

SUBORDINATION AGREEMENT

This Subordination Agreement is made and entered into this 19th day of April, 1999, by and among John S. LeRoux and Robert J. LeRoux (hereinafter collectively referred to as "LeRoux"), LeRoux Entertainment Corporation of America, a Georgia Corporation (hereinafter referred to as "LeRoux Entertainment") and The Estate of John Robert Saunders, Jefferson County Probate Court Case #15646 and Twin Pines, Inc. (hereinafter collectively referred to as "Mortgagee").

WITNESSETH:

WHEREAS, LeRoux did execute a Real Estate Mortgage dated February 16, 1996 to Twin Pines, Inc (the "Mortgage") covering certain real property located in Shelby County, Alabama, described in Exhibit "A" attached hereto and made a part hereof which Mortgage was recorded in the Shelby County Probate Office in Inst. # 1996-05605; and

WHEREAS, Bank of Alabama (hereinafter referred to as the "Bank" is making a \$3,188,000.00 first mortgage loan to LeRoux Entertainment; and

WHEREAS, it is a condition precedent to the Bank making the loan to LeRoux Entertainment that the Mortgage and Security Agreement securing the loan from the Bank shall be and remain a lien or charge on the property described in Exhibit "A" prior to and superior to the Mortgage, the UCC-1 Financing Statement recorded at Inst. # 1996-05606 in the Office of the Judge of Probate of Shelby County, Alabama, and the UCC-1 Financing Statement filed with the Alabama Secretary of State (the "UCC-1s") from Mortgagee; and

WHEREAS, the Bank is willing to make such loan provided the Mortgage and Security Agreement from LeRoux Entertainment to the Bank is prior and superior to the lien of the Mortgage to Mortgagee, and provided Mortgagee will specifically and unconditionally subordinate the lien of its Mortgage described above to the Mortgage and Security Agreement of the Bank.

NOW, THEREFORE, for and in consideration of the premises and other valuable consideration, receipt of which is hereby acknowledged, and in order to induce the Bank to make the loan above referred to, it is hereby agreed as follows:

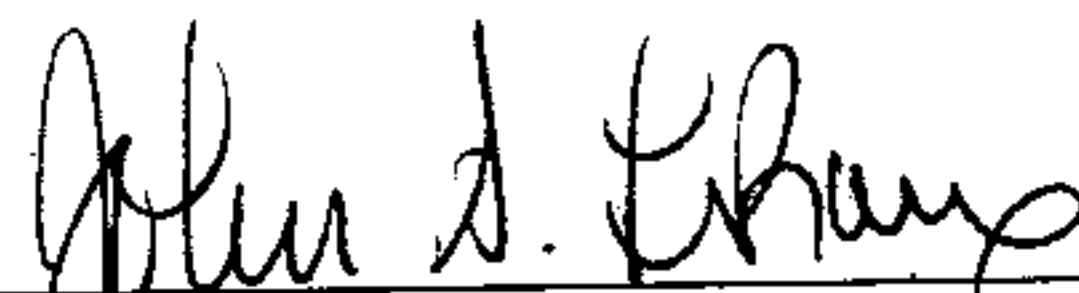
1. **SUBORDINATION**: The Mortgage and Security Agreement securing the Promissory Note(s) in favor of the Bank, referred to above, and any renewals or extensions of same, shall be and remain at all time a lien on the property described in Exhibit "A" prior to and superior to the lien of the Mortgage from LeRoux to Mortgagee.
2. **ACKNOWLEDGMENT OF SUBORDINATION**: Mortgagee hereby acknowledges and specifically waives, relinquishes, and subordinates the priority and superiority of its Mortgage and UCC-1s upon the property described in Exhibit "A" to the Mortgage and Security Agreement of the Bank, and it understands that in reliance upon and in consideration of this waiver, relinquishment, and subordination, loans and advances are being made and will be made, the Bank acknowledges that loans and advances under the loans would not be made or entered into but for such reliance upon this waiver, relinquishment, and subordination.
3. **BINDING EFFECT**: This agreement shall inure to the benefit and be binding upon the legal representatives, heirs, devisees, successors, and assigns of the parties.

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IN WITNESS WHEREOF, the parties have set their hands and seals on the day and year first written above.

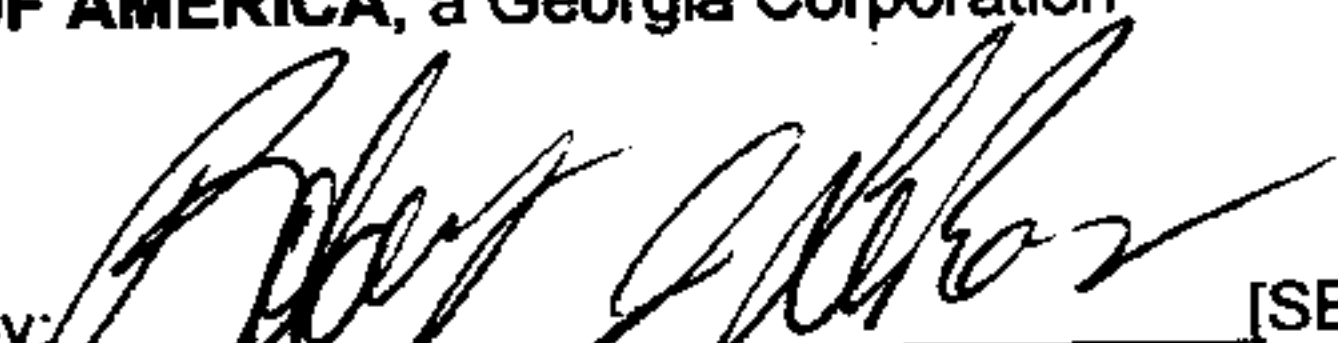
LEROUX:

 [SEAL]
JOHN S. LEROUX

 [SEAL]
ROBERT J. LEROUX


LEROUX ENTERTAINMENT:

**LEROUX ENTERTAINMENT CORPORATION
OF AMERICA, a Georgia Corporation**

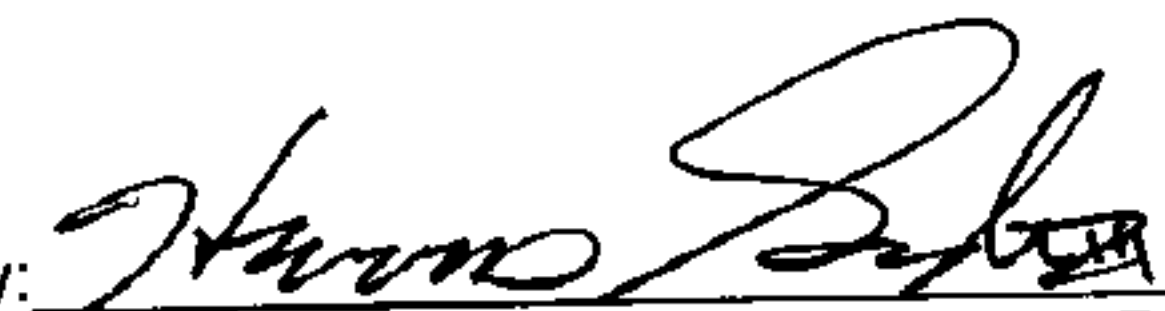
By:  [SEAL]
Robert J. LeRoux, Its President

MORTGAGEE:

**THE ESTATE OF JOHN ROBERT SAUNDERS,
JEFFERSON COUNTY PROBATE COURT
CASE #151646**

By:  [SEAL]
Harris Saunders III, as Successor
Sole Executor


TWIN PINES, INC.

By:  [SEAL]
Harris Saunders III, Its Senior Vice President

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that John S. LeRoux and Robert J. LeRoux, whose names are signed to the foregoing instrument, and who are known to me, acknowledged before me on this day that, being informed of the contents of the instrument, they executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 19th day of April, 1999.




NOTARY PUBLIC
My Commission Expires: 12/28/99

[NOTARIAL SEAL]

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Robert J. LeRoux, whose name as President of LeRoux Entertainment Corporation of America, a Georgia Corporation, is signed to the foregoing instrument, and who is known to me, acknowledged before me 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 19th day of April, 1999.



NOTARY PUBLIC
My Commission Expires: 12/28/99

[NOTARIAL SEAL]

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Harris Saunders III, whose name as Successor Sole Executor of The Estate of John Robert Saunders, Jefferson County Probate Court Case #151646, is signed to the foregoing instrument, and who is known to me, acknowledged before me this day that, being informed of the contents of the instrument, he as such executor and with full authority, executed the same voluntarily for and as the act of said trust.

Given under my hand and official seal this 17th day of April, 1999.

Cheryl A. Robinson
NOTARY PUBLIC
My Commission Expires: 7/10/99

[NOTARIAL SEAL]

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Harris Saunders III, whose name as Senior Vice President of Twin Pines, Inc., a Corporation, is signed to the foregoing instrument, and who is known to me, acknowledged before me 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 17th day of April, 1999.

Cheryl A. Robinson
NOTARY PUBLIC
My Commission Expires: 7/10/99

[NOTARIAL SEAL]

This Instrument Prepared By:

Claude McCain Moncus, Esq.
CORLEY, MONCUS & WARD, P.C.
400 Shades Creek Parkway
Suite 100
Birmingham, Alabama 35209
(205) 879-5959

EXHIBIT "A"

PARCEL I:

The SW $\frac{1}{4}$ of the SW $\frac{1}{4}$ of Section 23, Township 18 South, Range 1 East, and the NW $\frac{1}{4}$ of Section 26, Township 18 South, Range 1 East, Shelby County, Alabama, as follows:

Begin at a 4" Channel Iron found at the accepted NW corner of Section 26 and the SW corner of Section 23, Township 18 South, Range 1 East, Shelby County, Alabama, and run in a Northerly direction along the accepted West line of the SW $\frac{1}{4}$ of the SW $\frac{1}{4}$ of said Section 23, a distance of 1323.26 feet to the accepted NW corner of the said $\frac{1}{4}$ - $\frac{1}{4}$ Section, being an old rebar with a new plastic cap bearing R.L.S. Number 4092, Raymond Shackelford, and the name, "Southern Land Surveying Company"; thence turn an interior angle of 90°55'56" and run to the right in an Easterly direction along the accepted North line of said $\frac{1}{4}$ - $\frac{1}{4}$ section a distance of 1347.84 feet to a 1" rebar found at the accepted NE corner of said $\frac{1}{4}$ - $\frac{1}{4}$ section; thence turn an interior angle of 90°58'42" and run to the right in a Southerly direction along the accepted East line of said $\frac{1}{4}$ - $\frac{1}{4}$ section a distance of 1241.59 feet to a 1" steel bar found in a rock pile at the accepted SE corner of said $\frac{1}{4}$ - $\frac{1}{4}$ section; thence turn an interior angle of 267°41'41" and run to the left in an Easterly direction along the accepted North line of the NE $\frac{1}{4}$ of the NW $\frac{1}{4}$ of Section 26, Township 18 South, Range 1 East, Shelby County, Alabama, a distance of 1327.21 feet to a pine knot found at the accepted NE corner of said $\frac{1}{4}$ - $\frac{1}{4}$ section; thence turn an interior angle of 90°55'34" and run to the right in a Southerly direction along the accepted East line of the NW $\frac{1}{4}$ of Section 26 a distance of 2634.77 feet to a 1.25" open pipe found at the accepted SE corner of said $\frac{1}{4}$ section; thence turn an interior angle of 90°51'32" and run to the right in a Westerly direction along the accepted South line of said $\frac{1}{4}$ section a distance of 2694.37 feet to a 1" rebar found at the accepted SW corner of said $\frac{1}{4}$ section; thence turn an interior angle of 89°38'44" and run to the right in a Northerly direction along the accepted West line of said $\frac{1}{4}$ section a distance of 2605.21 feet, more or less, to the point of beginning.

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