

STATE OF ALABAMA
COUNTY OF SHELBY

SUBORDINATION AGREEMENT

WHEREAS, STEPHEN M. PROKOP, VII AND HOLLY J. PROKOP
(herein referred to as "Borrower"), have applied to
IRWIN MORTGAGE CORPORATION * (the "Bank") for a loan of
money to be secured by a mortgage on the property hereinafter
described; and *SAID LOAN IN THE AMOUNT OF ONE HUNDRED TWENTY FIVE
THOUSAND AND 00/100 DOLLARS (\$125,000.00).

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:

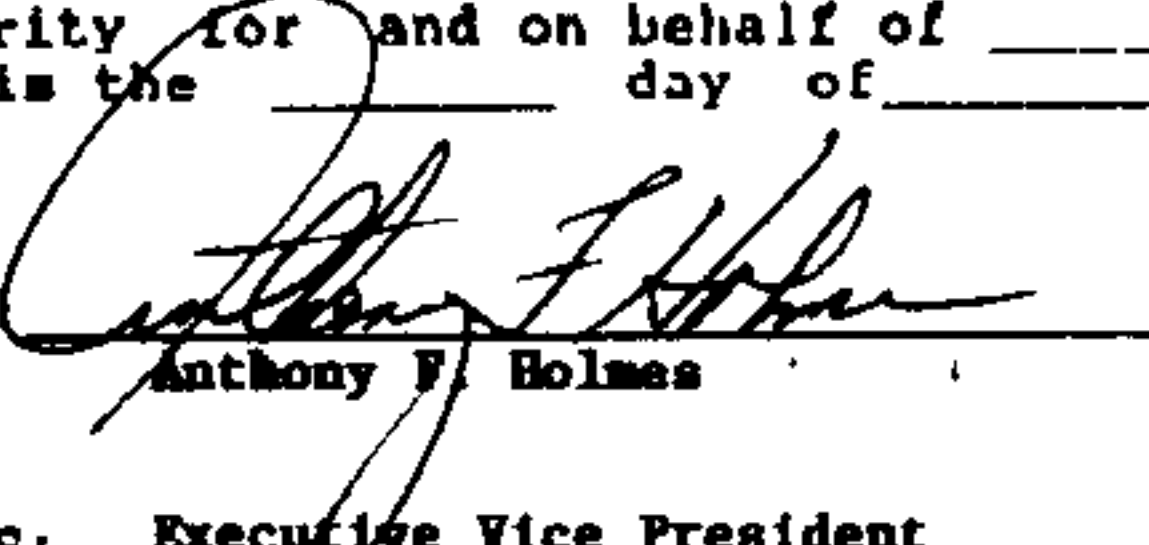
The undersigned hereby subordinate to the mortgage to be
executed by the Borrower to the Bank all right, title and
interest at law of equity of the undersigned in and to the
following described property situated in SHELBY
County, Alabama, to-wit:

SEE ATTACHED EXHIBIT "A"

including without limitation, that certain mortgage recorded in
Real 1994, Page 13092 in the Probate Office of SHELBY
County, Alabama.

IN WITNESS WHEREOF REGIONS BANK has caused its
to execute this Subordination
Agreement with full authority for and on behalf of _____
REGIONS BANK this the _____ day of _____,
1998.

BY

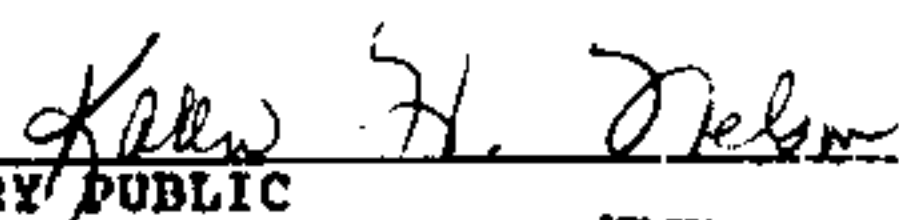

Anthony F. Holmes

ITS: Executive Vice President

STATE OF ALABAMA
COUNTY OF SHELBY

I, the undersigned authority, a Notary Public, in and for
said county in said state hereby certify that Anthony F.
Holmes whose named as Executive Vice President
for REGIONS BANK is signed to the fore-
going conveyance and who is known to me, acknowledged before me
on this day that, being informed of the contents of the
conveyance, he as such officer, and with full authority,
executed the same voluntarily for and as the act of _____
on the day the same bears date.

Given under my hand and official seal this the _____ day
of _____, 1998.


NOTARY PUBLIC

MY COMMISSION EXPIRES JUNE 5, 2001

MY COMMISSION EXPIRES: _____

09/29/1998-37845
11:48 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 CRH (1.00)

Inst. # 1998-37845

EXHIBIT "A"

Lot 12, according to the Survey to The Magnolias at Brook Highland, an Eddleman Community, as recorded in Map Book 13, page 102 A&B, in the Probate Office of Shelby County, Alabama.

Inst # 1998-37845

**09/29/1998-37845
11:48 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 CRH 11.00**