

ENET# 85329CUH

Tax Parcel ID: 1320-02-002-022

This instrument was prepared by:
Bank of America
10850 White Rock Road
Rancho Cordova, CA 95670

After recording return to:
Bank of America
275 S. Valencia Avenue
Brea, CA 92823
Account #: 68180201328499

**Real Estate Subordination Agreement
(Bank of America to Bank of America)**

This Real Estate Subordination Agreement ("Agreement") is executed as of 10/18/2001, by Bank of America, N.A., having an address of 10850 White Rock Road, Rancho Cordova, CA 95670

("Subordinator"), in favor of Bank of America, N.A., having an address for notice purposes of 275 S. Valencia Avenue, Brea, CA 92823

("Bank of America").

Whereas, Subordinator is the owner and holder of, or creditor under, the indebtedness described in and secured by a security instrument (deed of trust, deed to secure debt or mortgage) dated 08/14/1998, executed by John J. Pestana and Karen D. Pestana

and which is recorded in Volume/Book 898, Page 5,245, and if applicable, Document Number 447840, of the land records of Douglas County, NV, as same may have been or is to be modified prior hereto or contemporaneously herewith (the "Senior Lien"), encumbering the land described therein (said land and such improvements, appurtenances and other rights and interests regarding said land, if any, as are described in the Senior Lien being called herein collectively, the "Property"); and

Whereas, Bank of America has been requested to make a loan, line of credit or other financial accommodation to John J. Pestana and Karen D. Pestana (jointly and severally, "Borrower"), to be secured by, without limitation, either a deed of trust, deed to secure debt or mortgage (the "Junior Lien"), covering without limitation, the Property and securing the

indebtedness described therein including the payment of a promissory note, line of credit agreement or other borrowing agreement made by Borrower and/or others payable to the order of Bank of America in the maximum principal face amount of \$ 274,800.00 (the "Principal Amount"), including provisions for acceleration and payment of collection costs (the "Obligation"); the Junior Lien and the Obligation to contain such other terms and provisions as Bank of America and Borrower shall determine; and

Now, Therefore, for valuable consideration, Subordinator hereby subordinates the Senior Lien to Bank of America's Junior lien, subject to the terms of this Agreement. The Subordinator's Senior Lien is subordinated to Bank of America's Junior Lien only to the extent of the principal Amount of the Obligation and any amounts advanced pursuant to the terms of the Obligation or the security instrument for the payment of insurance premiums, taxes, costs of collection, protection of the value of the property or Bank of America's rights in the Property or foreclosure. All other rights of Subordinator now or hereafter existing in or with respect to the Property (including but not limited to all rights and to proceeds of insurance and condemnation) are hereby subordinated, and are and shall remain completely and unconditionally subordinate, to the Junior Lien and the rights of Bank of America regardless of the frequency or manner of renewal, extension, consolidation or modification of the Junior Lien or the Obligation.

This Agreement shall inure to the benefit of the Subordinator and Bank of America and their respective successors and assigns, including any purchaser(s) (at foreclosure or otherwise) of the Property or any part thereof, and their respective successors and assigns.

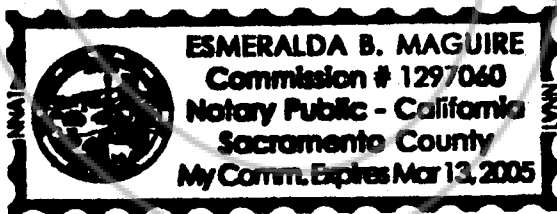
Bank of America, N.A.

By: Stacy J. Fritz 10/18/01
Its: V.P. Date

Bank of America Acknowledgment:

State/Commonwealth/District of California
County/City of Sacramento

On this the 18th day of Oct, '01, before me, ESMERALDA B. MAGUIRE
The undersigned officer, personally appeared STACY J. FRITZ
Who acknowledged him/herself to be the V.P. of Bank of America, N.A.,
and that (s)he, as such
Being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by him/herself as
witness whereof I hereunto set my hand and official seal.



Esmeralda B. Maguire
Signature of Person Taking Acknowledgment
Commission Expiration Date: 3-13-05

REQUESTED BY
WESTERN TITLE COMPANY, INC.
IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

2001 OCT 22 PM 3: 10

BAM-308(DE) Old
08-12-2395NSBW 04-2001

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BK 1001 PG 7322

LINDA SLATER
RECORDER

\$ 15.00 PAID KR DEPUTY