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DEC 14 3 07 PM 1965

CLERK OF COURT
GREENVILLE S. C.

STATE OF NEW YORK)
COUNTY OF NEW YORK) SUBORDINATION OF JUDGMENTS

WHEREAS, the undersigned is an officer, director and stockholder of Brookline Fabrics, Inc.; and

WHEREAS, there are three judgments of record against Brookline Fabrics, Inc. as follows: Judgment of Shealy Electrical Wholesalers, Inc., in the amount of \$3,533.61, plus cost and interest, recorded in the Clerk of Court's Office for Greenville County in Judgment Roll I-7535; Judgment of Humble Oil and Refining Company, in the amount of \$2,360.37, plus cost and interest, recorded in the aforesaid Clerk's Office in Judgment Roll I-7791; and Judgment of Poe Hardware and Supply Company, in the amount of \$2,544.82, plus cost and interest, recorded in the aforesaid Clerk's Office in Judgment Roll I-7739; and

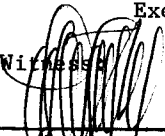
WHEREAS, the undersigned did purchase each of the aforesaid judgments and is now the owner and holder thereof; and

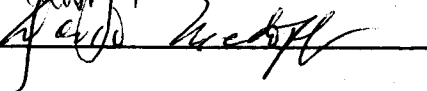
WHEREAS, The Citizens and Southern National Bank of South Carolina has agreed to make two loans to Brookline Fabrics, Inc., one in the amount of \$150,000.00, and the other in the amount of \$100,000.00, the making of said loans conditioned, among other things, on the undersigned executing and delivering to the Bank this subordination agreement;

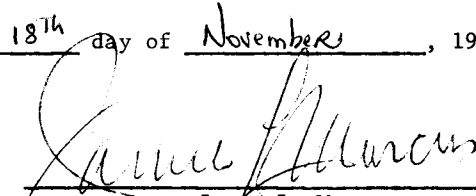
NOW, THEREFORE, for and in consideration of The Citizen and Southern National Bank of South Carolina making said loans, the undersigned agrees as follows:

That the Judgments recited in the preamble hereof are hereby subordinated and rendered junior to the aforesaid two debts of Brookline, Fabrics, Inc. to The Citizens and Southern National Bank of South Carolina in the amount of \$150,000.00 and \$100,000.00 and the real estate and chattel mortgages respectively securing the same, the dates of the two promissory notes and real estate and chattel mortgages being the 14th day of December, 1965.

Executed and delivered this 18th day of November, 1965.

Witness






James L. Marcus (LS)