subordination Agreement  
with full authority for and on behalf of said Union State Bank  
this the 16th day of August, 1995.

BY: Rex V. Alexander  
its Executive Vice President  
Rex V. Alexander

STATE OF ALABAMA  
JEFFERSON COUNTY

08/24/1995-23361  
12:26 PM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
001 MCD 8.50

I, the undersigned authority, a Notary Public in and for said  
county in said state, hereby certify that Rex V. Alexander  
whose name as Executive Vice President of Union State Bank  
is signed to the foregoing conveyance and who is known to me, is  
acknowledged before me on this day that, being informed of the  
contents of the conveyance, he as such office, and with full authority  
executed the same voluntarily for and as the act of Union State Bank  
on the day the same bears date.

Given under my hand and official seal this the 16th day of August  
1995.

Glenn M. Barber  
NOTARY PUBLIC

My commission expires:

MY COMMISSION EXPIRES 10-5-98

Inst # 1995-23361

Shawn Wilson