

## SUBORDINATION ACKNOWLEDGMENT

**THIS SUBORDINATION ACKNOWLEDGMENT** is made and entered into as of this 3<sup>rd</sup> day of October, 2000 by **NATIONAL BANK OF COMMERCE OF BIRMINGHAM**, a national banking association (hereinafter referred to as "NBC"):

### RECITALS:

Rainbow Technology Corporation ("Rainbow") and NBC did enter into a leasehold mortgage dated March 31, 1997, which leasehold mortgage recorded in Instrument # 1997 / 11913 with additional security at Instrument # 1997 / 11914 all in the Probate Office of Shelby County, Alabama (the "Subordinate Financing"). The Subordinate Financing is subordinate to the Mortgage Indenture between The Industrial Development Board of the City of Pelham, Alabama and First Commercial Bank dated as of September 1, 1990 and recorded October 3, 1990 at Real 312 Page 633 in the Probate Office of Shelby County, Alabama, securing the sum of Eight Hundred Forty Thousand Dollars (\$840,000). The indebtedness evidenced by the aforementioned Mortgage Indenture is now owned by Protective Life Insurance Company. Protective Life Insurance Company, The Industrial Development Board of the City of Pelham and Rainbow have agreed for the Board to issue its Series 2000 Refunding Bond for the purpose of refinancing the Series 1990-A Bond which is secured by the aforementioned Mortgage Indenture. This Mortgage Indenture, as the same is amended, restated and extended, will secure the sum of Six Hundred Thirty-eight Thousand Eight Hundred Eighty-two and 60/100 Dollars (\$638,882.60) which is the unpaid principal balance on the Series 1990-A Bond. The Mortgage Indenture does not require or contemplate any additional advances by the holder thereof. The Series 2000 Refunding Bond will entirely amortize over its ten-year term. The purpose of this acknowledgment is for NBC to acknowledge that its leasehold mortgage is subordinate to the above-described Mortgage Indenture as the same may be amended and restated pursuant to the issuance by The Industrial Development Board of the City of Pelham of the Series 2000 Refunding Bond together with all extensions and renewals thereof.

**NOW, THEREFORE, NBC acknowledges as follows:**

The Leasehold Mortgage of NBC recorded in Instrument # 1997 / 11913 with additional security at Instrument # 1997 / 11914 in the Probate Office of Shelby County, Alabama is subordinate to the Mortgage Indenture between The Industrial Development Board of the City of Pelham and First Commercial Bank dated as of September 1, 1990 recorded in Real 312 Page 663 in the Probate Office of Shelby County, Alabama, as restated and amended by the Amended Indenture recorded at Instrument # 2000-35052 in the Probate Office for Shelby County, Alabama.

**SUBJECT TO** rights of NBC pursuant to the agreement dated March 31, 1997 by and between NBC, Rainbow and The Industrial Development Board of the City of Pelham.

Cuhaba Title, Inc.

DONE, this 3<sup>rd</sup> day of October, 2000.

NATIONAL BANK OF COMMERCE OF  
BIRMINGHAM, a national banking  
association

ATTEST:

By: [Signature]  
Its: VP

\_\_\_\_\_  
Its Secretary

[SEAL]

STATE OF ALABAMA )  
Jefferson COUNTY )

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that John P. North, whose name as Vice President of **NATIONAL BANK OF COMMERCE OF BIRMINGHAM**, a national banking association, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the said instrument, he, 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, this 3rd day of October, 2000.

[NOTARIAL SEAL]

[Signature]  
Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF ALABAMA AT LARGE  
MY COMMISSION EXPIRES: May 16, 2003  
BONDED THROUGH ROTARY PUBLIC UNDERWRITERS

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Inst # 2000-36265

10/19/2000-36265  
08:06 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
002 MMB 14.00