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Shelby Cnty Judge of Probate, AL
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Prepared by:
Melissa Prins
for Wells Fargo Financial Bank
PO Box 5943
Sioux Falls, SD 57117-5943

Return to:
Wells Fargo Financial Bank
PO Box 5943
Sioux Falls, SD 57117-5943

SUBORDINATION AGREEMENT

This agreement made this 4th day of April, 2006, between Bluestar Mortgage, Inc, An Alabama Corporation, (hereinafter referred to as favored creditor) and Wells Fargo Financial Bank (hereinafter referred to as subordinating creditor), witnesseth:

That in consideration of subordinating creditor entering into this subordination agreement, favored creditor agrees to lend not to exceed $137,800.00 in accordance with that certain agreement between favored creditor and Darwin R. Spence and wife Gayl Julie Spence (debtor).

In consideration of favored creditor making aforesaid loan to debtor, subordinating creditor agrees that the mortgage/deed of trust (hereafter "mortgage") executed in its favor by debtor on 6-9-2004, and recorded in the mortgage records of Shelby County, State of Alabama in Book 2004, Page 0609000310410, be subject, inferior, junior, secondary and subordinate to a mortgage which is executed by debtor in favor of favored creditor as security for the aforesaid loan, and that said mortgage and debt in favor of favored creditor shall have priority over said mortgage and debt in favor of subordinating creditor, with respect to the property legally described in the mortgage executed in favor of subordinating creditor described above.

Provided, however, that this agreement to subordinate shall not extend to any advances made by favored creditor after the date of the loan described above (except that this subordination agreement shall extend to any future advances made for taxes and insurance to protect favored creditor's interest), and provided, however, that this Agreement is based upon favored creditor's representation that subordinating creditor will not be reduced to less than a second mortgage position by virtue of executing this Agreement.

WELLS FARGO FINANCIAL BANK
Subordinating Creditor

By _____
Jeremy Vliem, Title Officer

State of South Dakota

County of Minnehaha

I, Greg Petersen, a Notary Public in and for said county in said state, hereby certify that Jeremy Vliem whose name as Title Officer of Wells Fargo Financial Bank, a corporation, is signed to the foregoing conveyance, and who is known to me, acknowledged before me on this day that, being informed of the contents of the conveyance, 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 seal of office this 4th day of April, 2006.

GREG PETERSEN
NOTARY PUBLIC
SOUTH DAKOTA
SEAL SEAL

_____
Notary Public

My Commission Expires October 19, 2011

AL-0936NOWLINE-1205 (BNK) (ROC)