

**AMENDMENT
TO
SUBORDINATION AGREEMENT**

THIS AMENDMENT TO SUBORDINATION AGREEMENT (hereinafter the "Amendment") amends that certain Subordination Agreement executed on April 13, 2011 by **GENERAL BOARD OF GLOBAL MINISRIES OF THE UNITED MEHTODIST CHURCH**, an New York corporation (hereinafter "General Board") in favor of **BANCORPSOUTH** (also known as BANCORPSOUTH BANK) (hereinafter "Bank").

WHEREAS, RIVERCHASE UNITED METHODIST CHURCH, an Alabama non-profit religious corporation (hereinafter "Borrower") executed a Mortgage in favor of the General Board recorded March 5, 1985 in Book No. 019 of Mortgagees, Page 937 and pertains to the property described on Exhibit "A" attached hereto (hereinafter the "Property").

WHEREAS, the General Board later agreed to subordinate their interest in favor of the Mortgage, Assignment of Rents and Leases and Security Agreement by and between Borrower and Bank which is recorded as Instrument 20110418000117750 in the Office of the Judge of Probate of Shelby County, and pertains to the Property (hereinafter the "Bank Mortgage").

WHEREAS, the Subordination Agreement was recorded as Instrument 20110426000126230 in the Office of the Judge of Probate of Shelby County, Alabama, and pertains to the Property.

WHEREAS, Borrower has requested Bank to lend Borrower an additional \$1,000,000.00, and Bank is agreeable to making such loan, provided the General Board, among other things enters into this Amendment, and causes their interest to be subordinated to Bank to secure the payment of an additional \$1,000,000.00.

NOW THEREFORE, in consideration of the terms and conditions contained herein, and to induce Bank to lend additional monies to Borrower, the Subordination Agreement is hereby amended as follows:

Henceforth the Mortgage entered into by and between Borrower and the General Board shall be postponed in favor of and made subsequent to the Bank Mortgage, and all renewals and extensions thereof, to secure the payment of the sum of five million and no/100 (\$5,000,000.00).

All of the terms and provisions of the Subordination Agreement not specifically amended herein, are hereby reaffirmed, ratified and restated. This Amendment amends the Subordination Agreement and is not an novation thereof.

IN WITNESS WHEREOF, we have hereunto set our hands and seals effective this 11 day of April, 2012.

**GENERAL BOARD OF GLOBAL MINISTRIES OF
THE UNITED METHODIST CHURCH**, a New York
not-for-profit corporation

By: [Signature]
Print Name: Wayne Moy
Title: Associate Treasurer

STATE OF New York
COUNTY OF New York

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Wayne Moy whose name as Associate Treasurer of GENERAL BOARD OF GLOBAL MINISTRIES OF THE UNITED METHODIST CHURCH, a New York not-for-profit corporation, 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 said instrument, he/she as such Associate Treasurer, and with full authority, executed the same voluntarily, as an act of said corporation, acting in his/her capacity as aforesaid.

Given under my hand and official seal, this the 11 day of April, 2012.

[Signature]
NOTARY PUBLIC
My Commission Expires: 4/30/14

THIS INSTRUMENT PREPARED BY AND AFTER
RECORDATION SHOULD BE RETURNED TO:

William B. Hairston, III
ENGEL, HAIRSTON & JOHANSON, P.C.
109 North 20th Street, Fourth Floor
P.O. Box 11405
Birmingham, Alabama 35202
(205) 328-4600

DENISE MARIE McMAHON
NOTARY PUBLIC, STATE OF NEW YORK
NO. 31-01MC4721297
QUALIFIED IN QUEENS COUNTY
CERTIFICATE FILED IN NEW YORK COUNTY
COMMISSION EXPIRES 4-30-20 14

EXHIBIT "A"

Lot 1B, according to the Survey of Riverchase United Methodist Church Addition, as recorded in Map Book 40, Page 71, in the Probate Office of Shelby County, Alabama.

SUBJECT TO:

- i) taxes and assessments for the year 2012, a lien but not yet payable;
- ii) rights of way granted to Alabama Power Company as set out in instruments recorded in Deed Book 131, page 387, Deed Book 20, page 542, Instrument 1994-11652, Instrument 1995-30144, Deed book 101, page 500, Deed Book 101, page 569, Deed Book 108, page 396, Instrument 20110113000013000, Instrument 20040312000127160, Instrument 1992-26818, and Real Volume 368, page 590;
- iii) right of way granted to Shelby County, Alabama as recorded in Deed Book 102, page 441, and Deed Book 102, page 471;
- iv) restrictions and covenants appearing of record in Real Volume 4, Page 512, and Real Volume 332, page 466;
- v) right of way granted to The Water Works and Sewer Board of the City of Birmingham as recorded in Instrument 1998-28946;
- vi) easement as recorded in Instrument 1992-13202; and
- vii) coal, oil, gas and mineral and mining rights which are not owned by Mortgagor.