

SUBORDINATION AGREEMENT

STATE OF ALABAMA)
COUNTY OF SHELBY)

In consideration of the premises, Compass Bank does hereby subordinate and name junior thereto its mortgage from Robert S. Helms, and wife, Stephanie Helms, to that certain mortgage to SouthStar Funding in the amount of Two Hundred Eighty Six Thousand and 00/100ths Dollars (\$286,000.00) covenants, consents and agrees to and with SouthStar Funding that the mortgage owned and held by the Compass Bank shall be, and the same is made subject and subordinate in lien of the mortgage for an amount not to exceed Thirty Seven Thousand Dollars (\$37,000.00) and interest received and accepted by Compass Bank, said mortgage being dated March 8, 2002, and having been recorded May 7, 2002 in Instrument Number 20020507000211550 in the Probate Office of Shelby County, Alabama.

This agreement shall be binding on and inure to the benefit of the respective heirs, legal representative, successors and assigns of the parties herein.

Dated this 11 day of February, 2003.

Compass Bank
BY: [Signature]
AVP

STATE OF ALABAMA)
COUNTY OF ~~SHELBY~~) Jefferson

I, the undersigned, a Notary Public in and for said County in said State hereby certify that J.A. Woods whose name is signed as AVP for Compass Bank to the foregoing agreement, and who is known to me, acknowledges before me on this day that being informed of the contents of the agreement he/she, 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 the 11 day of February, 2003.

Nora L. Capps
Notary Public

My Commission Expires: 05/10/06