

STATE OF ALABAMA     )  
COUNTY OF SHELBY    )

**SUBORDINATION AGREEMENT**

Pursuant to the terms of a Mortgage and an Assignment of Rents and Leases in the maximum amount of \$4,700,500.00, entered into by and between CAPITALSOUTH BANK and OM PELHAM, LLC, dated June 15, 2006 and filed for record in Instrument 20060620000293710 and 20060620000293720 on June 20, 2006 in the Probate Office of Shelby County, Alabama., CAPITALSOUTH BANK does hereby declare said Mortgage and Assignment of Rents and Leases, to be junior and subordinate to the Mortgage and Assignment of Rents and Leases given by OM PELHAM, LLC, to ZIONS FIRST NATIONAL BANK, its successors and assigns in the amount of Three Million One Hundred Thousand Five Hundred and No/100 Dollars (\$3,100,500.00) executed on the 27<sup>th</sup> day of June, 2007 and filed for record in the Shelby County, Alabama.

Said Mortgage and Assignment of Rents and Leases encumbering certain real property described as:

**SEE ATTACHED EXHIBIT A.**

In Witness Whereof, this Subordination Agreement has been executed on this  
27<sup>TH</sup> day of June, 2007.

CAPITALSOUTH BANK

By: Wayne  
Its: City President

STATE OF ALABAMA)

COUNTY OF JEFFERSON)

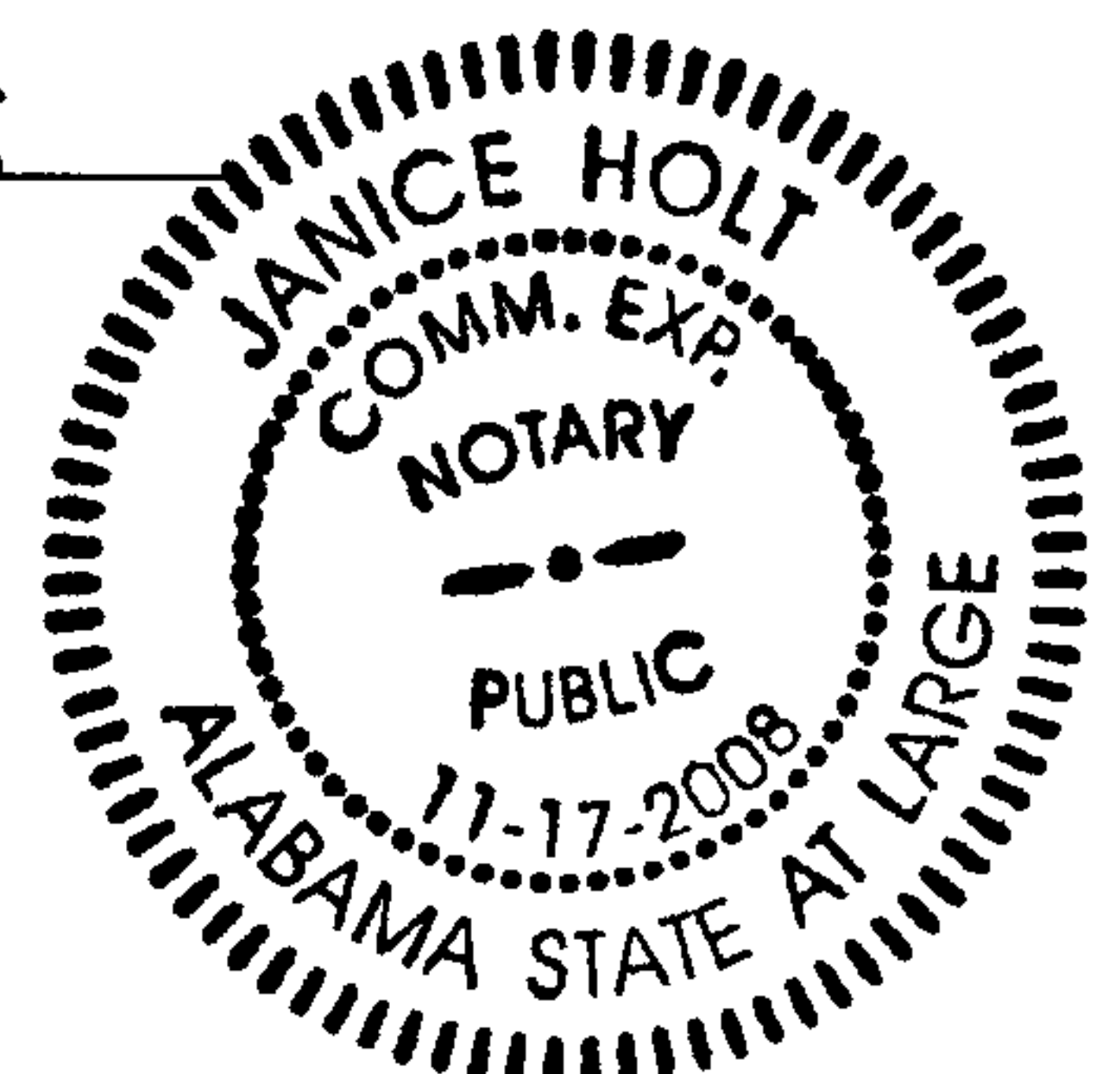
**ACKNOWLEDGEMENT**

I, the undersigned, a Notary Public, in and for said County, in said State, hereby certify that Wil Puckett whose name as City President of CAPITALSOUTH BANK, a corporation, 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, he/she as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.


Witness my hand and Notarial Seal at office this 27<sup>th</sup> day of June, 2007.

Janice Holt  
Notary Public  
My Commission Expires: 11-17-2008

This Instrument Prepared by:  
Jon M. Turner, Jr.  
Turner & Associates, LLC  
2101 Highland Avenue, Suite 200  
Birmingham, Alabama 35205



**EXHIBIT "A"**

  
20070705000317380 2/2 \$15.00  
Shelby Cnty Judge of Probate, AL  
07/05/2007 03:22:48PM FILED/CERT

LOT 2-A OF PELHAM Q SUBDIVISION, A RESUBDIVISION OF LOTS 1 AND 2  
OF THE SURVEY OF SONNY'S BAR B-Q, RECORDED IN MAP BOOK 35, PAGE  
109, IN THE PROBATE OFFICE OF SHELBY COUNTY, ALABAMA

TOGETHER WITH THE BENEFICIAL RIGHTS AS TO REAL ESTATE AS  
OBTAINED IN THE RECIPROCAL EASEMENT AGREEMENT BY AND  
BETWEEN PELHAM S.P., LLC, AN ALABAMA LIMITED LIABILITY COMPANY  
AND PELHAM Q, L.L.C., AN ALABAMA LIMITED LIABILITY COMPANY, AS  
RECORDED IN INSTRUMENT # 2005091500048108 AND AMENDED IN  
INSTRUMENT # 20051101000567560.