

SUBORDINATION AGREEMENT

Pursuant to the terms of the mortgage entered into by and between William M. Martin and Alice B. Martin to National Bank of Commerce of Birmingham on April 27, 1998 and recorded in Instrument 1998-17461 in the Probate Office of Shelby County, Alabama.

National Bank of Commerce of Birmingham does declare the lien of its mortgage dated April 27, 1998 and recorded in Instrument 1998-17461 in the Probate Office of Shelby County, Alabama to be second and subordinate to the lien of mortgage given by Matrix Financial Services Corp in the amount of One Hundred Fifty Thousand and no/100---(\$150,000.00) executed on 1/22/03 and recorded in the Probate Office of Shelby County, Alabama.

Both mortgages are encumbering certain real property described as:

SEE ATTACHED EXHIBIT "A"

IN WITNESS WHEREOF, this Subordination Agreement has been executed on this 22ND of JANUARY, 2003.

William M. Martin

Alice B. Martin

NATIONAL BANK OF COMMERCE
OF BIRMINGHAM

BY: _____

Its: Vice President

STATE OF ALABAMA)
 COUNTY)

I, the undersigned authority, a Notary Public in and for said county in said state, hereby certify that _____ 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 ____ day of _____, 2003.

Notary Public

AFFIX SEAL

My Commission Expires: _____

STATE OF ALABAMA)
COUNTY OF Shelby)

I, the undersigned, a Notary Public, in and for said county in said state hereby certify that Bill Black whose name as 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 22nd day of January, 2003.

Carrie B Keik
Notary Public

AFFIX SEAL

My Commission Expires: _____

NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Mar. 1, 2003
BONDED THRU NOTARY PUBLIC UNDERWRITERS

EXHIBIT "A"

A parcel of land situated in the NW 1/4 of the SE 1/4 of Section 6, Township 20 South, Range 2 West, Shelby County, Alabama, described as follows:

Commence at the SE corner of the SW 1/4 of the SE 1/4 of Section 6, Township 20 South, Range 2 West; thence North 0 deg. 12 min. 28 sec. East a distance of 1307.27 feet; thence North 0 deg. 14 min. 37 sec. East a distance of 489.52 feet; thence North 42 deg. 25 min. 38 sec. West a distance of 250.13 feet (map), 252.49 feet (meas.); thence South 47 deg. 38 min. 29 sec. West a distance of 51.53 feet (map), 57.47 feet (meas.); thence South 44 deg. 39 min. 23 sec. West a distance of 61.52 feet; thence South 47 deg. 52 min. 20 sec. West a distance of 46.34 feet; thence South 49 deg. 42 min. 37 sec. West a distance of 16.36 feet to the point of beginning; thence South 47 deg. 34 min. 25 sec. East a distance of 198.21 feet; thence South 42 deg. 25 min. 35 sec. West a distance of 208.71 feet; thence North 47 deg. 34 min. 25 sec. West a distance of 208.87 feet; thence North 36 deg. 12 min. 17 sec. East a distance of 61.71 feet; thence North 48 deg. 34 min. 28 sec. East a distance of 74.20 feet; thence North 49 deg. 42 min. 37 sec. East a distance of 74.18 feet to the point of beginning; being situated in Shelby County, Alabama.

20 foot Ingress, Egress and Utility Easement:

Commence at the SE corner of the SW 1/4 of the SE 1/4 of Section 6, Township 20 South, Range 2 West; thence North 0 deg. 12 min. 28 sec. East a distance of 1307.27 feet; thence North 0 deg. 14 min. 37 sec. East a distance of 489.52 feet; thence North 42 deg. 25 min. 38 sec. West a distance of 250.13 feet (map), 252.49 feet (meas.); thence South 47 deg. 38 min. 29 sec. West a distance of 51.53 feet (map), 57.47 feet (meas.); thence North 42 deg. 59 min. 51 sec. West a distance of 16.01 feet to the point of beginning of the Westerly boundary of a 20 foot easement for ingress, egress and utilities, said easement lying along 20 feet to the left of, and parallel to said Westerly boundary; thence South 44 deg. 39 min. 23 sec. West along said Westerly boundary a distance of 61.73 feet; thence South 47 deg. 52 min. 20 sec. West along the Westerly boundary a distance of 45.63 feet; thence South 49 deg. 42 min. 37 sec. West along said Westerly boundary a distance of 90.45 feet; thence South 48 deg. 34 min. 28 sec. West along said Westerly boundary a distance of 76.10 feet; thence South 36 deg. 12 min. 17 sec. West along said Westerly boundary a distance of 7.65 feet; thence continue along the last described course a distance of 100.73 feet (map), 100.79 feet (meas.); thence South 25 deg. 50 min. 10 sec. West along said Westerly boundary a distance of 102.08 feet; thence South 7 deg. 15 min. 51 sec. West along said Westerly boundary a distance of 109.11 feet (map), 108.81 feet (meas.); thence South 2 deg. 09 min. 48 sec. West along said Westerly boundary a distance of 213.68 feet (map) 213.19 feet (meas.); thence South 12 deg. 30 min. 30 sec. West along said Westerly boundary a distance of 173.45 feet; thence South 20 deg. 0 min. 17 sec. West along said Westerly boundary a distance of 84.88 feet; thence South 30 deg. 23 min. 57 sec. West a distance of 81.16 feet; thence South 38 deg. 13 min. 49 sec. West along said Westerly boundary a distance of 70.12 feet; thence South 41 deg. 09 min. 52 sec. West along said Westerly boundary a distance of 189.37 feet (map), 188.87 feet (meas.) to a point on the Northeasterly right of way line of Oak Mountain Park Road (150 foot right of way), said point being the end of said boundary of said easement. Being situated in Shelby County, Alabama.