

SUBORDINATION AGREEMENT

This Subordination Agreement is executed this 12th day of May, 1998, by **First Commercial Bank** (the "Prior Lender") in favor of **GMAC Mortgage Corporation** (the "Subsequent Lender").

RECITALS

A. By instrument dated August 11, 1997, James C. Thompson and Jan S. Thompson (jointly, the "Mortgagor") granted to the Prior Lender that certain Mortgage, recorded in the Office of the Judge of Probate of Shelby County, Alabama, as Instrument No. 1997-29130 (the "First Mortgage").

B. Under the terms of the First Mortgage, the Prior Lender is granted a security interest in the real estate described therein (the "Real Estate").

C. By instrument dated May 15, 1998, the Mortgagor granted to the Subsequent Lender that certain Mortgage, covering the Real Estate, recorded in said Probate Office as Instrument No. 1998-19045 (the "Second Mortgage").

D. The Prior Lender desires to subordinate the lien of the First Mortgage on the Real Estate to the lien of the Second Mortgage.

AGREEMENT

NOW THEREFORE, in consideration of the above Recitals and other good and valuable consideration, the Prior Lender hereby subordinates its interest in the Real Estate to the interest of the Subsequent Lender, and does hereby amend the First Mortgage so as to cause the same to be subordinate and inferior to the Second Mortgage, with the same effect as if the Second Mortgage had been executed and recorded prior to the First Mortgage.

IN WITNESS WHEREOF, the Prior Lender has caused this Subordination Agreement to be executed by its duly authorized officer as of the date first set forth above.

First Commercial Bank

By [Signature]

Its JVP

1
05/26/1998-19047
09:49 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 NCD 11.00

STATE OF ALABAMA)

Shelby COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Michael R. Washburn, whose name as Senior Vice President of First Commercial Bank, a corporation, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of said Subordination Agreement, he/she, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal this the 12th day of May, 1998.

Tracy A. Corcoran
Notary Public

AFFIX SEAL

My commission expires: 03-25-99

This Instrument Prepared By:

Kay K. Bains, Esq.
Walston, Wells, Anderson & Bains, L.L.P.
505 20th Street North, Suite 500
Birmingham, Alabama 35203

Inst # 1998-19047

2

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