

STATE OF ALABAMA)

SHELBY COUNTY)

SUBORDINATION AGREEMENT

WHEREAS, SHADY OAKS, INC., hereinafter called "Borrower" are presently indebted to The Alabama Sheriff's Boys and Girls Ranches, Inc. as evidenced by that certain Promissory Note executed by said Borrower in favor of The Alabama Sheriff's Boys and Girls Ranches, Inc., n/k/a The Alabama Sheriff's Youth Ranches, Inc. dated November 15, 1996, in the original amount of \$89,200.00; and

WHEREAS, said Note is secured by that certain Mortgage executed by said Borrower in favor of The Alabama Sheriff's Boys and Girls Ranches, Inc. n/k/a The Alabama Sheriff's Youth Ranches, Inc. dated November 15, 1996, and recorded in Instrument 1996-40799 with the Judge of Probate of Shelby County, Alabama; real estate taken by said mortgage is described in Exhibit "A" attached hereto which specific reference is here made; and

WHEREAS, said Borrower is desirous of obtaining a loan in the amount of \$410,300.⁰⁰ from THE BANK, hereinafter called "Lender", for the purpose of reducing the interest rate on Borrower's mortgage; to secure said loan, said Lender requires the Borrower to secure said loan with a mortgage on the real estate described in Exhibit "A" and further requests that The Alabama Sheriff's Boys and Girls Ranches, Inc. n/k/a The Alabama Sheriff's Youth Ranches, Inc. subordinate its mortgage to that mortgage being taken by said Lender.

NOW THEREFORE, in and for good and valuable consideration, and in order to induce said Lender to make said additional loan to Borrower, The Alabama Sheriff's Boys and Girls Ranches, Inc. n/k/a The Alabama Sheriff's Youth Ranches, Inc. does hereby subordinate its mortgage to that mortgage securing said additional loan.

IT IS EXPRESSLY AGREED AND UNDERSTOOD that neither this Subordination Agreement, nor anything contained herein shall in any wise alter or affect the validity of the mortgage first mentioned, or the lien on the real property so subordinated herein, or any other collateral securing the indebtedness of the Borrower to The Alabama Sheriff's Boys and Girls Ranches, Inc. n/k/a The Alabama Sheriff's Youth Ranches, Inc.

IT IS EXPRESSLY AGREED AND UNDERSTOOD, that this Subordination is to extend only to the loan amount and purpose as expressly set forth above, and will not be valid or extend to any future advancements made by said Lender on the note evidencing above said loan.

IN WITNESS WHEREOF, The Alabama Sheriff's Boys and Girls Ranches, Inc. n/k/a The Alabama Sheriff's Youth Ranches, Inc. has caused this Subordination Agreement to be executed by Nicholas C. Roussio, CEO, of The Alabama Sheriff's Boys and Girls Ranches, Inc. n/k/a The Alabama Sheriff's Youth Ranches, Inc.

THIS, the 21st day of May, 2000.

Inst • 2000-19027

06/07/2000-19027
01:27 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
904 1996 16.00

THE ALABAMA SHERIFF'S BOYS AND GIRL'S
RANCHES, INC. n/k/a THE ALABAMA
SHERIFF'S YOUTH RANCHES, INC.

By:

[Signature]

ITS Chief Executive Officer
2680 Bell Road
Montgomery, Alabama 36124

STATE OF ALABAMA)

COUNTY)

Before me, the undersigned Notary Public in and for said County in said State,
personally appeared NORMAN GUNN who is known to me, and who upon oath
acknowledged himself/ herself to be CEO of the The Alabama Sheriff's
Boys and Girls Ranches, Inc. n/k/a The Alabama Sheriff's Youth Ranches, Inc., and that he/she,
being authorized to do so, executed and delivered the foregoing Subordination Agreement, freely
and voluntarily and with the full knowledge of the contents thereof, for the purpose herein
expressed, by signing the name of said The Alabama Sheriff's Boys and Girls Ranches, Inc. n/k/a
The Alabama Sheriff's Youth Ranches, Inc. by himself/ herself.
WITNESS MY HAND and official seal of office in Montgomery, Alabama this
the 20 day of July, 2000.

[Signature]
Notary Public

My Commission Expires: 12/31/01

IN WITNESS WHEREOF, the undersigned parties have consented to the contents, terms
and conditions of the herein Subordination, this the 5th day of June, 2000.

ATTEST: [Signature]

THE BANK

By:

[Signature]
Signature

Tom W. Rankin, Pres
Print name and Title

LENDER'S ADDRESS:

P.O. Box 460
Albertville, AL 35950

BORROWERS:

Shady Cars Inc

BORROWERS ADDRESS:

P.O. Box 1126
Albertville, AL 35950

STATE OF ALABAMA)

COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Tom W. Reulin whose name (s) are signed to the foregoing instrument, and who are known to me, acknowledged before me on this day that, being duly informed of the contents of the instrument, he/she/they executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the 5th day of June, 2000.

Ronald J. Gennell

Notary Public

My commission expires: 07 SEP 2002

Exhibit A - Legal Description

From the true (sized section) N. W. corner of the SW1/4 of the NE1/4 of Section 2, Township 20 South, Range 2 East, run thence true South 00 degrees 55 minutes 10 seconds West along the true West boundary of said SW1/4 of the NE1/4 a distance of 287.12 feet to a point on the Southerly boundary of U. S. Highway #280 (250 feet Right of Way) being the Point of Beginning of herein described parcel of land; thence turn 00 degrees 38 minutes 31 seconds left and run South 00 degrees 16 minutes 39 seconds left and run South 00 degrees 16 minutes 39 seconds along an accepted property line a distance of 642.51 feet; thence turn 00 degrees 01 minutes 35 seconds right and continue South 00 degrees 18 minutes 14 seconds West along said accepted property line of a distance of 396.07 feet; thence turn 00 degrees 06 minutes 47 seconds left and continue South 00 degrees 11 minutes 27 seconds West along said accepted property line a distance of 1378.17 feet; thence turn 00 degrees 18 minutes 59 minutes right and continue South 00 degrees 30 minutes 26 seconds West along accepted property line a distance of 1273.32 feet to a Point on the True South boundary of Section 2, Township 20 South, Range 2 East, said Point being 39.14 feet South 09 degrees 22 minutes 15 seconds East of the true S. W. corner of the S. W. corner of the SW1/4 of the NE1/4 of Section 2; thence turn 89 degrees 52 minutes 41 seconds left and run South 89 degrees 22 minutes 15 seconds East along the true South boundary of said Section 2, a distance of 1276.89 feet to the S. E. corner of said SW1/4 of the NE1/4; thence turn 89 degrees 32 minutes 55 seconds left and run North 1 degree 04 minutes 50 seconds East a distance of 1327.34 feet to the true N. E. corner of said SW1/4 of the NE1/4; thence turn 00 degrees 54 minutes 15 seconds left and run North 00 degrees 10 minutes 35 seconds East along an accepted property line a distance of 1317.26 feet; thence turn 1 degree 27 minutes 51 seconds right and run North 1 degree 30 minutes 26 seconds East along an accepted property line a distance of 77.98 feet to a point on the Southerly boundary of aforementioned U.S. #280; thence turn 54 degrees 18 minutes 20 seconds left and run North 52 degrees 39 minutes 54 seconds West along said Highway boundary a distance of 1518.73 feet to the Point of Beginning of herein described parcel of land.

LESS AND EXCEPT, From the true (sized section) N. W. corner of the SW1/4-NE1/4 of Section 2, Township 20 South, Range 2 East, run thence true South 00 degrees 55 minutes 10 seconds West along the true West boundary of said SW1/4 of the NE1/4, a distance of 287.12 feet to a point on the Southerly boundary of U. S. Highway #280 (250 feet Right of Way), being the Point of Beginning of the herein described parcel of land; thence turn 00 degrees 38 minutes 31 seconds left and run South 00 degrees 16 minutes 39 seconds West along an accepted property line a distance of 642.51 feet; thence turn 00 degrees 01 minutes 35 seconds right and continue South 00 degrees 18 minutes 14 seconds West along said accepted property line a distance of 396.07 feet; thence turn 00 degrees 06 minutes 47 seconds left and continue South 00 degrees 11 minutes 27 seconds West along said accepted property line a distance of 468.75 feet; thence turn 90 degrees 11 minutes 27 seconds left and run 300.0 feet; thence turn 90 degrees 00 minutes right and run 205.50 feet; thence turn 90 degrees 00 minutes left and run 989.58 feet to a point on an accepted property line; thence turn 89 degrees 59 minutes 25 seconds left and run North 00 degrees 10 minutes 35 seconds East along said accepted property line a distance of 653.15 feet; thence turn 01 degrees 27 minutes 51 seconds right and run North 01 degree 38 minutes 26 seconds East along said accepted property line a distance of 77.98 feet to a point on the Southerly boundary of aforementioned U.S. Highway #280; thence turn 54 degrees 15 minutes 20 seconds left and run 1518.73 feet along said Highway boundary to the Point of Beginning of the herein described parcel of land.

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