

## SUBORDINATION AGREEMENT

KNOW BY ALL MEN THESE PRESENTS: In consideration of \$1.00 and other good and valuable considerations, Old Kent Mortgage Company, N/K/A 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 William W. Gwaltney, Jr. in the amount of \$37,150.00, Dated June 30, 2000 and Recorded June 30, 2000, in Instrument Number 2000-22282, Shelby County Records, State of Alabama, in favor of a Mortgage executed by W. Wayne Gwaltney, Jr., not to exceed the amount of \$232,500.00 to Liberty Mortgage 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 W. Wayne Gwaltney 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

*Kathleen Swope*  
*Stacy C. Butler*

*David A. Powell*  
David A. Powell  
Vice President

State of: OHIO

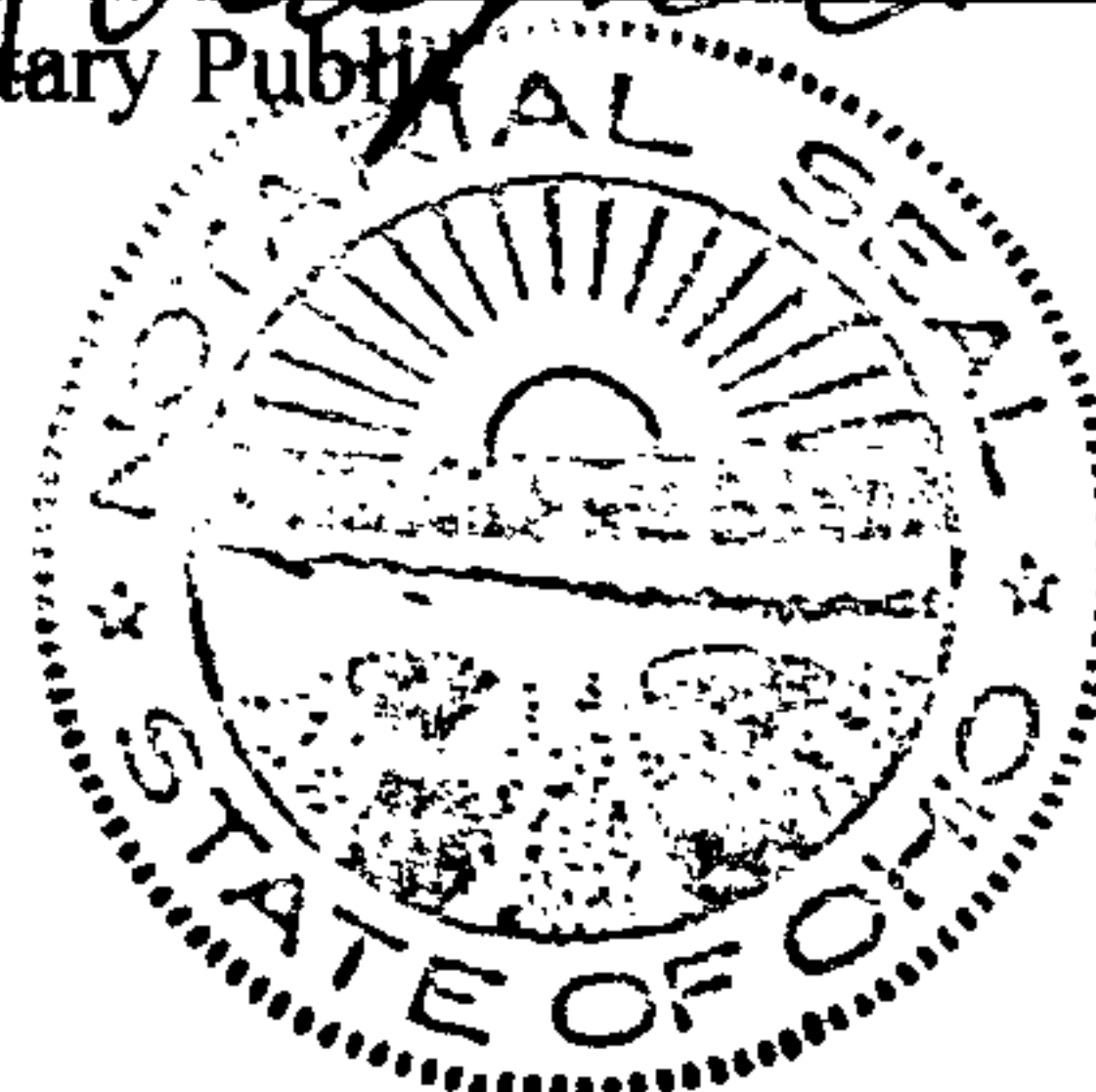
County of: HAMILTON } SS:  
}

BE IT REMEMBERED, that on October 29, 2002, before me, a Notary Public in and for said County and State, personally appeared David A. Powell, Vice President 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.

*Lorayne A. Schaefer*  
Notary Public

This instrument was prepared by:  
Fifth Third Bank  
Madisonville Operations Center  
MD 1MOC2N, special Loans  
5050 Kingsley Drive  
Cincinnati, OH 45263



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

**EXHIBIT A**

**LOT 32, ACCORDING TO THE SURVEY OF THE CEDARS, AS RECORDED IN MAP BOOK  
25, PAGE 134, IN THE PROBATE OFFICE OF SHELBY COUNTY, ALABAMA, BEING  
SITUATED IN SHELBY COUNTY, ALABAMA.**