

Inst • 2000-00022

THE STATE OF ALABAMA)
COUNTY OF SHELBY)

SUBORDINATION AGREEMENT

KNOW ALL MEN BY THESE PRESENT:

WHEREAS, the undersigned, Compass Bank and W. Bruce Leithead, III and spouse, Cathryn M. Leithead acknowledge that debt secured by that certain Mortgage dated December 8, 1999 from W. Bruce Leithead, III and spouse, Cathryn M. Leithead to Compass Bank on the following described real estate situated and being in Shelby County, Alabama, to wit:

Lot 23, according to the Survey of Forest Meadows, 1st Sector, as recorded in Map Book 19, Page 80, in the Probate Office of Shelby County, Alabama.


WHEREAS, the undersigned, understand and agree that the debt secured by that certain Equity Line of Credit Mortgage dated May 28, 1996 from W. Bruce Leithead, III and spouse, Cathryn M. Leithead to Compass Bank recorded in Instrument #1996-19686, in the principal amount of \$27,000.00 and amended on December 21, 1998 to increase the amount to \$59,000.00 and recorded in Instrument #1999-5306 and further amended on December 8, 1999 to decrease the amount to \$30,910.00 and recorded in Instrument # 1999-51467, in the Office of the Judge of Probate of Shelby County, Alabama, shall be second, subordinate and inferior to that certain Mortgage dated December 8, 1999, executed by W. Bruce Leithead, III and spouse, Cathryn M. Leithead to Compass Bank recorded in Instrument # 1999-51466, in the Office of the Judge of Probate of Shelby County, Alabama, in the principal amount of \$250,000.00.

ANY DEFAULT under the terms of that certain Mortgage recorded in Instrument # 1999-51466 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 Equity Line of Credit Mortgage recorded as recited above in the Office of the Judge of Probate of Shelby County, Alabama.

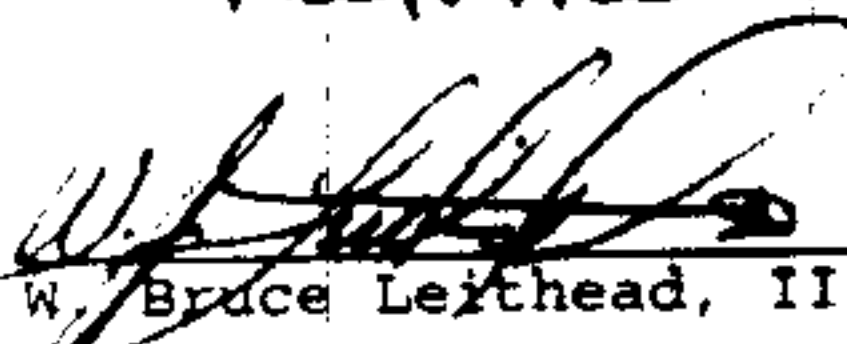
IN WITNESS WHEREOF, Compass Bank, through its authorized individual, and W. Bruce Leithead, III and spouse, Cathryn M. Leithead hereunto have set their hands and seals this 8th day of December, 1999.

Compass Bank

01/04/2000-00022
09:58 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
WBC CH 11:30


BY: Kristi Beasley
ITS: Asst. Vice President

(SEAL)


W. Bruce Leithead, III

(SEAL)


Cathryn M. Leithead

(SEAL)

THE STATE OF ALABAMA)
COUNTY OF JEFFERSON)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared Krish Bady, A/P, Congress Bank, and acknowledged the foregoing in his/her capacity as same for the purposes herein described this the 8th day of December, 1999.

Erick H. M. Jura
NOTARY PUBLIC

My commission expires: 2.22.2003

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 W. Bruce Leithead, III and spouse, Cathryn M. Leithead, 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 December, 1999.

M. H. A.
NOTARY PUBLIC

My commission expires: MY COMMISSION EXPIRES MAY 21, 2000

MY COMMISSION EXPIRES MAY 21, 2000

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

Inst # 2000-00022

Page 2 of 2

**01/04/2000-00022
08:58 AM CERTIFIED
JELLY COUNTY JUDGE OF PROBATE
002 CJ1 11.00**