

SUBORDINATION AGREEMENT

This Agreement made this date by and between First Tennessee Bank, (herein called First Party), and MortgageAmerica, Inc., (herein called Second Party).

Whereas, First Party is the owner and holder of those certain mortgages recorded in Instrument 1997-00125 and Instrument 1997-00126, executed by Richard E. Byers and wife, Debra P. Byers, in the Probate Office of Shelby County, Alabama, which mortgage encumbers the property described as follows:

Lots 1, 2, 3, 12, 13 and 14, in Block 56, according to the Survey of J. H. Dunstan's Map of the Town of Calera, in the Probate Office of Shelby County, Alabama; being situated in Shelby County, Alabama.

Whereas, the Second Party will not make the said loan unless the First Party subordinates both of its mortgages to that mortgage to the Second Party.

Now therefore in consideration of One Dollar and other good and valuable consideration, the Parties hereto agree as follows:

The First Party, First Tennessee Bank consents and agrees that the liens of its mortgages recorded in Instrument 1997-00125 and Instrument 1997-00126 are and shall continue to be, subject and subordinate in lien to the lien of the mortgage being made to the Second Party, MortgageAmerica, Inc., which mortgage is recorded in Instrument 1997-29517, in the said Probate Office.

Done this 9th day of September, 1997.

First Tennessee Bank

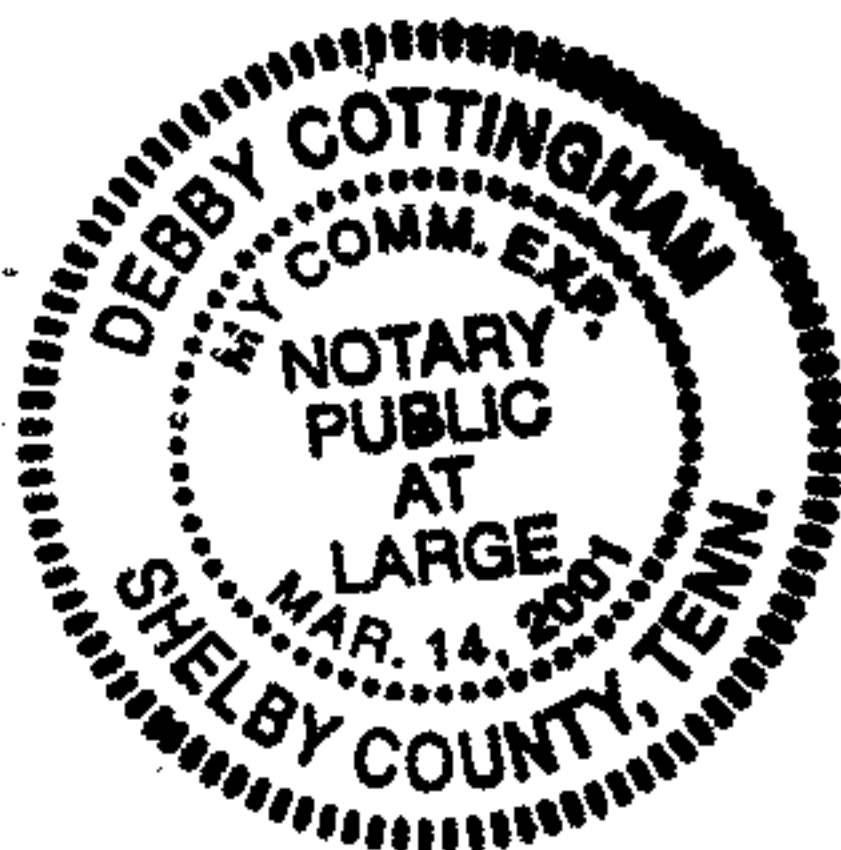
BY:


Richard L. Guida
Senior Vice President

STATE OF Tennessee)
COUNTY OF Shelby)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Richard L. Guida, whose name as Senior Vice President of First Tennessee Bank, a corporation, 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 corporation.

Given under my hand and official seal, this the 9th day of September, 1997.




Notary Public

Inst # 1997-29518

09/15/1997-29518
09:37 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
001 SNA 8.50

TOTAL P.02