

SUBORDINATION AGREEMENT

STATE OF AL
COUNTY OF _____

WHEREAS, Compas Bank is the owner and holder of a certain Deed to Secure Debt as follows:

Dated 5/3/02, recorded 6/5/02, book 2002, page 265040

WHEREAS, Jack Franklin Shields, Jr. and Anita M. Shields desire to obtain a loan from ALTA Financial Corporation, ISAOAATIMA on the property described below; and

WHEREAS, the said Compas Bank desires to subordinate and make inferior the lien of the above mentioned Deed to Secure Debt to the loan to be placed on the said property by Jack Franklin Shields, Jr. and Anita M. Shields said loan not to exceed the principal sum of \$186,053.

NOW, THEREFORE, for and in consideration of ONE AND NO/100 (\$1.00) dollars, and other good and valuable consideration, the receipt whereof is hereby acknowledged, the undersigned hereby subordinates and makes inferior the lien of the Deed to Secure Debt above set forth and the debt secured thereby to the loan from Compas Bank in the principal sum of \$25,000. It is the intention of this instrument to make the lien of the said Deed to Secure Debt executed by Jack Franklin Shields, Jr. and Anita M. Shields in favor of ALTA Financial Corporation, ISAOAATIMA a first and paramount lien against the property described as follows:

See exhibit "A"

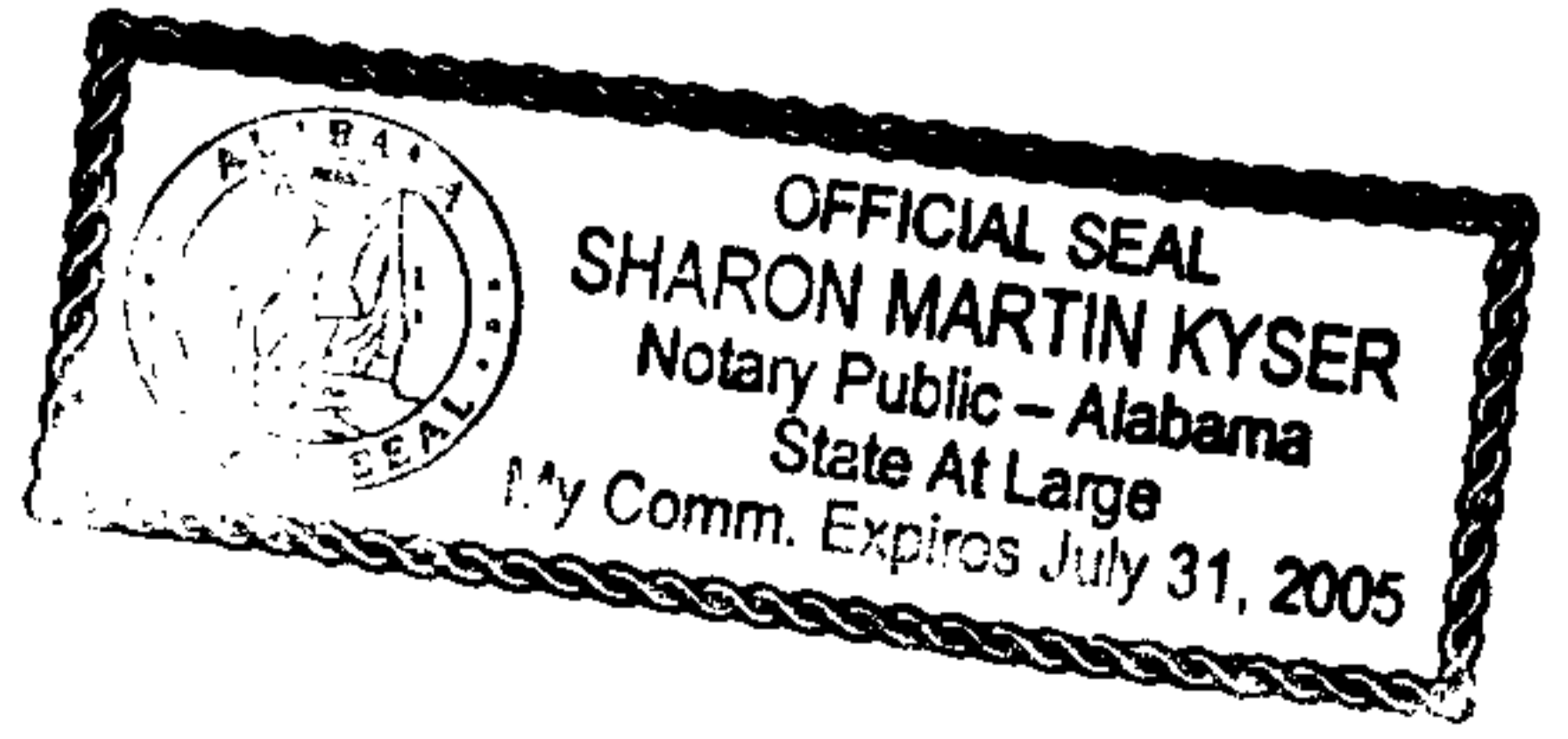
And that the Note and the Deed to Secure Debt held by the undersigned against the described property will be subject to and inferior to the above mentioned loan from ALTA Financial Corporation, ISAOAATIMA not to exceed the principal sum of \$186,053, together with interest thereon and all advancements which may be made under the terms and provisions of the documents evidencing and securing said superior loan, as said document may be amended, extended or renewed from time to time without notice to the undersigned.

IN WITNESS WHEREOF, the undersigned has executed this instrument under the seal this 21st day of May, 2003.

Signed, sealed and delivered
Alesha R. Foster
Unofficial Witness

Company Name:
[Signature]
Print name and write your position
J.S. Byrd (CORP. SEAL)
Signature

Sharon Martin Kyser (NOTARY SEAL)
Notary Public



**EXHIBIT A
LEGAL DESCRIPTION**

20030625000398360 Pg 2/2 14.00
Shelby Cnty Judge of Probate,AL
06/25/2003 11:20:00 FILED/CERTIFIED

Attached to file: 96-00521531

All that certain property situated in the County of SHELBY, and State of ALABAMA, being described as follows: Lot 16, according to the Survey of Yellowleaf Ridge Estates, as recorded in Map Book 18, Page 127, in the Probate Office of Shelby County, Alabama; being situated in Shelby County, Alabama.