

SUBORDINATION AGREEMENT

Pursuant to the terms of the mortgage entered into by and between Robert G. Byrd and Sharon W. Bryd to National Bank of Commerce of Birmingham on May 8, 1998 and recorded in Instrument Number 1998-18670 in the Probate Office of Shelby County, Alabama.

National Bank of Commerce of Birmingham does declare the lien of its mortgage dated May 8, 1998 and recorded in Instrument Number 1998-18670 in the Probate Office of Shelby County, Alabama to be second and subordinate to the lien of mortgage given by BancorpSouth Bank in the amount of One Hundred Thirty-Seven Thousand Two Hundred Fifty and no/100-----(\$137,250.00) executed on September 18, 2002 recorded in the Probate Office of Shelby County, Alabama.

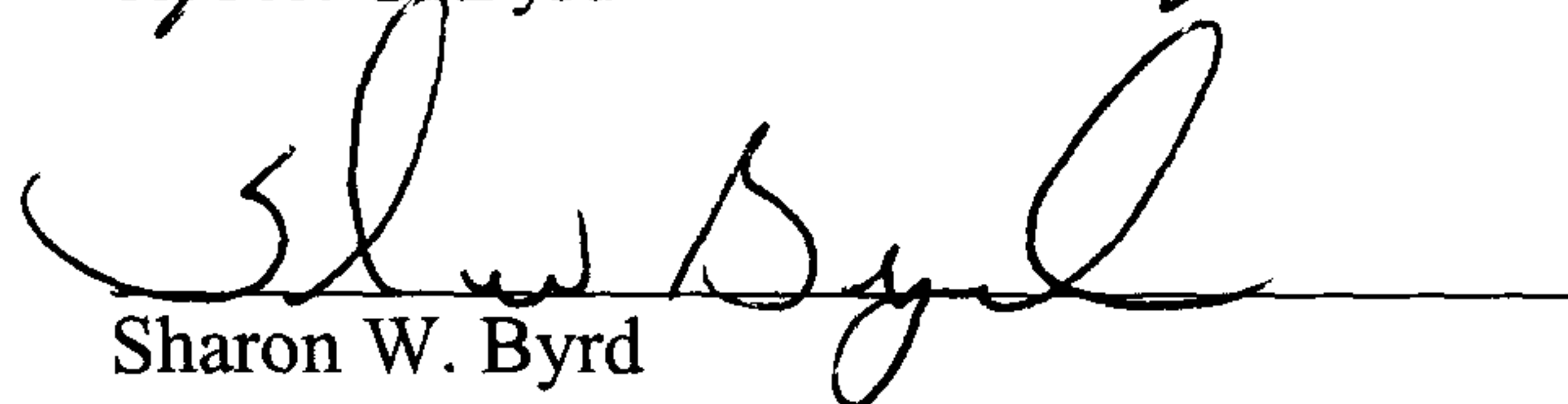
Both mortgages are encumbering certain real property described as:

Lot 26, according to the Survey of Cahaba Oaks, as recorded in Map Book 18, Page 141, in the Probate Office of Shelby County, Alabama.

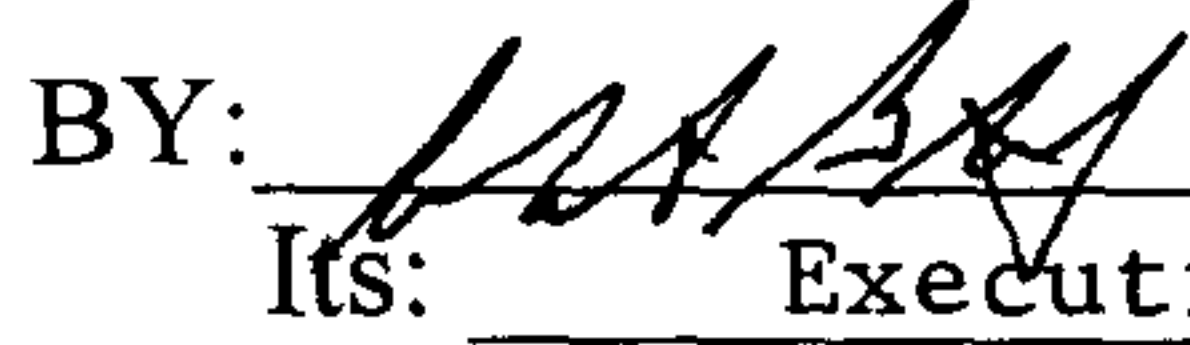
IN WITNESS WHEREOF, this Subordination Agreement has been executed on this

18TH of SEPTEMBER, 2002.


Robert G. Byrd


Sharon W. Byrd

NATIONAL BANK OF COMMERCE
OF BIRMINGHAM

BY:  Robert B. Aland
Its: Executive Vice President

STATE OF ALABAMA)
Jefferson COUNTY)

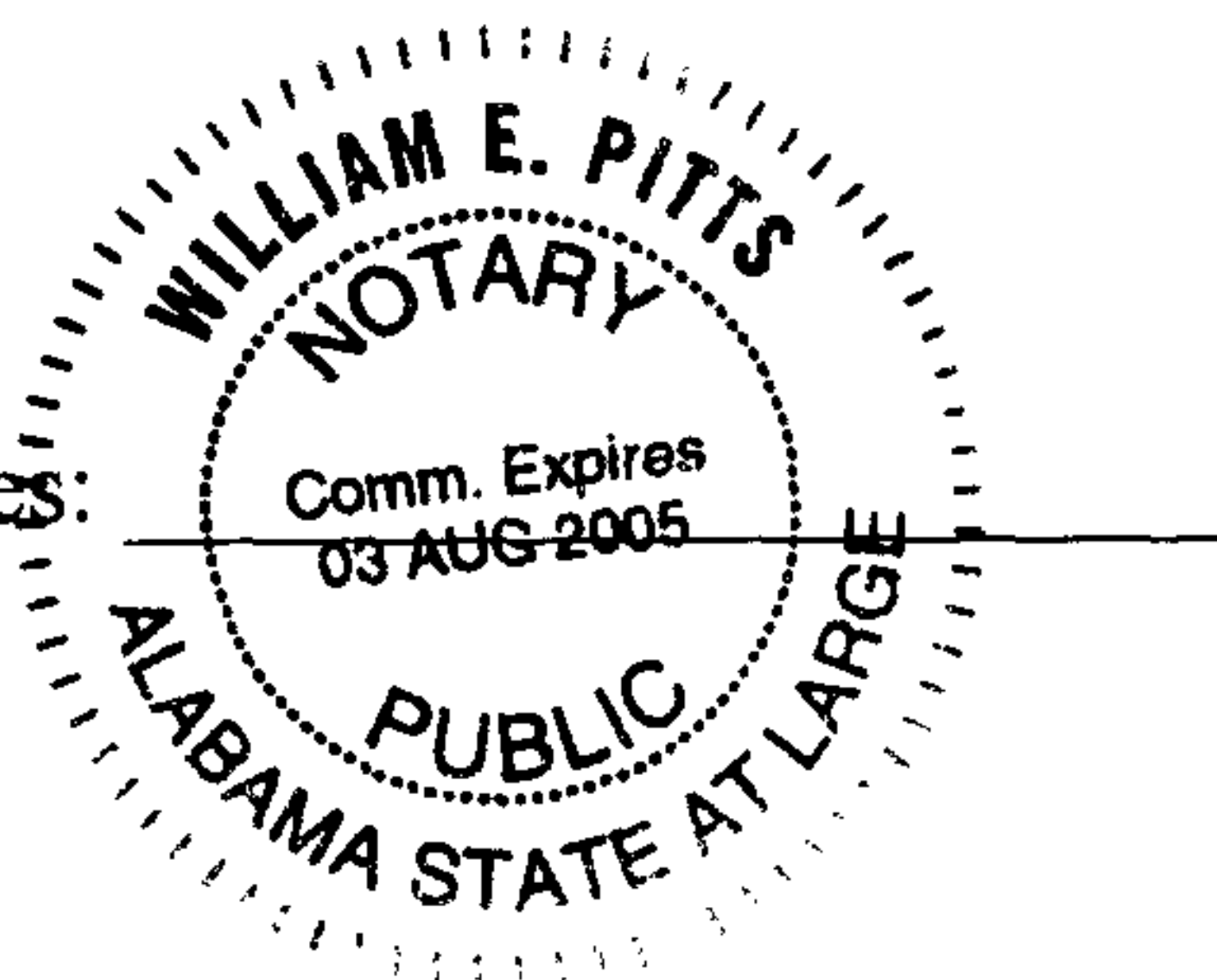
I, the undersigned authority, a Notary Public in and for said county in said state, hereby certify that Robert G Byrd Sharon W. Byrd whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he executed the same voluntarily on the date the same bears date.

Given under my hand and official seal of office this 18th day of September, 2002.

William E Pitts
Notary Public

AFFIX SEAL

My Commission Expires:



STATE OF ALABAMA)
COUNTY OF Jefferson)

I, the undersigned, a Notary Public, in and for said county in said state hereby certify that Robert B. Aland whose name as Executive Vice President of National Bank of Commerce of Birmingham is signed to the foregoing Agreement and who is known to me acknowledged before me that being informed of the contents of the above and foregoing Agreement he or she, is his/her capacity as such officer executed the same for and as the act of said corporation.

Given under my hand and official seal of office this the 5th day of September, 2002.

Gina G. Williams
Notary Public

AFFIX SEAL

My Commission Expires:

NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Jan 24, 2004
BONDED THRU NOTARY PUBLIC UNDERWRITERS