

STATE OF ALABAMA
COUNTY OF SHELBY

SUBORDINATION AGREEMENT

THIS SUBORDINATION AGREEMENT, made and entered into this the ____ day of October, 1998, by and between First Commercial Bank, (hereinafter "First Commercial"), and Regions Bank, N.A. (hereinafter "Regions").

WITNESSETH THAT, WHEREAS, BWA Development Corp., has an outstanding mortgage lien in favor of First Commercial on that certain real property described hereinafter to secure an indebtedness in the amount of \$36,000.00, and said lien is in full force and effect, said real property being more particularly described as follows:

Lot 16, according to the Survey of Quail Ridge Subdivision, as recorded in Map Book 22, Page 25, in the Probate Office of Shelby County, Alabama.

and,

WHEREAS, A.D.Chandler Co., Inc.(hereinafter "Borrower", whether on or more), has/have made an application to Regions for a loan in the sum of \$ 183,750.00 and Regions is willing to make said loan to Borrower provided he/she/they furnish it with a mortgage on the lands described in the aforesaid lien, and further provided that First Commercial subordinate the above described lien and make the same second and subservient to the mortgage of Regions; and ,

WHEREAS, it is the desire and intention of the parties hereto to subordinate the lien, operation and effect of the above described mortgage in favor of First Commercial, for the full balance thereof, to the lien and operation of the aforesaid mortgage of Regions, in order that last said lien and mortgage shall become a lien of first priority on the real property described hereinabove, and further, that the lien and mortgage in favor of First Commercial shall be, and the same are by these presents made, second, junior and subservient to that lien and mortgage of Regions in every manner whatsoever.

NOW THEREFORE, in consideration of the premises and the sum of Ten and 00/100 (\$10.00), receipt of which is acknowledged, the undersigned as parties hereto, do hereby agree that the mortgage lien of BWA Development Corp. to First Commercial Bank, dated March 11, 1996, and recorded in Real Instrument No. 1996-09059, Page in the Office of the Judge of Probate of SHELBY County, Alabama, shall be second and subservient to that certain first mortgage of A.D.Chandler Co., Inc. to Regions Bank, N.A., dated October 4, 1998, and recorded as Instrument No. 1998-43584, in the Office of the Judge of Probate of SHELBY, Alabama, to secure the sum of \$ 183,750.00, plus interest thereon, said lien of First Commercial Bank being subordinated to the first mortgage of Regions Bank, N.A..

IN WITNESS WHEREOF, the parties hereto have set their hands and seals on this the 28 day of October, 1998.

Attest:

First Commercial Bank

BY: _____
Its: _____

BY: G. Todd Burt
Its: First V.P.

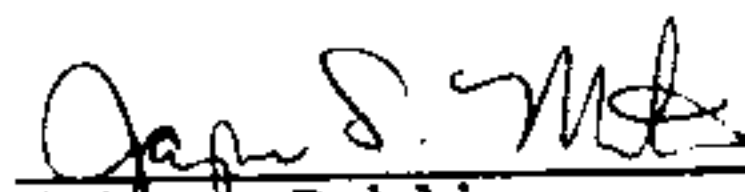
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**STATE OF ALABAMA
COUNTY OF JEFFERSON**

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that A. Todd Beard whose name as First Vice President of First Commercial 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 this instrument, he/she, as such office and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal, this 26th day of **October, 1998..**



Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF ALABAMA AT JEFFERSON
MY COMMISSION EXPIRES: NOV 1, 1999
~~FORWARD THIS NOTARY PUBLIC UNDERWRITERS~~

THIS INSTRUMENT PREPARED BY:

W. Russell Beals, Jr., Attorney
BEALS & ASSOC., P.C.
200 Cahaba Park South, 104
BIRMINGHAM, ALABAMA 35242

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