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STATE OF SOUTH CAROLINA)
COUNTY OF GREENVILLE) SUBORDINATION OF JUDGMENTS

WHEREAS, the undersigned is an officer, director and stockholder of BROOKLINE CARPETS, INC.; and

WHEREAS, there are three judgments of record against BROOKLINE CARPETS, 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 a loan to COMMERCIAL AFFILIATES, INC. in the amount of \$450,000.00 the making of said loan conditioned, among other things, on the undersigned executing and delivering to the Bank this subordination agreement of BROOKLINE CARPETS, INC. guaranteeing said loan and executing a mortgage on its property in the amount of \$250,000.00.

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

That the Judgments recited in the preamble hereof are hereby subordinated and rendered junior to the aforesaid mortgage of Brookline Carpets, Inc. to the Citizens and Southern National Bank of South Carolina in the amount of \$250,000.00, and any extension or renewal thereof, and the date of the real estate mortgage being the 27th day of December, 1974.

Executed and delivered, this 27th day of December, 1974.

(CONTINUED ON NEXT PAGE)