

Subordination Agreement

THIS AGREEMENT is made and entered into on this 20 day of March 2001, by Heritage Bank (hereinafter referred to as "Heritage") in favor of New South Federal, its successors and assigns (hereinafter referred to as "Lender").

RECITALS

Heritage loaned to Stephen E. Atkins and Wife, E.J. Atkins (the "Borrowers") the sum of \$43,875. Such loan is evidenced by a note dated June 30, 2000, executed by Borrowers in favor of Heritage, which note is secured by a mortgage, deed of trust, security deed, deed to secure debt, or other security agreement recorded July 18, 2000 in Record Book Instrument No. 2000-24065, in the public records of Shelby County, Alabama ("Heritage"). Borrowers have requested that Lender lend to it the sum of \$241,800, which loan will be evidenced by a promissory note in such amount dated, and executed by Borrowers in favor of Lender (the "Note"). The Note will be secured by a mortgage of the same date as the Note (the "Mortgage").

AGREEMENT

In consideration of the premises and for other good and valuable consideration, the receipt and sufficiency of all of which is hereby acknowledged, Heritage agrees that the Mortgage shall be and remain at all times a lien or charge on the property covered by the Mortgage prior and superior to the lien or charge of the Heritage Mortgage to the extent the Mortgage secures the debt evidenced by the Note and any and all renewals and extensions thereof, or of any part thereof, and all interest payable on all of said debt and on any and all such renewals and extensions, and to the extent of advances made under the Note or Mortgage necessary to preserve the rights or interest of Lender thereunder, but not to the extent of any other future advances

IN WITNESS WHEREOF, Heritage has caused this instrument to be executed by its duly authorized officer on the day and date first set forth above.

Heritage Bank

By: George C. Pelekis

Vice President

State of Alabama
Jefferson County

I, the undersigned authority, a Notary Public, in and for said county in said state, hereby certify that George C. Pelekis whose name as Vice President of Heritage Bank, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said 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 20th day of March, 2001.

Robert J. Hume
Notary Public

My commission expires: _____

NOTARY MUST AFFIX SEAL

NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Feb 15, 2005
BONDED THRU NOTARY PUBLIC UNDERWRITERS

Inst # 2001-12084

04/02/2001-12084
01:44 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
001 CJ1 11.00