

SUBORDINATION AGREEMENT

STATE OF ALABAMA
COUNTY OF SHELBY

This Subordination Agreement, made and entered into on this the 28th day of September, 2004, by and between: SOUTHTRUST BANK, as party of the First Part and UNION PLANTERS BANK, N.A. party of the Second Part.

WITNESSETH:

That, Whereas, Judy Bryant and James Bryant have an outstanding lien in favor of: SouthTrust Bank dated the 10th day of January, 2003, and recorded in the Probate Office of Shelby County, Alabama, in Instrument 20030207000077460, on certain real estate described therein to secure an indebtedness of \$32,100.00, and said lien is in full force and effect; and,

Whereas, Judy Bryant and James Bryant made an application to the Party of the Second Part for a loan in the sum of \$276,000.00 and said Party of the Second Part is willing to make said loan to the said Judy Bryant and James Bryant, 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 Union Planters Bank, N.A.; 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 Judy Bryant and James Bryant, dated January 10, 2003, and recorded in Probate Office of Shelby County, Alabama, in Instrument 20030207000077460, shall be subordinate to the mortgage of Union Planters Bank, N.A.

IT IS FURTHER agreed that should Judy Bryant and James Bryant 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 hereunto signed on this the 28 day of September, 2004.

SOUTHTRUST BANK

BY:

ITS:

Stephen A. Pierce
Vice Pres.

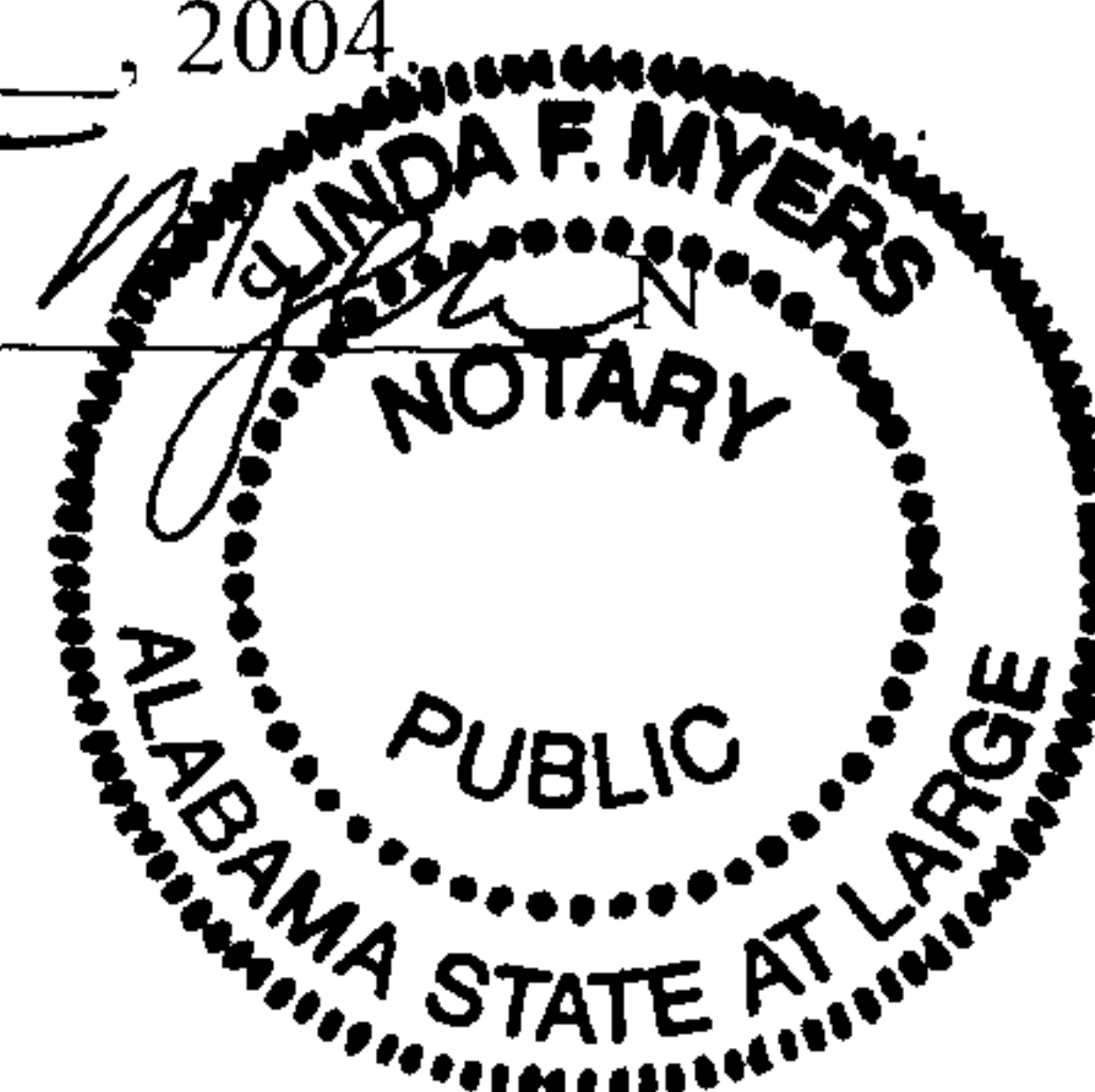


STATE OF ALABAMA
COUNTY OF JEFFERSON

I, the undersigned, a Notary Public in and for said county and state, hereby certify that Stephen A. Pierce whose named as Vice President of SouthTrust 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 on the day the same bears date.

Given under my hand and official seal on this 28 day of September, 2004

Linda F. Myers
Notary Public



Commission Expires MAY 30, 2005

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