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STATE OF SOUTH CAROLINA
COUNTY OF GREENVILLE

SUBORDINATION AGREEMENT

whereas, H. B. Cooper and W. M. Chamblee, Sr., are the owners and holders of that certain real estate mortgage executed in their favor by Carolina Springs Golf and Country Club, Inc., dated February 21, 1975, in the original principal sum of \$462,600.00 recorded in the RMC Office for Greenville County in REM Book 1333, at page 687, with subsequent Modification Agreement recorded in REM Book 1495, at page 739, said mortgage covering as a portion thereof:

ALL that certain piece, parcel or tract of Aand, containing 4 acres, situate, lying and being on the Westerly side of Scuffletown Road, County of Greenville, State of South Carolina, being known and designated as Tract "B" as shown on plat entitled "Plat of Property of Whippoorwill Country Club (owned by: Robert M. Suddeth)" prepared by Enwright Associates, dated January 21, 1969, recorded in the RMC Office for Greenville County, S.C. in Plat Book "TTT", at page 69 and as more particularly shown on plat entitled "Plat of property of Whippoorwill Country Club, Club House Site", prepared by Enwright Associates, dated January 22, 1969, and recorded in the RMC Office for Greenville County, S.C. in Plat Book "TTT", at page 68-C, and having, according to said plat, the following metes and bounds, to-wit:

BEGINNING at a RR Spike in the center of Scuffletown Road and running thence S. 55-33 W., 355.1 feet to an iron pin; thence N. 24-44 W., 540 feet to an iron pin; thence N. 55-30 E., 300 feet to a RR Spike located in the center of Scuffletown Road; thence with the center of said Scuffletown Road, S. 30-34 E., 533.8 feet to the point of beginning.

NOW, THEREFORE, for and in consideration of the sum of Ten and no/100ths-(\$10.00)-Dollars to H.B. Cooper and W.M. Chamblee, Sr. in hand paid by Palmetto Bank, Fountain Inn Branch, the receipt and sufficiency of which is hereby acknowledged, H.B. Cooper and W.M. Chamblee, Sr., do hereby subordinate the lien of their aforesaid mortgage to the lien of that certain first real estate mortgage in the original principal sum of \$65,000.00 executed by Carolina Springs Golf and Country Club, Inc., in favor of Palmetto Bank, Fountain Inn Branch, dated July 2, 1982, and recorded in the RMC Office for Greenville County, S.C., in RFM Book 1574 at page 570 so that the lien of said mortgage in favor of Palmetto