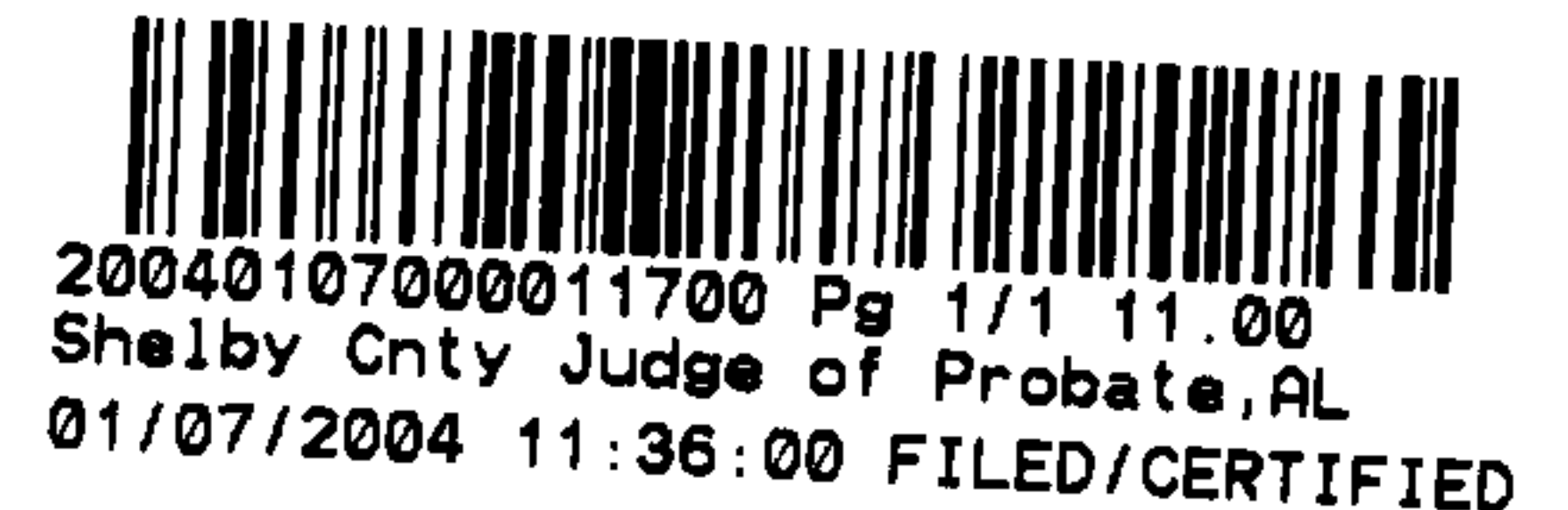


317-28-5497 L
417-34-4654

SUBORDINATION AGREEMENT

STATE OF ALABAMA
COUNTY OF SHELBY



This Subordination Agreement, made and entered into on this the 12th day of December 2003, by and between: COMPASS BANK, as party of the First Part and CHASE MANHATTEN MORTGAGE, party of the Second Part.

WITNESSETH:

That, Whereas, LAVERNE D. SIMONIN, TRUSTEE OF THE SIMONIN REVOCABLE TRUST DATED 1/9/01, AND MARY A. SIMONIN, TRUSTEE OF THE SIMONIN REVOCABLE TRUST DATED 1/9/01, have an outstanding lien in favor of: COMPASS BANK dated September 26, 2003 and recorded in Instrument 20031020000700160 on October 20, 2003 in the Probate Office of Shelby County, Alabama, on certain real estate described therein to secure an indebtedness of \$55,000.00, and said lien is in full force and effect; and

Whereas, LAVERNE D. SIMONIN AND MARY A. SIMONIN, AS TRUSTEES OF THE SIMONIN REVOCABLE TRUST made an application to the Party of the Second Part for a loan in the sum of \$157,000.00 and said Party of the Second Part is willing to make said loan to the said LAVERNE D. SIMONIN AND MARY A. SIMONIN AS TRUSTEES OF THE SIMONIN REVOCABLE TRUST, provided they furnish it with a mortgage on the lands described in the aforesaid lien, and the said Party of the First Part subordinate the above-described lien and make the same second and subservient to the mortgage of CHASE MANHATTEN MORTGAGE; and

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

Now, Therefore, in consideration of the premises and the further consideration of the sum of \$1.00, cash, in hand paid, the Party of the First Part by the Party of the Second Part, the receipt of which is hereby acknowledge, the said Party of the First Part does hereby agree that the lien of LAVERNE D. SIMONIN, TRUSTEE OF THE SIMONIN REVOCABLE TRUST DATED 1/9/01 AND MARY A. SIMONIN, TRUSTEE OF THE SIMONIN REVOCABLE TRUST DATED 1/9/01, dated September 26, 2003 and recorded in Probate Office of Shelby County, Alabama, in Instrument #20031020000700160 on October 20, 2003, shall be subordinate to the mortgage of CHASE MANHATTEN MORTGAGE.

IT IS FURTHER agreed that should LAVERNE D. SIMONIN AND MARY A. SIMONIN, TRUSTEES OF THE SIMONIN REVOCABLE TRUST default in the payments under the terms of the real estate mortgage to Party of the Second Part, the said Lender agrees to notify Party of the First Part of said default prior to taking legal action.

IN WITNESS WHEREOF, the said Party of the First Part has caused its name to be hereunto signed on this the _____ day of December, 2003.

COMPASS BANK

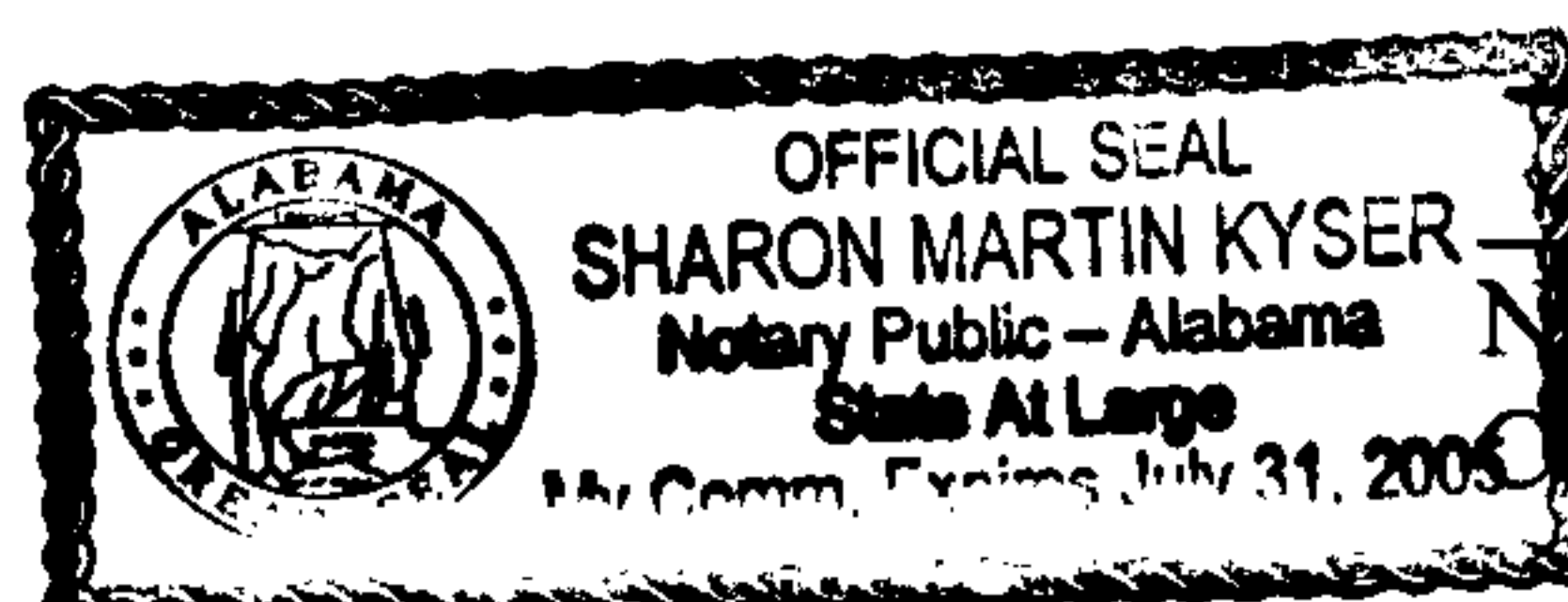
BY: 

STATE OF ALABAMA

COUNTY OF Tefferson

I, the undersigned, a Notary Public in and for said county and state, hereby certify that J. S. Byrd whose named as Vice president of COMPASS BANK, is signed to the foregoing conveyance and who is known to me, acknowledged before me on this day, that being informed of the contents of the conveyance, the same was executed voluntarily and with full authority on the day the same bears date.

Given under my hand and official seal on this 12 day of December, 2003.



 Notary Public

Commission Expires: _____

Prepared By: Moseley & Associates, P.C. 3800 Colonnade Parkway, Suite 630, Birmingham, Alabama 35243