

SUBORDINATION AGREEMENT

This Subordination Agreement made as of the 21st day of APRIL 2004, by SOUTHTRUST BANK [Name of original lender], having an address of 220 WILDWOOD PARKWAY, SUITE 302, BIRMINGHAM, AL 35209 ("Subordinator"), and CITIZENS BANK [Name of new lender], a corporation with its principal place of business at 300 BROAD STREET, ELIZABETHTON, TN 37643 ("Lender").

RECITALS:

- A. JAMES S. LARKIN AND LUEDEAN LARKIN [Name of Borrower], of 4609 LAKERIDGE DRIVE, BIRMINGHAM, AL 35244 ("Borrower"), have applied to Lender for a loan to be made to Borrower and to be evidenced by a promissory note secured by a mortgage covering certain real property.
- B. The real property offered by Borrower as security to Lender is currently subject to the prior lien of the mortgage described below.
- C. Lender will make such loan to Borrower only on the condition precedent that such mortgage be subordinated to the lien of the mortgage described below to be given by Borrower to Lender.

In consideration of the matters described above, and of the mutual benefits and obligations set forth in this agreement, the parties agree as follows:

SUBORDINATION OF EXISTING MORTGAGE

The mortgage to be subordinated covers real property described as:

LOT 17A, ACORDING TO THE SURVEY OF LAKERIDGE PHASE II, AS RECORDED IN MAP BOOK 13, PAGE 50, IN THE PROBATE OFFICE OF SHELBY COUNTY, ALABAMA.

and made on the 17TH day of SEPTEMBER, 2003 between JAMES S. LARKIN AND LUEDEAN LARKIN [Borrower] and SOUTHTRUST BANK [Subordinator], and filed AS INSTRUMENT NUMBER 20031014000687710 of the records of the County of SHELBY, State of ALABAMA, shall be and the same is now subordinated and made subject and subsequent to the lien of that certain mortgage covering the real property referenced above, between JAMES S. LARKIN AND LUEDEAN LARKIN [Borrower] and CITIZENS BANK [Lender], and filed or recorded on the 21st day of April, 2004, in book _____ page _____, of the records of the County of JEFFERSON, State of ALABAMA in the amount of \$83000.00.

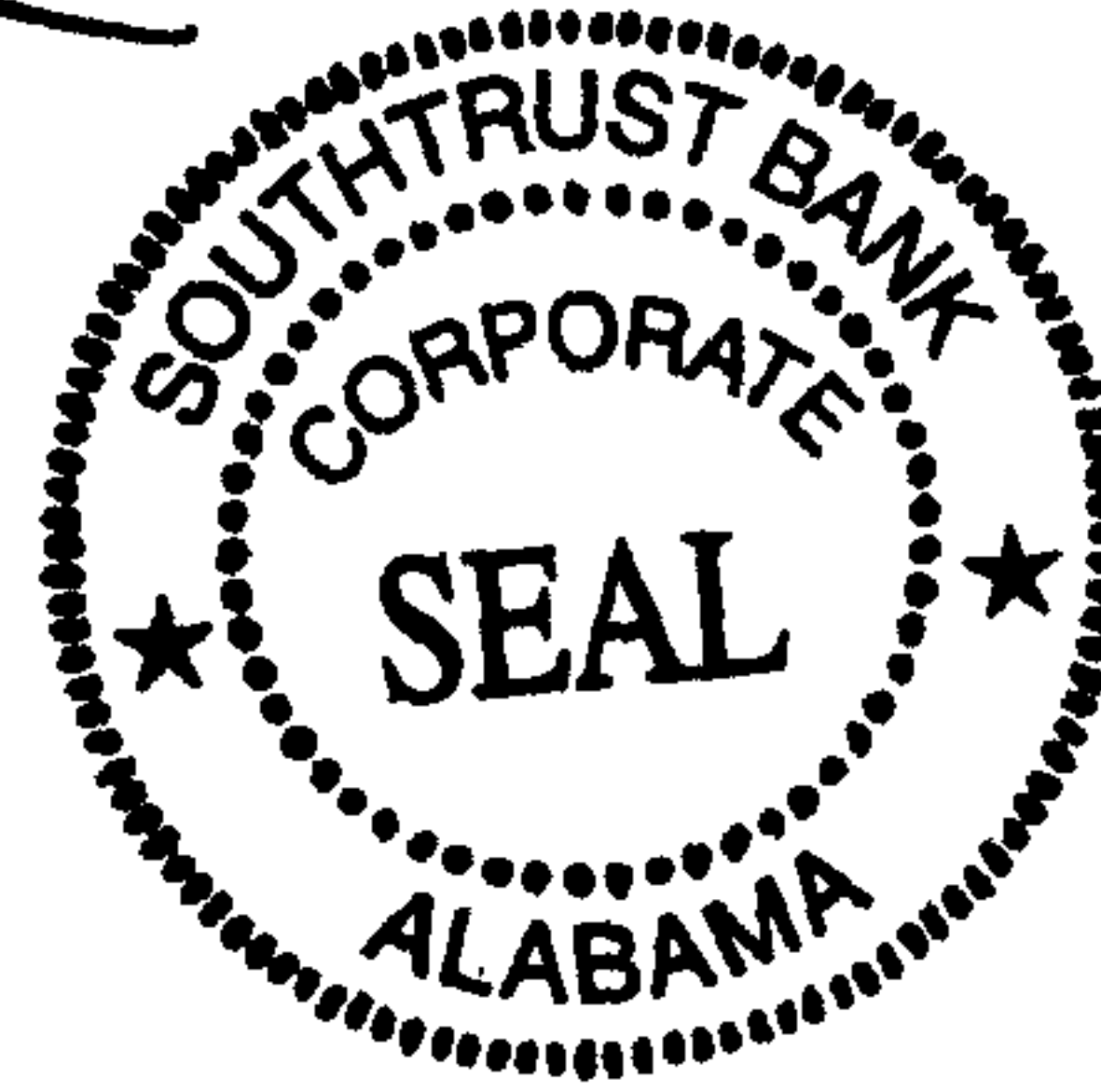
The undersigned Subordinator has executed this agreement at _____ [designate location], on the date first appearing above.

SUBORDINATION AGREEMENT
PAGE 2

SouthTrust Bank
SUBORDINATOR

By: Stephen A. Reine

Its: Asst Vice Pres



State of ALABAMA)
County of Jefferson

This instrument was acknowledged before me this 4 day of May,
2004, for and on behalf of
SouthTrust Bank.

Linda F. Myers

Notary Public

My commission expires MY COMMISSION EXPIRES MAY 30, 2005.

