This document prepared by:
COLEMAN, FRIDAY & CLEM
15 OFFICE PARK CIRCLE, STE 213
BIRMINGHAM, AL 35223

<div style="text-align: right">Inst # 2000-20238</div>

SUBORDINATION AGREEMENT

The undersigned does hereby agree to subordinate the following Mortgage to Collateral Finance, L.L.C..

Charles Lilly and Wife, Marilyn Lilly, Grantors to First Union Home Equity Bank, NA, Lender, in the amount of $24,000.00 dated October 29, 1998, and recorded November 13, 1998 in Volume 1998, Page 45049, ~~Jefferson~~ County, Shelby ~~or~~ Alabama.

This Mortgage shall herein be considered a Second Mortgage and subordinate to the Mortgage executed by Charles Lilly to Collateral Finance, L.L.C., as a **First Mortgage** in the amount of 130,000.00 filed in the Probate Office of Jefferson County Alabama in Book _____, Page_____.

Therefore, in consideration of which is hereby acknowledged, $130,000.00 does hereby subordinate, quitclaim, aquit, release, and forever discharge the above described mortgage to that mortgage executed by Charles Lilly to Collateral Finance, L.L.C., as herein described. Charles Lilly agrees that the purpose of this instrument is for Collateral Finance, L.L.C. to make a First Mortgage, and that this existing mortgage will then become a 2nd Mortgage.

Witness my hand and seal this the 9th day of JUNE 2000.

First Union Home Equity Bank, NA

Suzanne Arden, Assist. V-President

Linda C. Tapler
Linda E. Tapler, Assist. Secretary

STATE OF N. Carolina)
COUNTY OF Wake)

06/19/2000-20238
08:09 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 MMS   11.00

Before me, the undersigned a notary public in and for said State and County, personally appeared Suzanne Arden + Linda E. Taplt who being known to me and after being duly sworn avers that he holds the title of Assist. V-Pres. and Assistant Secretary and has the corporate authority to execute this document and has read the foregoing and the statements made therein are true and correct.

_____

SWORN TO and SUBSCRIBED before me this the 9th day of
June , 2000.

Niki S Bryant
Notary Public

My Commission Expires September 19, 2000

NIKI S. BRYANT
NOTARY
- . -
PUBLIC
WAKE COUNTY, N. C.

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