

Department of the Treasury – Internal Revenue Service
Certificate of Subordination of Property From Federal Tax Lien
(Sec. 6325(d)(1) and/or Sec. 6325(d)(2) of the Internal Revenue Code)

Vital Inspection Professionals, Inc. of **180 Airpark Industrial Rd**, City of **Alabaster**, County of **Shelby**, State of **Alabama**, is indebted to the United States for unpaid internal revenue tax in the sum of **One Hundred Forty Three Thousand, One Hundred Sixty-Eight, 35/100 Dollars (\$143,168.35)** as evidenced by:

Notice of Federal Tax Lien Serial Number (a)	Recording Information (b)	Date Recorded (c)	Taxpayer Identification Number (d)	Amount Shown on Lien (e)
720263710	UCC 20101124000396120	11/24/2010	63-1050552	\$152,076.62
770710011	UCC 20110421000121890	04/21/2011	63-1050552	\$150,038.20


20130801000312650 1/11 \$44.00
Shelby Cnty Judge of Probate, AL
08/01/2013 10:01:40 AM FILED/CERT

A lien attaching to all the property of the taxpayer was filed to secure the amount owed. The notice of lien was filed with the Judge of Probate, County of Shelby, Alabama, in accordance with the applicable provisions of law.

The lien listed above is attached to certain property described as:

This Subordination/Forbearance Agreement relates to the Accounts Receivable Attached as Exhibit A for a One Year Period of time from May 1, 2013 thru April 30, 2014 agreeing to all terms of the Attached Forbearance Agreement and the Installment Agreement.

NOTE: Always include the address of real property or a descriptive narrative of personal property in this section when using "See Attachment" and a more detailed description is being attached.

Under provisions of Internal Revenue code section 6325(d)(1) and/or section 6325(d)(2), the Internal Revenue Service subordinates the lien on the property described above to (Gulf Coast Business Credit / Gulf Coast Bank & Trust) with a UCC Financing Statement recorded with the Alabama Secretary of State on February 27, 2012. However, the lien remains in effect for all other property, or rights to property, to which the lien is attached.

Signature

Title

Date

Charles Waldrop

Advisory Group Manager

July 8, 2013

(Note: Certificate of officer authorized by law to take acknowledgements is not essential to the validity of Discharge of Federal Tax Lien. Rev. Rul. 71-466, 1971-2, C.B. 409.)

SUBORDINATION AND FORBEARANCE AGREEMENT

This agreement is entered into by and between Gulf Coast Business Credit a division of Bank and Trust company, hereinafter referred to as the "Factor;" **Vital Inspection Professionals, Inc.**, hereinafter referred to as the "Taxpayer;" and the United States of America, by and through the Director, Advisory & Insolvency of Internal Revenue for SB/SE, the authorized delegate of the Secretary of the Treasury, hereinafter referred to as the "Director."

RECITALS

(1). On November 29, 2010 and April 11, 2010 , the Internal Revenue Service (hereinafter the Service), filed Notices of Federal Tax Liens with the Secretary of State, State of Alabama. On November 24, 2010 and April 21, 2011, the service filed Notices of Federal Tax Liens with the Judge of Probate, Shelby County, Alabama.

(2). The Tax Liens attach to all the taxpayer's property or rights to property, including after acquired property, such as the Taxpayer's accounts receivable.

(3). On February 27, 2012 the Factor recorded a UCC financing statement with the Alabama Secretary of State, which financing statement included Taxpayer's accounts receivable as collateral for the financing, this UCC financing is only good for a one year period of time as allowed under a subordination approved and agreed by the service.

AGREEMENT

(4). As consideration for the Service entering into this agreement, the Taxpayer agrees to pay the Service an initial payment (if applicable) in the amount of: [dollar amount written out in words then repeated in parentheses in numbers] ; to be received on [date].

(5). The Taxpayer has entered into an installment agreement with the Service. Taxpayer will pay the sum of **Four Thousand, Two Hundred Thirty-Six Dollars (\$4236.00)** each month. The **In-Business Trust Fund Installment Agreement** was established on **August 1, 2011**, is current and all future payments are to be received on the 20th day of each month thereafter; and will meet all terms and conditions of the installment agreement with the Service that accompanies this subordination agreement, during the period of the

subordination from May 1, 2013 thru April 30, 2014 pending the approval of the subordination. The installment agreement that accompanies the subordination agreement is established on IDRS and will be monitored by the CCP Philadelphia Office— Manually Monitored in conjunction with this subordination agreement and payments will continue to be sent to as previously established on August 1, 2011 and the Form 433D :

(6). If the period of the installment agreement extends beyond the period of the subordination, the taxpayer shall apply for a new subordination agreement at least 60 days prior to the end date of the current subordination.

(7). The Taxpayer further agrees to remain current in the filing and paying of all Federal Taxes during the period of this agreement and will furnish proof of current Federal Tax Deposits by-weekly as required of the Installment agreement as previously approved.

(8). The Taxpayer further agrees to furnish to the Service each month a listing of its current accounts receivables.

(9). The Taxpayer also agrees to identify which of its current accounts receivable have been pledged to the Factor for collection by the Factor and upon which advances have been made.

(10). The listing in (7) above and information cited in (8) and (9) above will be furnished monthly to:

**Internal Revenue Service, Darlene Boyd, Advisor/Reviewer, ID
Number 0341061, 1555 Poydras St., Suite 220, Stop 65, New
Orleans, LA 70112-3747. Phone Number 504-558-3260.**

(11). The copy of the installment agreement that accompanies this subordination agreement is already established and is a part of this subordination agreement, specifically to paragraphs (4) through (11) above.

(12). In consideration of the foregoing, the Director agrees not to assert the Service's tax lien priority under I.R.C. §§ 6323 (a) or to levy pursuant to I.R.C. § 6331 against the

1 Taxpayer's accounts receivable, which accounts are used as security for advances made by
2 the Factor to the Taxpayer prior to the termination of this agreement.

3 **(13). The failure of the Taxpayer to comply with the terms set forth in paragraphs**
4 **(4) through (9) above will constitute a default of this agreement and default of the**
5 **accompanying installment agreement.**

6 **(14).** Upon failure of the Taxpayer to comply with the terms set forth in paragraphs (4)
7 through (9) above, the Director or other authorized representative will notify the parties to this
8 agreement in writing by certified mail that a default has occurred. The Taxpayer has 30 days
9 to cure either the default in the subordination agreement or the default in the accompanying
10 installment agreement.

11 **(15).** If the Taxpayer does not cure the default within 30 days of the date of the
12 abovementioned letter, then this agreement is deemed terminated and the Service will no
13 longer forbear from enforcing its lien rights (including levy) against the Taxpayer's accounts
14 receivable that have *not* been pledged for advances made prior to the termination of this
15 agreement, as otherwise permitted under the Internal Revenue Code.

16 **(16).** The failure of the Director or other authorized representative of the Service to
17 notify the parties of any default will not constitute a waiver of either the default of the
18 installment agreement or the subordination agreement.

19 **(17).** Pursuant to I.R.C. § 6103(c), the Taxpayer consents to the disclosure of tax
20 return information to the Factor to the extent required to show that this agreement is in default.

21 **(18).** This agreement concerns only the specific accounts receivable which the
22 Taxpayer has pledged to the Factor as security for the advances made by the Factor to the
23 Taxpayer.

24 **(19).** Any change to the compensation to the Factor or to the Factor's security interest
25 in the Taxpayer's assets must be approved by Service or the Service will not forbear from
26 asserting its lien priority as to the changed compensation.

1 (20). The period of this subordination shall be [for a period of one year through] from
2 the date the Service approves the subordination, as evidenced on the Form 669-D, Certificate
3 of Subordination of Federal Tax Lien.
4

5 Signatures on Page 4, Attached
6
7
8
9
10
11

12 Signature Page
13

14 Factor: Gulf Coast Business Credit
15 Gulf Coast Bank & Trust

Date

16 Wade Huskey
17 By: WADE HUSKEY

6-27-13

18 Taxpayer: Vital Inspection Professionals, Inc.

Date

19 JACK E. DENNIS
20 By: JACK E. DENNIS

7-1-13

21 United States of America
22 Director, Advisory & Insolvency
23 For Internal Revenue Service, SB/SE

Date

24 Charles Waldrop
25 By: Charles Waldrop
26 Advisory Group Manager

7-8-13

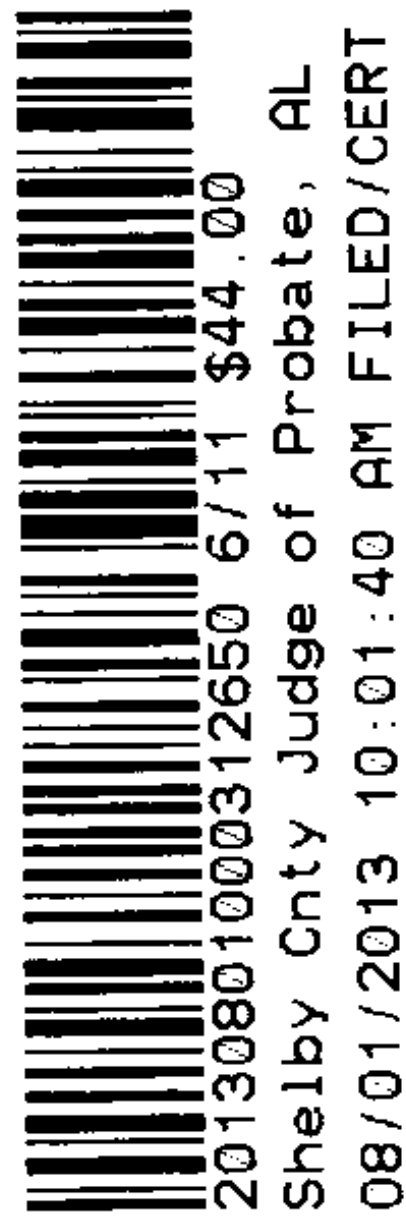


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VITAL INSPECTION PROFESSIONALS, INC.
Aged Receivables
As of Jun 30, 2013

Filter Criteria includes: 1) Includes Drop Shipments. Report order is by Name. Report is printed in Detail Format.

Customer ID	Customer	Invoice/CM #	Amount Due	P.O. No	Date	Date Due
V-361	AIM CORPORATION	19797	1,226.00	A1609-2678	6/26/13	7/26/13
V-361	AIM CORPORATION		1,226.00			
V-208	AKZONOBEL - EKA CHEMICA	19795	6,319.50	2100250040	6/26/13	7/26/13
V-208	AKZONOBEL - EKA CHEMI		6,319.50			
V-502	ALABAMA POWER COMPAN	19781	360.00	STEVE BARK	6/12/13	7/12/13
		19789	450.00	JOE MCKINNE	6/26/13	7/26/13
V-502	ALABAMA POWER COMPA		810.00			
V-292AL	AMERICAN BUILDINGS COM	19722	170.00	E42186	5/14/13	6/13/13
V-292AL	AMERICAN BUILDINGS CO		170.00			
V-382IL	AMERICAN BUILDINGS COM	19608	255.00	EP-15904	4/12/13	5/12/13
		19752	425.00	EP16104	5/30/13	6/29/13
V-382IL	AMERICAN BUILDINGS CO		680.00			
V-380AL	AMERICAN BUILDINGS COM	19791	425.00	V67891	6/26/13	7/26/13
V-380AL	AMERICAN BUILDINGS CO		425.00			
V-122	AXIAL CORPORATION	19746-F	9,051.00	103054	5/29/13	6/28/13
V-122	AXIAL CORPORATION		9,051.00			
V-214	BRION HARDIN CONST. CO., I	19714-F	1,120.75	17184-3755	5/14/13	6/13/13
V-214	BRION HARDIN CONST. CO.,		1,120.75			
V-342	BURKES MECHANICAL, INC.	19721	500.00	61732	5/14/13	6/13/13
		19759	500.00	52155	5/30/13	6/29/13
V-342	BURKES MECHANICAL, INC		1,000.00			
V-528	CENTRAL ALABAMA FABRIC	19777	180.00	100063	6/12/13	7/12/13
		19790	180.00	SEE BELOW	6/26/13	7/26/13



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V-528	CENTRAL ALABAMA FABRI		360.00			
V-535	CRANE AMERICA SERVICES,	19723	782.50	301147-781	5/14/13	6/13/13
V-535	CRANE AMERICA SERVICE		782.50			
V-MISC.	DENNIS LUDWIG	19815	170.00	DENNIS LUD	6/26/13	7/26/13
V-MISC.	DENNIS LUDWIG		170.00			
V-180	DESHAZO CRANE COMPANY	19735	150.00	114808-49228	5/23/13	6/22/13
		19736	220.00	114733-43865	5/23/13	6/22/13
		19758	699.00	115081-43865	5/30/13	6/29/13
		19761	656.50	0115391-50316	6/12/13	7/12/13
		19779	321.25	115289-51277	6/12/13	7/12/13
		19793	1,485.00	115798-45382	6/26/13	7/26/13
		19794	715.00	115722-43868	6/26/13	7/26/13
V-180	DESHAZO CRANE COMPAN		4,246.75			
V-218	DIVERSIFIED METALSMITH, I	19738	988.00	JOHN FARR	5/23/13	6/22/13
		19757	260.00	JOHN FARR	5/30/13	6/29/13
		19782	456.00	JOHN FARR	6/12/13	7/12/13
		19783	2,880.00	JOHN FARR	6/12/13	7/12/13
		19803	320.00	JOHN FARR	6/26/13	7/26/13
		19804	1,800.00	JOHN FARR	6/26/13	7/26/13
		19805	1,520.00	JOHN FARR	6/26/13	7/26/13
V-218	DIVERSIFIED METALSMITH		8,224.00			
V-321	DIXIE MECHANICAL, INC.	19750	3,307.10	2801	5/30/13	6/29/13
		19765	1,409.90	2801	6/12/13	7/12/13
V-321	DIXIE MECHANICAL, INC.		4,717.00			
V-306	DUKE ENERGY CORPORATIO	19631-F	42,752.50	536265	4/25/13	6/9/13
		19673-F	42,021.40	536265	4/29/13	6/13/13
		19687-F	30,869.31	536265	5/8/13	6/22/13
		19712-F	27,399.40	536265	5/14/13	6/28/13
		19740	15,656.80	536265	5/23/13	7/7/13
V-306	DUKE ENERGY CORPORATI		158,699.41			

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Customer ID	Customer	Invoice/CM #	Amount Due	P.O. No	Date	Date Due
V-356	ESSEX CRANE RENTAL CORP	19780	180.00	053640/2013	6/12/13	7/12/13
V-356	ESSEX CRANE RENTAL CO		180.00			
V-204	GLENN MACHINE WORKS	19616 19635 19703 19720 19784	3,920.00 180.00 2,639.00 360.00 540.00	43724 LISA B 53017 LISA B LISA B	4/17/13 4/25/13 5/9/13 5/14/13 6/12/13	5/17/13 5/25/13 6/8/13 6/13/13 7/12/13
V-204	GLENN MACHINE WORKS		7,639.00			
V-411	GLIDEWELL FOUNDRY	19802	379.00	37661	6/26/13	7/26/13
V-411	GLIDEWELL FOUNDRY		379.00			
V-360	HI-SPEED INDUSTRIAL SERVI	19392-F 19544	2,500.00 6,334.75	51761 52130	2/12/13 3/27/13	3/14/13 4/26/13
V-360	HI-SPEED INDUSTRIAL SER		8,834.75			
V-534	ITT CORP.	19715 19716	276.00 225.00	543660 544033	5/14/13 5/14/13	6/13/13 6/13/13
V-534	ITT CORP.		501.00			
V-303	JAMES MACHINE WORKS, IN	19749-F	3,090.50	F-5694MS	5/29/13	6/28/13
V-303	JAMES MACHINE WORKS, I		3,090.50			
V-503	Kellogg, Brown & Root Services,	19767	4,072.85	4250017432	6/12/13	7/12/13
V-503	Kellogg, Brown & Root Service		4,072.85			
V-117	LAVENDER, INC.	19675 19674 19691-F 19692-F 19693-F 19694-F 19741 19743	5,974.00 24,024.25 7,197.50 1,000.00 1,494.00 90.00 90.00 1,161.00	176067 501275 501275 501275 501307 901998 901998 501309	5/1/13 5/1/13 5/8/13 5/8/13 5/8/13 5/8/13 5/23/13 5/23/13	5/31/13 5/31/13 6/7/13 6/7/13 6/7/13 6/7/13 6/22/13 6/22/13

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V-117	LAVENDER, INC.	19744	2,315.50	501275	5/23/13	6/22/13
		19747-F	1,174.50	501309	5/29/13	6/28/13
		19748-F	1,486.00	501275	5/29/13	6/28/13
		19766	1,350.50	501309	6/12/13	7/12/13
		19778	270.00	902154	6/12/13	7/12/13
V-347	M & M CONSTRUCTION	19798	4,868.25	600213	6/26/13	7/26/13
			52,495.50			
		19751	85.00	CH	5/30/13	6/29/13
		19775	255.00	CH	6/12/13	7/12/13
			340.00			
V-347	M & M CONSTRUCTION					
V-105	MCABEE CONSTRUCTION, IN	19806	210.00	21B382	6/26/13	7/26/13
		19807	630.00	21B303	6/26/13	7/26/13
		19808	1,679.10	22B501	6/26/13	7/26/13
		19809	288.40	21B475	6/26/13	7/26/13
		19810	70.00	21B280	6/26/13	7/26/13
V-105	MCABEE CONSTRUCTION, I	19811	1,480.00	19B915	6/26/13	7/26/13
			4,357.50			
V-103	MEADWESTVACO CORPORA	19742	4,252.00	4510314123	5/23/13	6/7/13
		19745	2,630.00	4510379134	5/24/13	6/8/13
		19756	3,383.00	4510314123	5/30/13	6/14/13
		19770	3,798.20	4510380902	6/12/13	6/27/13
		19771	10,620.00	4510314123	6/12/13	6/27/13
V-103	MEADWESTVACO CORPORA	19786	3,809.40	4510380905	6/25/13	7/10/13
		19787	2,719.00	4510390825	6/25/13	7/10/13
		19788	3,695.40	4510390828	6/25/13	7/10/13
		19812	19,565.00	4510314123	6/26/13	7/11/13
		19813	1,020.50	4510386907	6/26/13	7/11/13
V-103	MEADWESTVACO CORPORA	19814	11,466.50	4510383230	6/26/13	7/11/13
			66,959.00			
V-421	MORRIS SHEA BRIDGE	18978	85.00	9-32612	8/27/12	9/26/12
		19069	85.00	9-32809	9/25/12	10/25/12
		19332	180.00	33629	1/7/13	2/6/13
V-421	MORRIS SHEA BRIDGE		350.00			
V-245	NUCOR STEEL TUSCALOOSA,	19604	680.50	NJ-00654-OL	4/12/13	5/12/13
		19773	1,361.00	N-00654-OL	6/12/13	7/12/13

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V-245	NUCOR STEEL TUSCALOOS	19799	640.00	N-00654-OL	6/26/13	7/26/13
			2,681.50			
V-493	PHILLIPS KILN SERVICES, LT	19774	720.00	CHRIS HEMB	6/12/13	7/12/13
V-493	PHILLIPS KILN SERVICES,		720.00			
V-137	RESOLUTE FOREST PRODUC	19648	4,642.00	490067	4/25/13	5/25/13
V-137	RESOLUTE FOREST PRODU		4,642.00			
V-401	SEVERSTAL COLUMBUS	19695-F 19801	2,284.00 2,490.00	TWO42920 TWO44970	5/8/13 6/26/13	6/7/13 7/26/13
V-401	SEVERSTAL COLUMBUS		4,774.00			
V-378	SOUTHERN ACCTS PAYABLE	19565	523.00	SCS31596-0002	3/27/13	4/26/13
V-378	SOUTHERN ACCTS PAYABL		523.00			
V-256	SOUTHERN COMPANY SERVI	19689-F 19690-F 19713-F 19768 19796 19800	3,257.60 3,257.60 5,036.40 533.00 499.50 661.00	SCS175740001 SCS175740001 SCS175740001 SCS17574-0003 SCS17574-0004 SCS17574-0005	5/8/13 5/8/13 5/14/13 6/12/13 6/26/13 6/26/13	6/7/13 6/7/13 6/13/13 7/12/13 7/26/13 7/26/13
V-256	SOUTHERN COMPANY SER		13,245.10			
V-335	TEI CONSTRUCTION SERVIC	19669 19688-F	7,270.50 4,801.00	5096230 5096246	4/25/13 5/8/13	5/25/13 6/7/13
V-335	TEI CONSTRUCTION SERVI		12,071.50			
V-139	THOMPSON WELDING	19563 19564 19638 19639 19737 19764 19769 19776	1,553.00 2,644.00 1,294.50 4,363.50 4,267.00 3,326.50 2,434.00 114.20	2013-023 2013-007, 3348 2013-018 BARRY RALPH STEW 2013-053 2013-037 RALPH	3/27/13 3/27/13 4/25/13 4/25/13 5/23/13 6/12/13 6/12/13 6/12/13	4/26/13 4/26/13 5/25/13 5/25/13 6/22/13 7/12/13 7/12/13 7/12/13



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Customer ID	Customer	Invoice/CM #	Amount Due	P.O. No	Date	Date Due
V-139	THOMPSON WELDING		19,996.70			
V-128	TRONOX, LLC.	19739	621.00	4500036094	5/23/13	6/22/13
V-128	TRONOX, LLC.		621.00			
V-107	WEYERHAEUSER NR COMPA	19729	5,456.00	4501683587	5/23/13	6/22/13
		19730	1,864.50	4501679319	5/23/13	6/22/13
		19762	4,652.00	4501687754	6/12/13	7/12/13
		19763	549.00	4501690473	6/12/13	7/12/13
		19785	5,904.00	4501689819	6/12/13	7/12/13
		19792	1,762.50	4510686410	6/26/13	7/26/13
V-107	WEYERHAEUSER NR COMP		20,188.00			
Report Total			426,663.81			

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