State of Alabama County of Shelby

SUBORDINATION AGREEMENT

WHEREAS, KITTRELL PROPERTIES, LLC, an Alabama limited liability company, and MARC 1, INC., an Alabama corporation hereinafter termed "Borrower" whether one or more, are presently indebted to the U.S. Small Business Administration (hereinafter "SBA"), an agency and instrumentality of the United States of America, as evidenced by that certain Promissory Note executed the 17th day of May 2006, and assigned to the SBA, in the original principal amount of \$632,000; and,

WHEREAS, said Note is secured, among other things, by that certain Mortgage, dated the 6th day of May, 2006 and recorded on the 26th day of May, 2006 in the Office of the Judge of Probate of Shelby County, Alabama, as Instrument 20060526000250940 and Assignment of Leases and Rents filed of record May 26, 2006, in the office of the Judge of Probate of Shelby County, Alabama, as Instrument 20060526000250950, both Mortgage and Assignment of Leases and Rents collectively hereinafter termed "SBA Mortgage"; and,

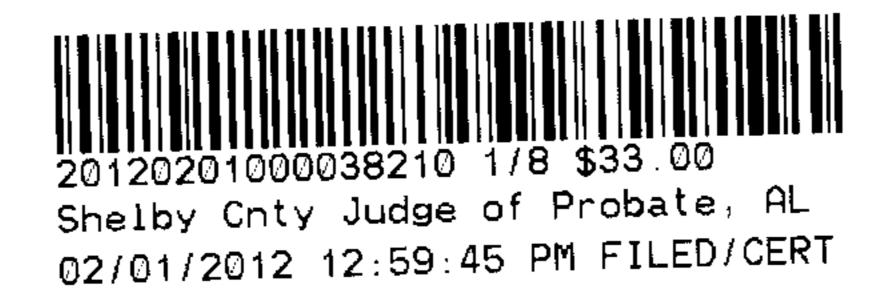
WHEREAS, Branch Banking and Trust a/k/a BB&T, (hereinafter "Lender) wishes to make available funds to the Borrower, in the amount of Six Hundred and Seventy Five Thousand Dollars (\$675,000.00) to be secured by a Mortgage, hereinafter the "New Mortgage" on the premises which are the subject of the SBA Mortgage; however, Lender is unwilling to do so unless the New Mortgage is superior in position to the SBA Mortgage and SBA Assignment of Leases and Rents; and

WHEREAS, SBA has agreed to subordinate the SBA Mortgage and SBA Assignment of Leases and Rents to permit the above described financing.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which is hereby acknowledged and to induce Lender to make a loan in the amount of \$675,000.00 to Borrower, SBA for itself, its successors and assigns hereby covenants and agrees to and with Lender, its successors and assigns, as follows:

- 1. The SBA Mortgage and SBA Assignment of Leases and Rents are and shall continue to be subordinated to the New Mortgage of the Lender, dated <u>January 26,201</u>2 and recorded Office of the Judge of Probate of Shelby County, Alabama, as Instrument <u>2012 e201000038180</u> as aforesaid, in an aggregate amount not to exceed \$675,000.00 exclusive of protective advances and reasonable costs and attorney fees as allowed by statute plus interest as provided in the Note which is secured by said New Mortgage as if said New Mortgage had been executed, acknowledged, delivered, and recorded prior to the execution by acknowledgment, delivery, and recording of the SBA Mortgage and SBA Assignment of Leases and Rents.
- 2. Lender, by receipt and acceptance of this subordination, agrees that it shall not advance additional sums above the sum of \$675,000.00 exclusive of protective advances, and reasonable costs and attorney fees as allowed by statute, plus interest.
- 3. Lender agrees that, for this Subordination to be effective, Lender must perfect its Mortgage lien in the aforementioned property and this Subordination will be only to such Mortgage lien.

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- 4. Lender covenants that there are no intervening liens of record between the SBA Mortgage and the SBA Assignment of Leases and Rents and the Mortgage made or to be made by Lender and Lender understands that it is a condition of this Subordination that no such intervening liens exist. If such intervening liens exist, then this Subordination shall be void.
 - 5. SBA expressly reserves its rights to foreclose on this or any security, which it may hold.
- 6. SBA does not subordinate the debt due and expressly reserves the right to accept any and all payments on the indebtedness to it without regard to any sum or sums due and owing to the Lender.
- 7. The undersigned debtors and makers of the Note hereinabove described, and the undersigned Guarantors of payment of the Note, agree to the aforesaid subordination and agree that said transaction shall in no way discharge or diminish their obligations under their Note, Guaranty, Standby Agreement, and/or any collateral agreements securing the same.
- 8. Borrower herewith consents to disclosure of financial information between SBA and Lender, including but not limited to Federal Tax Returns of the Borrower and guarantors, Financial Statements of borrowers and guarantors, tax notices, insurance notices and certificates, disclosure of loan balances, interest rates, and payment history, and any appraisals or other valuations of collateral.
- 9. If an event of default occurs under the New Mortgage or any document evidencing the **BB&T** Loan or New Mortgage, **BB&T** will give SBA and Southern Development Council, Inc. (the CDC) written notice of the event of default within thirty (30) days after the occurrence of the event of default. After an event of default, lender will not sell all or any portion of the Real Estate without giving SBA and CDC at least sixty (60) days' prior written notice of its intent to sell the Real Estate or any portion thereof. Notice under this Section shall be deemed to have been given when sent by certified or registered mail, return receipt requested, addressed, as the case may be, to SBA at its Commercial Loan Servicing Center, 2120 Riverfront Drive, Little Rock, AR 72202 and to CDC, Southern Development Council, Inc. at 8132 Old Federal Road, Montgomery, Alabama 36117, Attention: Portfolio Manager.
- 10. This Agreement shall insure to the benefit of and bind the respective parties to this Agreement and their successors and assigns.

This Document may be executed in any number of counterparts, each of which when so executed and delivered shall be deemed to be an original, and all of which taken together shall constitute but one and the same instrument.

Borrower

KITTRELL PROPERTIES, LLC, an Alabama limited liability company

Date: 1/26/12

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Page 2 of 5 SBA Loan CDC 9302923000

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	Attest: Its
Date:	Borrower MARC 1, INC., an Alabama corporation By: Multure Its President Attest: Its
Date: 1/26/12	Guarantor(s) Mull Marcus Kittrell
Date:	Lender Branch Banking & Trust (BB&T) By: Jerry Price Its Vice President
Date:	U. S. Small Business Administration By:
STATE OF ARKANSAS) COUNTY OF PULASKI)	
person whose name is subscribed to the foregoing ins	ing Center of the Small Business Administration, known to me to be the strument and acknowledged to me that he/she executed the same for the the capacity therein stated as the act and deed of the Small Business FOFFICE, this 18 day of December, 2011. The Manuary Public in and for Pulaski County, State of Arkansas
SDA LUAII CDC 9302923000 JANA PUBLIC - PO	20120201000038210 3/8 \$33.00 Shelby Cnty Judge of Probate: AL

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STATE OF ALABAMA COUNTY OF Jefferson	
I, the undersigned Notary Public in and for said County and State Marcus (Hrel) . whose name as foregoing instrument, and who is known to me, acknowledged before me of	on this day that, being thoroughly knowledgeable of the
contents of the said instrument, he did execute the same voluntarily and wi Given under my hand and official seal on this, the 26 day of	ith full-authority on the date shown. 2012
	1501
My Commission Expires: 9-18-12 Notary Public	
STATE OF ALABAMA COUNTY OF	
I. the undersigned Notary Public in and for said County and Stat	
foregoing instrument, and who is known to me, acknowledged before me contents of the said instrument, he did execute the same voluntarily and will Given under my hand and official seal on this, the day of	on this day that, being thoroughly knowledgeable of the ith full authority on the date shown.
Notary Public	
My Commission Expires:	
STATE OF ALABAMA COUNTY OF Jeffers	
I. the undersigned Notary Public in and for said County and State Mayor City III, whose name as V-P instrument, and who is known to me, acknowledged before me on this day of the said instrument, he did execute the same voluntarily and with full at Given under my hand and official seal on this. the 24 day of	Marc 1, Inc. is signed to the foregoing that, being thoroughly knowledgeable of the contents athority on the date shown.
	Lect
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STATE OF ALABAMA COUNTY OF	
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STATE OF ALA	BA	MA	
STATE OF ALA COUNTY OF	Je!	ferson	

I, the undersigned Notary Public in and for said County and State, do hereby certify that Marcus Kittrell, whose name is signed to the foregoing instrument as Guarantor, and who is known to me, acknowledged before me on this day that, being thoroughly knowledgeable of the contents of the said instrument, he did execute the same voluntarily on the date shown.

Given under my hand and official seal on this, the day of Jacrey, 20 17.

My Commission Expires: 9-18-12

STATE OF ALABAMA
COUNTY OF Jeffers

Given under my hand and official seal on this, the 26 day of January . 2012.

My Commission Expires: 2-18-12

This document prepared by, and following recording should be returned to: Southern Development Council

8132 Old Federal Road Montgomery, AL 36117 (334) 244-1801

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Acknowledgment Copy



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UCC FINANCING STATEMENT AMENDMENT

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ASSIGNMENT (full or partial): Give name of assignee in item		tem 7c; and also give name of	assignor in	item 9.	
AMENDMENT (PARTY INFORMATION): This Amendment		Party of record. Check only or			
Also check one of the following three boxes and provide appropriate	information in items 6 and/or 7.	,, <u></u>	<u></u> ,		
CHANGE name and/or address: Give current record name in ite name (if name change) in item 7a or 7b and/or new address (if a	em 6a or 6b; also give new DE address change) in item 7c.	LETE name: Give record name oe deleted in item 6a or 6b.	AL ite	DD name: Complete item m 7c; also complete items	7a or 7b, and als
CURRENT RECORD INFORMATION:				THE TOTAL PROPERTY.	o rarry (ii applice
6a. ORGANIZATION'S NAME Kittrell Properties, LLC					
6b. INDIVIDUAL'S LAST NAME	EIDOTNIANE	· · · · · · · · · · · · · · · · · · ·	INUES C		······································
	FIRST NAME		MIDDLE	NAME	SUFFIX
CHANGED (NEW) OR ADDED INFORMATION:					
7a. ORGANIZATION'S NAME					······································
ξ					
7b. INDIVIDUAL'S LAST NAME	FIRST NAME	······································	MIDDLE	NAME	SUFFIX
MAILING ADDRESS	CITY		STATE	POSTAL CODE	COUNTRY
ADD'L INFO RE 7e. TYPE OF ORGA	1317ATION 27 HIPIOPIOPIO				
ORGANIZATION '	ANIZATION 7f. JURISDICTION (OF ORGANIZATION	7g. ORG	ANIZATIONAL ID #, if any	
DEBTOR					N
AMENIDMENT (COLLATEDAL OLLANOT)	OX.				
AMENDMENT (COLLATERAL CHANGE): check only one but Describe collateral Educated or Enddod or civil only one	antatad anticata and discount to	tibe colleteral lecciosed			
AMENDMENT (COLLATERAL CHANGE): check only one be Describe collateral deleted or added, or give entire re	estated collateral description, or desc	assigned.			
Describe collateral deleted or added, or give entire / re				nal filing 06-047	3778 to the
Describe collateral deleted or added, or give entire reuled or added, or give entire reuled ubordinate the interest of U.S. Small Business	Administration in all the	FFM&E covered und	ler origi	nal filing 06-047.	3778 to the n \$675.000
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Describe collateral deleted or added, or give entire representation of U.S. Small Business atterest of Branch Banking & Trust Company, a	Administration in all the and only Branch Banking	FFM&E covered und & Trust Company, in	ler origi	ount not more tha	n \$675,000
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Describe collateral deleted or added, or give entire results of U.S. Small Business terest of Branch Banking & Trust Company, a NAME OF SECURED PARTY OF RECORD AUTHORIZING Collateral or adds the authorizing Debtor. or if this is a Termina 9a. ORGANIZATION'S NAME	Administration in all the and only Branch Banking	FFM&E covered und & Trust Company, in ssignor, if this is an Assignmen	ler origi	an Amendment authorize	n \$675,000
AMENDMENT (COLLATERAL CHANGE): check only one be Describe collateral deleted or added, or give entire results of U.S. Small Business atterest of Branch Banking & Trust Company, and the second substitution of SECURED PARTY of RECORD AUTHORIZINg adds collateral or adds the authorizing Debtor. Or if this is a Termina of the second substitution of	Administration in all the and only Branch Banking NG THIS AMENDMENT (name of a	FFM&E covered und & Trust Company, in ssignor, if this is an Assignmen	ler original an amo	an Amendment authorized rizing this Amendment.	n \$675,000 d by a Debtor wh
Describe collateral deleted or added, or give entire reubordinate the interest of U.S. Small Business atterest of Branch Banking & Trust Company, a NAME OF SECURED PARTY OF RECORD AUTHORIZINg adds collateral or adds the authorizing Debtor. or if this is a Termina 9a. ORGANIZATION'S NAME U.S. Small Business Administration	Administration in all the and only Branch Banking	FFM&E covered und & Trust Company, in ssignor, if this is an Assignmen	ler origi	an Amendment authorized rizing this Amendment.	n \$675,000

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