

THE STATE OF ALABAMA )  
COUNTY OF SHELBY )

SUBORDINATION AGREEMENT

KNOW ALL MEN BY THESE PRESENT:

WHEREAS, the undersigned, Compass Bank and Barney A. Beach and spouse, Ollie K. Beach acknowledge that debt secured by that certain Mortgage dated February 26, 1991 from Barney A. Beach and spouse, Ollie K. Beach to Compass Bank on the following described real estate situated and being in Shelby County, Alabama, to wit:


Lot 22, according to the Survey of Heatherwood, Sector 3, as recorded in Map Book 8, Page 29 A & B, in the Office of the Judge of Probate of Shelby County, Alabama; being situated in Shelby County, Alabama.

WHEREAS, the undersigned, understand and agree that the debt secured by that certain Mortgage dated February 26, 1991 from Barney A. Beach and spouse, Ollie K. Beach to Compass Bank recorded in Real Volume 332, Page 454, in the Office of the Judge of Probate of Shelby County, Alabama, in the principal amount of \$75,000.00 and amended to increase amount to \$95,000.00 by instrument recorded in Instrument # 1995-11544, in the Office of the Judge of Probate of Shelby County, Alabama, shall be second, subordinate and inferior to that certain Mortgage dated January 8, 1999, executed by Barney A. Beach and spouse, Ollie K. Beach to Compass Bank recorded in Instrument # 1999-01902, in the Office of the Judge of Probate of Shelby County, Alabama, in the principal amount of \$145,000.00.

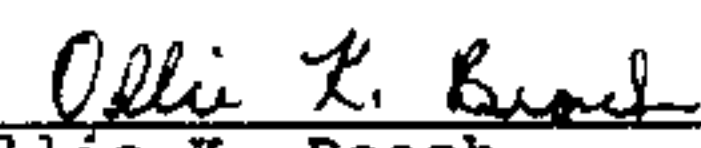
ANY DEFAULT under the terms of that certain Mortgage recorded in Instrument # 1999-01902 in the Office of the Judge of Probate of Shelby County, Alabama (first mortgage) or the obligation secured thereby, shall constitute a default of that Mortgage recorded in Real Volume 332, Page 454 and amended in Instrument # 1995-11544 in the Office of the Judge of Probate of Shelby County, Alabama.

IN WITNESS WHEREOF, Compass Bank, through its authorized individual, and Barney A. Beach and spouse, Ollie K. Beach hereunto have set their hands and seals this 8th day of January, 1999.

Compass Bank

  
BY: Samie Adam Brown (SEAL)  
ITS: Vice President

  
Barney A. Beach (SEAL)

  
Ollie K. Beach (SEAL)

Inst # 1999-03769


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01/28/1999-03769  
09:31 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
002 BLN 11.00

Inst # 1999-03769

THE STATE OF ALABAMA )  
COUNTY OF JEFFERSON )

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared Jamie Tatum Brown whose name as Vice President of Compass Bank, and acknowledged the foregoing in his/her capacity as same for the purposes herein described this the 8th day of January, 1999.

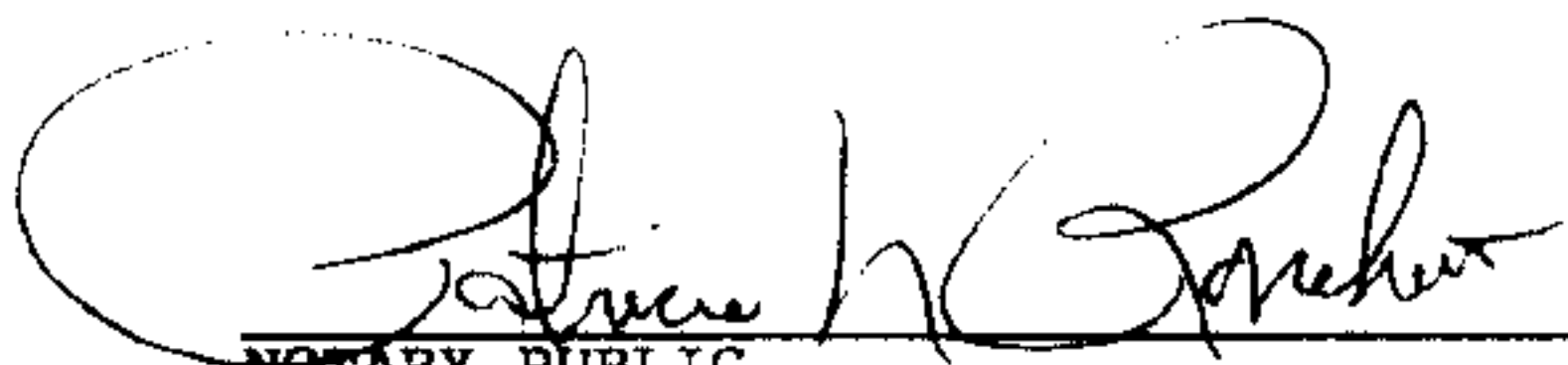
  
NOTARY PUBLIC  
My commission expires 2-20-2001

Inst # 1999-03769

THE STATE OF ALABAMA )  
COUNTY OF JEFFERSON )

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that Barney A. Beach and spouse, Ollie K. Beach, whose names are signed to the foregoing, and who are known to me, acknowledged before me on this day, that being informed of the contents of said instrument, they executed the same voluntarily.

Given under my hand and seal of office, this 8th day of January, 1999.

  
NOTARY PUBLIC  
My commission expires: 2-20-2001

THIS INSTRUMENT WAS PREPARED BY: Richard W. Theibert, Attorney  
NAJJAR DENABURG, P.C.  
2125 Morris Avenue, Birmingham, Alabama 35203  
(205) 250-8400

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