

SUBORDINATION OF MORTGAGE

In consideration of One Dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, the undersigned, Charter One Bank, N.A., a corporation organized and doing business under the laws of the United States of America, formerly known as Charter One Bank, F.S.B., whose address is 1215 Superior Ave., Cleveland, OH 44114, being the beneficiary under the following mortgage ("Subordinate Mortgage"):

Mortgage in the original amount of Thirteen Thousand Nine Hundred Dollars (\$13,900), dated 28th day of May 2000, executed by James W. Avera and Paula J. Avera, recorded on May 12, 2000, in Instrument 2000-15785, in the County of Shelby, Alabama Records upon the following described premises.

See attached Exhibit "A"

And commonly known as 177 Grande View Parkway, Maylene, ALABAMA 35114

WHEREAS, on May 7, 2002, Charter One Bank, F.S.B. converted from a federal savings bank to a national banking association and changed its name to Charter One Bank, N.A.; and

does hereby waive and subordinate the priority and operation of the Subordinate Mortgage upon the therein described premises to the following described mortgage ("New Mortgage"):

Mortgage to be executed by James W. Avera and Paula J. Avera as Borrower, to Charter One Mortgage Corp. as Lender, securing a total indebtedness not to exceed One Hundred Thirty One Thousand One Hundred Fifteen, (\$131,115.00), upon the above described property

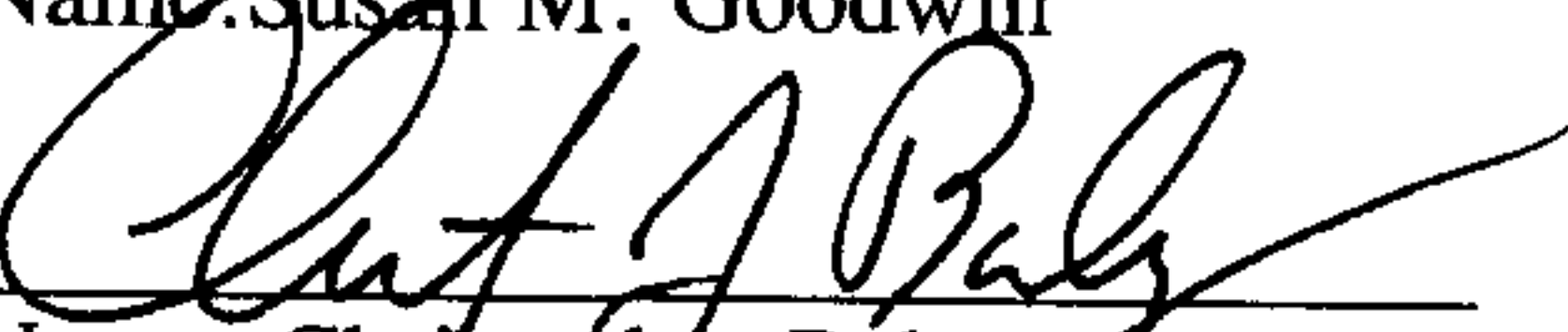
in order that the lien of the Subordinate Mortgage be taken as junior and inferior to the lien of the New Mortgage without otherwise affecting the lien of the Subordinate Mortgage.

This Agreement shall be governed by and construed in accordance with the laws of the State of Alabama applicable to contracts made and to be performed in said State, shall not be modified, amended or terminated orally, and shall be binding upon and inure to the benefit of the parties hereto and their respective successors, designees and assigns.

IN WITNESS WHEREOF, Bank has caused this subordination to be executed this 25th day of October, 2002.

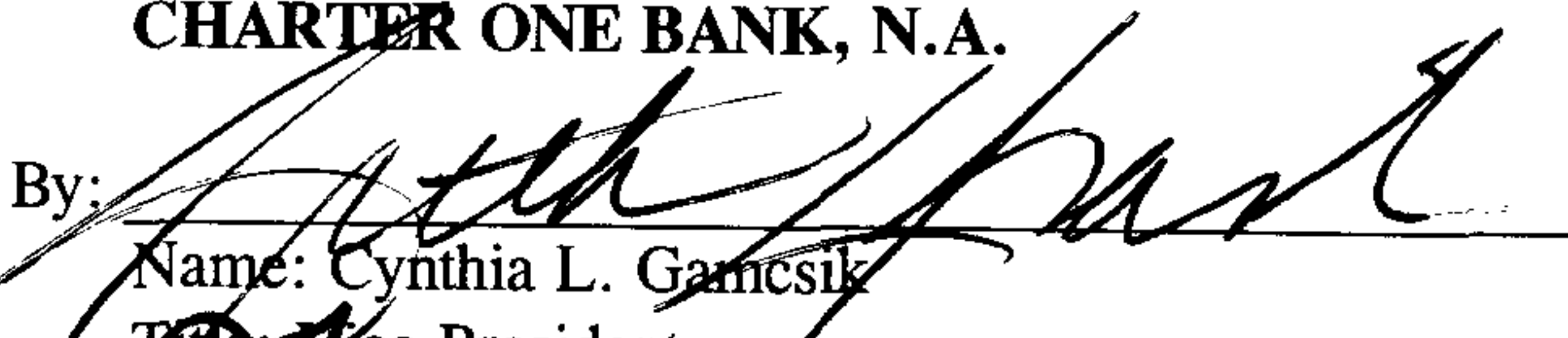
SIGNED IN THE PRESENCE OF:


Name: Susan M. Goodwill



Name: Christopher Baly

CHARTER ONE BANK, N.A.

By:


Name: Cynthia L. Gamcsik
Title: Vice President

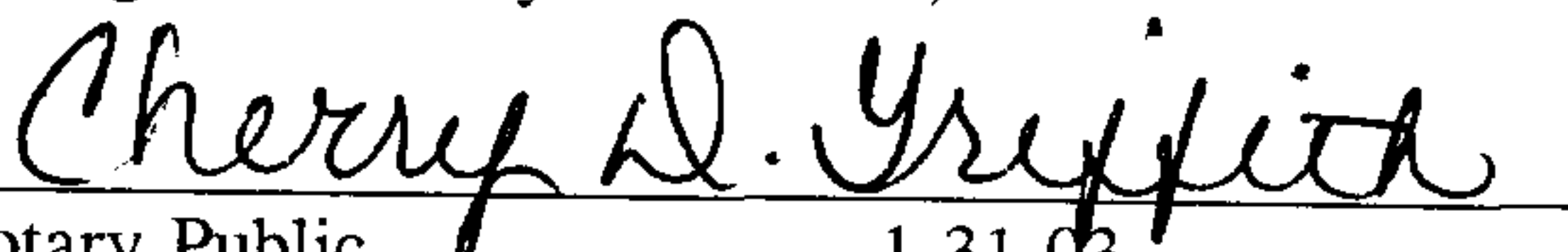
By:


Name: Fonda Martin
Title: Asst. Vice President

STATE OF VIRGINIA)
COUNTY OF HENRICO) SS:

SWORN TO BEFORE ME, a Notary Public, in and for said County and State, personally appeared Cynthia L. Gamcsik Vice President, and Fonda Martin, Ast. Vice President of Charter One Bank, N.A., who acknowledged that they did sign the foregoing instrument as its duly authorized officers and that the same is the free act and deed of said corporation and the free act and deed of them personally and as said officers.

WITNESS my signature and notarial seal at Richmond, Virginia 25th day of October, 2002.


Notary Public 1-31-03

This Instrument Prepared by and Return to:
CHARTER ONE BANK, N.A.
Attn: Loan Servicing, EV950
3rd Floor
75 Erieview Plaza
Cleveland, OH 44114-3279
Account No. HELOCAcct# 9930279744

File Number: 85109767

FULL LEGAL

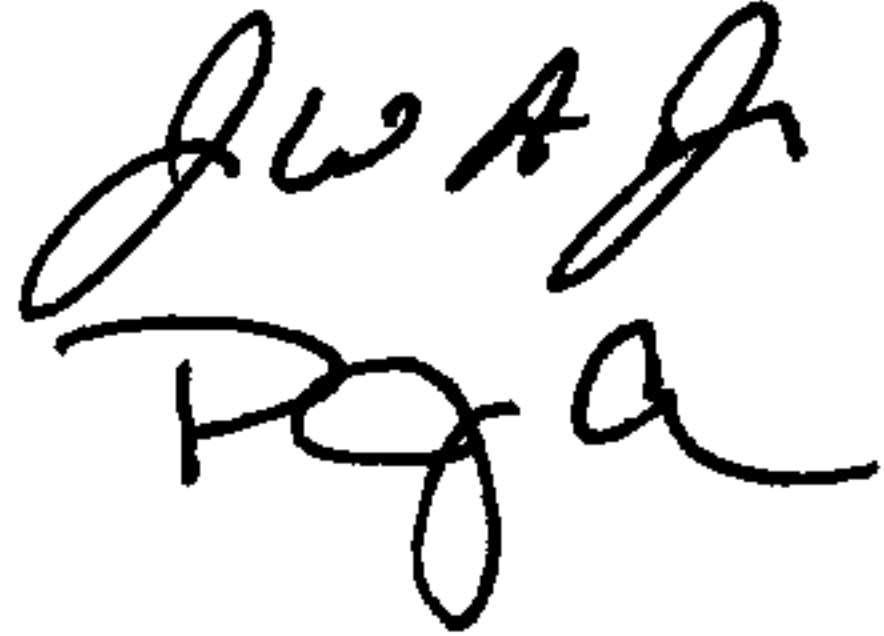
Exhibit "A" to

The following described real estate situated in Shelby County, Alabama, to wit:

Lot 704 according to the Survey of Grande View Estates, Givianpour Addition in Alabaster, 7th Addition as recorded in Map Book 21, page 134, in the Office of Shelby County, Alabama.

Tax ID # 23-5-21-0-005-020.000

J.W. AVERA JR. A/K/A JAMES W. AVERA, JR. and PAULA J. AVERA

Handwritten signatures of J.W. Avera Jr. and Paula J. Avera. The signature of J.W. Avera Jr. is written above the signature of Paula J. Avera.