

SUBORDINATION AGREEMENT

KNOW BY ALL MEN THESE PRESENTS: In consideration of \$1.00 and other good and valuable considerations, Old Kent Mortgage Co., NKA FIFTH THIRD BANK, 38 Fountain Square, Cincinnati, Ohio 45263 (Assignee) agrees that it shall postpone and make junior and subordinate in all respects that certain mortgage executed by Mark Isley and Belinda A. Isley, in the amount of \$26,250.00, Dated September 28, 2000, Filed October 6, 2000, Recorded in Book 2000, Page 19656, St. Clair County, Springville, Alabama. In favor of a Mortgage Executed by Mark Isley and Belinda A. Isley in the amount of \$144,000.00, to ABN AMRO Mortgage Group, Its successors and or assigns, which mortgage covers real estate described in Exhibit "A" attached hereto and made a part hereof..

This agreement shall continue in full force and effect so long as Mark Isley and Belinda A. Isley shall be indebted to the Assignee.

This agreement shall be binding upon and inure to the benefit of the respective heirs, executors, successors, and assigns of the Assignee.


Witnesses:

THE FIFTH THIRD BANK

Witnesses:

Kathleen Surge
Therese Powell

THE FIFTH THIRD BANK



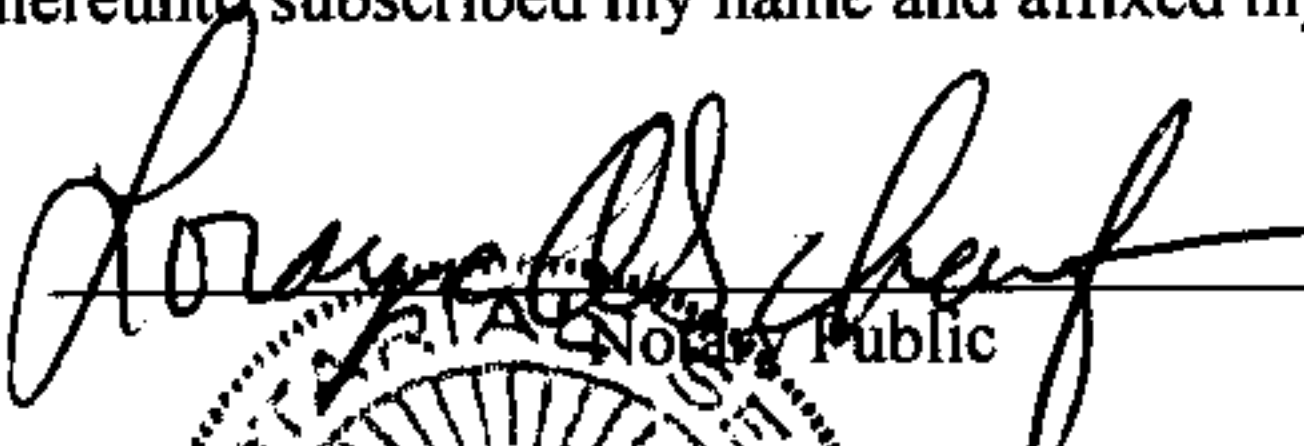
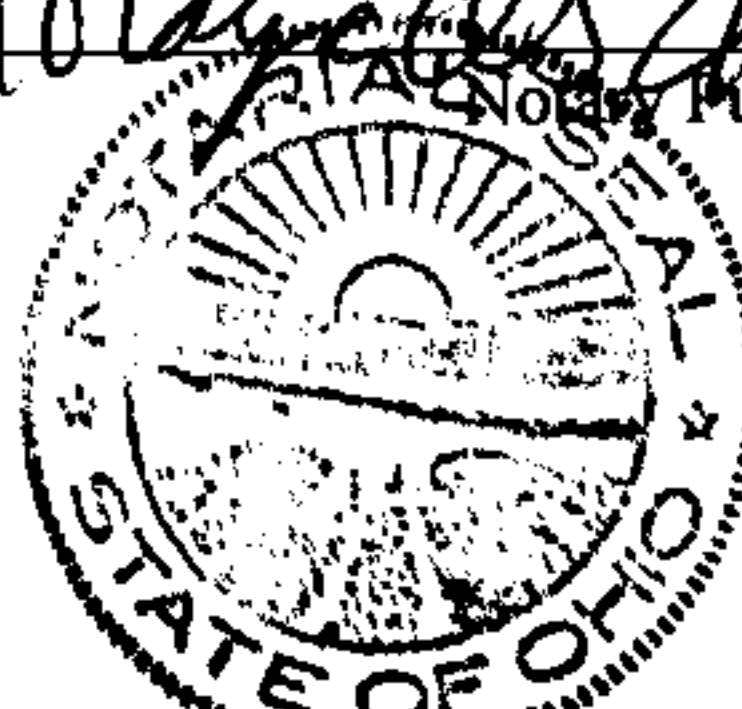
Teresa M. Sparrow
Assistant Cashier

State of: Ohio }
County of: Hamilton } SS:

BE IT REMEMBERED, that on November 14, 2001, before me, a Notary Public in and for said County and State, personally appeared Teresa M. Sparrow, Assistant Cashier of Fifth Third Bank, and acknowledged the signing thereof to be their voluntary act for the uses and purposes therein mentioned.

IN WITNESS THEREOF, I have hereunto subscribed my name and affixed my notarized seal on the day and year last aforesaid.

**This instrument was prepared by:
Fifth Third Bank
Madisonville Operations Center
MD 1MOC2N, Special Loans
38 Fountain Square
Cincinnati OH 45263**

Hereunto subscribed my name and affixed my notarized seal

 Notary Public


LORAYNE A. SCHAEFER
 Notary Public, State of
 My Commission Expires July 22, 2001

Inst # 2001-54827

LORAYNE A. SCHAEFER
Notary Public, State of Ohio
My Commission Expires July 22, 2003

Inst # 2001-54827

12/14/2001-54827
08:04 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
001 CH 11.00