

SUBORDINATION AGREEMENT

WHEREAS, on January 7th, 1997, Clarence Hill and Wife,
(Date)
Eleanor Hill ("Borrowers")

executed a mortgage in favor of First Tennessee Bank

("Creditor") encumbering the following described real property:

Lots 1 and 2, according to Fancher's SubDivision of a part of the SouthWest Quarter (SW 1/4) of the NorthEast Quarter (NE 1/4) of Section 3, Township 3, Township 24 North, Range East, as recorded in Map Book 4, Page 31 in the Probate Office of Shelby County, Alabama, being situated in Shelby County, Alabama.

which secured an original indebtedness in the amount of \$ 15,000.00 and was recorded on 01/16/97, in Volume 1997, Page 1647, in the public records of Shelby County;

WHEREAS, thereafter on _____, Borrowers executed or will
(Date)
execute a certain mortgage in favor of Commercial Credit _____
("Commercial Credit") securing an original indebtedness in the amount of \$ 55,926.00,
which will be recorded in the public records of Shelby County, and which
mortgage likewise encumbers the above-described property;

WHEREAS, Commercial Credit is not willing and will not make the loan desired by the Borrowers unless Commercial Credit's mortgage is a 1st mortgage prior in dignity and in every respect to the aforesaid mortgage of Creditor;

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other valuable consideration to Creditor in hand paid, the receipt of which is hereby acknowledged, Creditor does hereby subordinate its mortgage to the above-described mortgage in favor of Commercial Credit and does hereby intend by this Agreement that the mortgage in favor of Commercial Credit shall be a 1st mortgage lien prior in dignity to Creditor's mortgage as herein described.

Inst # 1999-41465

10/05/1999-41465
11:24 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 SWA 12.00

IN WITNESS WHEREOF, Creditor has signed this Agreement this 20th day of November, 19 97.

Witnesses:

Paul W. FumbleBY: [Signature]TITLE: Senior Vice PresidentSTATE OF TennesseeCOUNTY OF Shelby

The foregoing instrument was acknowledged before me on this 20th day of November, 19 97 by Richard L. Guida

(Name)

as Senior Vice President of First Tennessee Bank

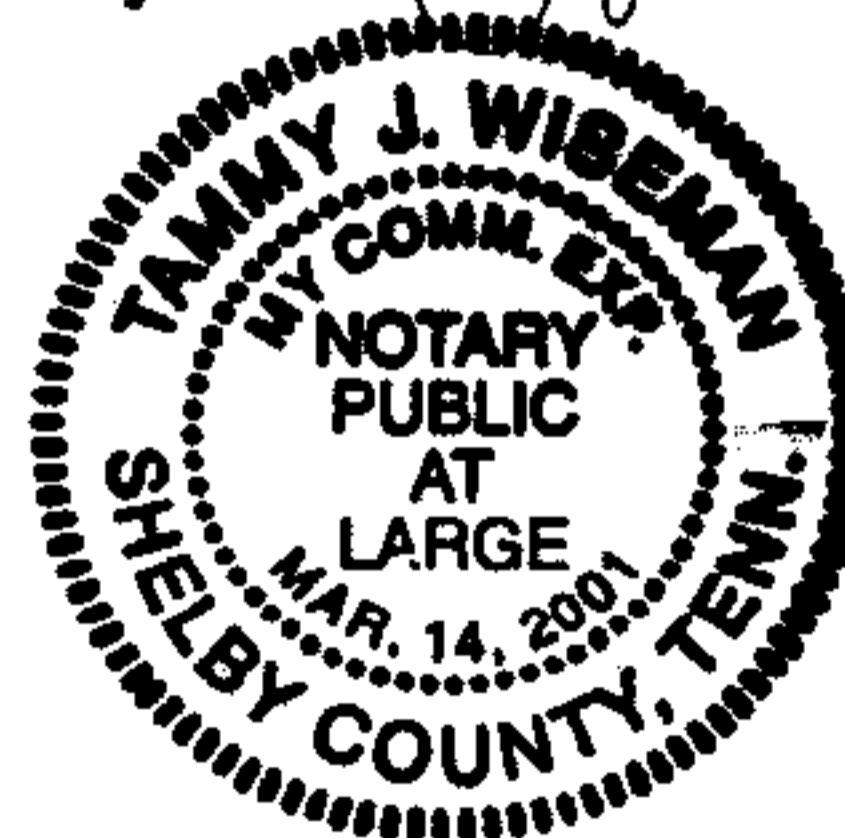
(Title)

(Creditor)

(Seal)

Notary Public

My Commission Expires:

Mar 14 2001

Inst # 1999-41465

10/05/1999-41465
11:24 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
12.00
002 SNA