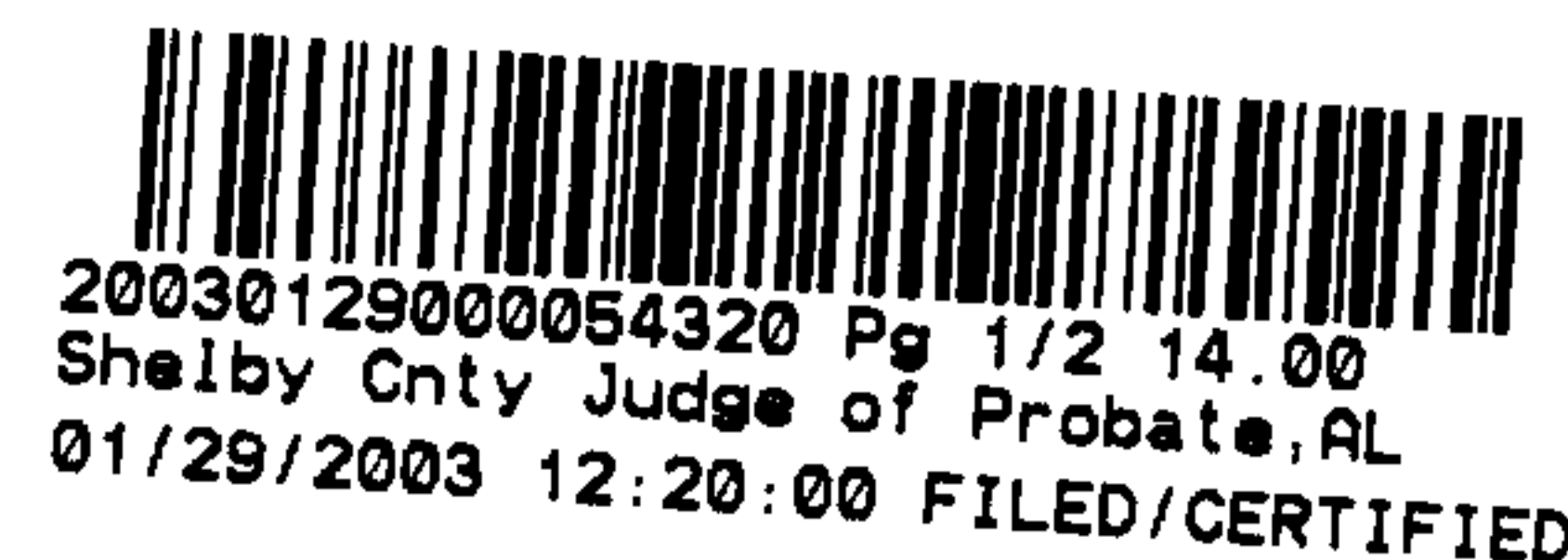


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THIS INSTRUMENT PREPARED BY:

R. Shan Paden, Attorney at Law
 Five Riverchase Ridge, Suite 100
 Birmingham, Alabama 35244-2893

SUBORDINATION AGREEMENT

STATE OF ALABAMA
 COUNTY OF SHELBY

This Subordination Agreement, made and entered into on this the 10 day of JANUARY, 2003, by and between REGIONS BANK, as Party of the First Part, and SOUTHEASTERN MORTGAGE OF ALABAMA, LLC as Party of the Second Part.

WITNESSETH

THAT, WHEREAS, EDWARD L. JONES AND NANCY V. JONES, has an outstanding loan in favor of REGIONS BANK, as set forth in INSTRUMENT #2000-35504, in the Office of the Judge of Probate of SHELBY County, Alabama on that certain real estate located at 5342 GREYSTONE WAY BIRMINGHAM, AL 35242 to secure an indebtedness of \$365,000.00 and said lien is in full force and effect; and,

WHEREAS, EDWARD L. JONES AND NANCY V. JONES, has made an application to the Party of the Second Part for a loan in the sum of \$173,000.00 and said Party of the Second Part is willing to make said loan to the said EDWARD L. JONES AND NANCY V. JONES, provided it furnish the party of the Second Part with a mortgage on the lands described in the aforesaid lien, and the said REGIONS BANK, subordinate the above described lien and make the same second and subservient to the mortgage of SOUTHEASTERN MORTGAGE OF ALABAMA, LLC; and,

WHEREAS, the said Party of the First Part is willing to subordinate its said lien and make it second and subservient to the mortgage of the said Part of the Second Part as an inducement to it to make said loan.

NOW, THEREFORE, in consideration of the premises, the said Party of the First Part does hereby agree that the lien of EDWARD L. JONES AND NANCY V. JONES, to REGIONS BANK, recorded in the Probate Office of SHELBY County, Alabama in INSTRUMENT #2000-35504, shall be second and subservient to the mortgage of EDWARD L. JONES AND NANCY V. JONES, to SOUTHEASTERN MORTGAGE OF ALABAMA, LLC, and recorded in the Probate Office of SHELBY County, Alabama, in INSTRUMENT #20030129000054320 to secure the sum of \$173,000.00, plus interest, on the land described therein, and the said lien of the said REGIONS BANK, shall be subordinate to the mortgage of SOUTHEASTERN MORTGAGE OF ALABAMA, LLC.

20030129000054320 Pg 2/2 14.00
Shelby Cnty Judge of Probate, AL
01/29/2003 12:20:00 FILED/CERTIFIED

IT IS FURTHER agreed that should EDWARD L. JONES AND NANCY V. JONES, default in his/her/their payments under the terms of the real estate mortgage to SOUTHEASTERN MORTGAGE OF ALABAMA, LLC, the said SOUTHEASTERN MORTGAGE OF ALABAMA, LLC agrees to notify REGIONS BANK of said default prior to taking legal action.

IN WITNESS WHEREOF, R.A. Montgomery, as Senior Vice President of said REGIONS BANK has caused her/his name to be hereunto signed on this the ____ day of JANUARY, 2003.

REGIONS BANK

BY: R.A. MontgomeryAs Its: SVP

STATE OF ALABAMA
COUNTY OF Jefferson

I, the undersigned, a Notary Public in and for said State and County, hereby certify that Ron Montgomery, whose name as Senior VP of REGIONS BANK, is signed to the foregoing subordination agreement, and who is known to me, acknowledged before me on this day, that, being informed of the contents of this subordination agreement and with full authority as such officer, executed the same voluntarily.

Given under my hand and seal this 10 day of JANUARY, 2003.

Deanna Kovacs
Notary Public

My commission expires: MY COMMISSION EXPIRES JANUARY 12, 2005