

STATE OF ALABAMA)
)
JEFFERSON COUNTY)

AFFIDAVIT

Before me, the undersigned Notary Public, personally appeared Thomas W. Burleson, who, after first being duly sworn, stated the following:

1. My name is Thomas W. Burleson, and I am the Corporate Controller and Assistant Secretary of Citation Corporation, an Alabama corporation (the "Corporation").

2. The Corporation executed an Amended and Restated Mortgage and Security Agreement dated as of January 14, 1994 (the "Restated Mortgage") to SouthTrust Bank of Alabama, National Association ("SouthTrust"). The Restated Mortgage amends and restates in its entirety that certain Mortgage and Security Agreement executed by Citation Carolina Corp. in favor of Lender dated July 7, 1989 (the "Original Mortgage") which secured a loan in the principal amount of \$18,500,000 and upon which mortgage tax was paid to the Judge of Probate of Jefferson County, Alabama. The Original Mortgage and Restated Mortgage encumber several parcels of real estate situated in the following Alabama counties: Jefferson, Etowah, Escambia, Dallas, Shelby and Bibb. The said parcels of real estate are described in Schedules "A-1" and "A-2" attached hereto.

3. SouthTrust has agreed to make additional loans to the Corporation which will also be secured by the Restated Mortgage; provided, however, that the amount which the Restated Mortgage secures shall be limited to the principal sum of \$25,000,000, plus interest thereon and other costs and expenses secured by the Restated Mortgage or which the Restated Mortgage authorizes SouthTrust to pay. The Restated Mortgage has been recorded in the Office of the

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Judge of Probate of the Bessemer Division of Jefferson County, Alabama on January ____, 1994 and mortgage tax in the amount of \$9,750 (the "Additional Tax") has been paid to the Judge of Probate of Jefferson County, Alabama. The Restated Mortgage will subsequently be recorded in the remaining Alabama counties.

4. Based upon information which I believe to be true and accurate, the present market value of the property encumbered by the Restated Mortgage is allocated among the said Alabama counties in accordance with the following percentages:

<u>COUNTY</u>	<u>PERCENTAGE</u>
Jefferson	20%
Etowah	35%
Escambia	17%
Dallas	4%
Shelby	20%
Bibb	4%

5. I am making this Affidavit for the purpose of facilitating the allocation of the Additional Tax among the said Alabama counties.

6. Nothing contained herein shall be construed to limit the liability of the Corporation or any guarantor pursuant to the loan documents evidencing the loans secured by the Restated Mortgage, or to limit the amount SouthTrust may realize upon the sale or other disposition of any other collateral securing such loans.

FURTHER DEPONENT SAITH NOT.



Thomas W. Burleson, Deponent

Sworn to and subscribed before me
this 24 day of January, 1994.

Robert A. McIntire
Notary Public

My Commission Expires: 6/14/94

SCHEDULE A-1

EXHIBIT "A" - FEE TITLE PROPERTY

PARCEL D:

Commence at the Northwest corner of Section 26, Township 21 South, Range 1 West, and run South $1^{\circ}44'$ East along the West boundary line of said section a distance of 848.46 feet to a point on the Northwest 40 foot right of way line of a county highway; thence turn an angle of $124^{\circ}08'58''$ to the left and run along said Northwest 40 foot right of way line a distance of 615.42 feet to the point of beginning; thence continue North $54^{\circ}07'$ East along said right of way line a distance of 210.18 feet to a point; thence turn an angle of $55^{\circ}31'29''$ to the left and run a distance of 425.70 feet to a point; thence turn an angle of $90^{\circ}00'51''$ to the left and run 173.27 feet to a point; thence turn an angle of $89^{\circ}59'09''$ to the left and run a distance of 544.62 feet to the point of beginning.

Said parcel of land is lying in the Southwest $\frac{1}{4}$ of Southwest $\frac{1}{4}$ of Section 23 and Northwest $\frac{1}{4}$ of Northwest $\frac{1}{4}$, Section 26, Township 21 South, Range 1 West, Shelby County, Alabama.

PARCEL E:

Commence at the NE corner of Section 27, Township 21 South, Range 1 West (Axle found in place); thence run South $1^{\circ}44'$ East a distance of 100.0 feet to a point; thence turn an angle of $88^{\circ}30'30''$ to the right and run Westerly a distance of 1727.9 feet to a point on the West boundary line of Industrial Road; thence run Northerly along said West boundary line a distance of 60 feet to the point of beginning; thence continue along said West boundary line a distance of 300.0 feet to a point; thence turn an angle of $90^{\circ}49'30''$ to the left and run Westerly a distance of 400.0 feet to a point; thence turn an angle of $89^{\circ}10'30''$ to the left and run Southerly a distance of 300.0 feet to a point on the North boundary line of a 60 foot easement; thence turn an angle of $90^{\circ}49'30''$ to the left and run Easterly along said North boundary line a distance of 400.00 feet to the point of beginning.

Said parcel of land is lying in the SW $\frac{1}{4}$ of SE $\frac{1}{4}$, Section 22, Township 21 South, Range 1 West, Shelby County, Alabama.

PARCEL F:

Lots Numbered 60, 61, 62, 63 and 64 of Sandy Lane as shown by a Map of Plat of said Sandy Lane as the same appears of record in the Probate Office of Bibb County, Alabama, in Map Book 1, at page 118, said lands being a part of the South $\frac{1}{2}$ of Southwest $\frac{1}{4}$ of Section 28, Township 23 North, Range 10 East, Bibb County, Alabama.

PARCEL G:

A tract of land lying in the SW $\frac{1}{4}$ of the SW $\frac{1}{4}$ of Section 14, Township 17 North, Range 11 East, near Selma, Dallas County, Alabama, more particularly described as follows, to-wit:

Commencing at the Southwest corner of said Section 14; thence run West for 23 feet to a braced-angle fence post in the East airport boundary fence of the Selma Municipal Airport (Selfield), and which said point is South 0°05.4' East a distance of 1321.1 feet from the Northeast boundary-fence corner of said Selfield; thence run North 89°54.6' East for 70 feet; thence run North 0°05.4' West and parallel to said East boundary-fence for 235.65 feet to intersect with a line drawn 350 feet Northwest of and parallel to the centerline extension of the NE-SW Runway of said Selfield (said 350 feet measured at right angle to said Runway centerline); said point being the point of beginning; thence continue North 0°05.4' West and parallel to said boundary-fence for 880.0 feet; thence run South 32°07.7' East for 429.1 feet to said line 350 feet Northwest of and parallel to said Runway center line; thence run South 51°59.3' West along said parallel line for 840 feet to the point of beginning.

Situated in Dallas County, Alabama.

PARCEL I:

Beginning at a point in the Southeast right of way line of the A.G.S.R.R. which is 104 feet Southerly from, measured at right angles to the centerline of the N.C. & St.L. R.R. in the City of Attalla, Alabama, and from thence running South 47°30' West and along the Southeast right of way line of said A.G.S.R.R. a distance of 3824.0 feet to a point which is 12.5 feet Southerly from, measured at right angle to, the center line of the switch tract leading from the main line of the said A.G.S.R.R. into the yards and plant of the Attalla Pipe & Foundry Co., Inc; and from thence running South 83°03' East and parallel to and at all times 12.5 feet distance from, measured at right angles to, the centerline of said switch track a distance of 143.2 feet to the point of curve; thence following along a 7°56' curve to the left and at all times 12.5 feet from the centerline of said switch track a distance of 398.3 feet; thence deflecting to the right so as to form an exterior angle of 108°11' to the tangent of said curve and running South 42°30' East a distance of 245 feet to a point, which is 720 feet from the centerline of the said A.G.S.R.R. measured at right angles thereto; thence North 47°30' East and running parallel to and at all times 720 feet Southeasterly from, at right angles to, the centerline of the A.G.S.R.R. a distance of 1730 feet to a point; thence North 37°46' East a distance of 1556.5 feet to the Southwest corner of the Attalla Cotton Warehouse or Compress Company's property; thence North 5°39' West and along the West line of said

Cotton Warehouse or Compress Company's property a distance of 325 feet to the Northwest corner of the same which point is also 104 feet from the centerline of N.C. & St.L. R.R. measured at right angles; thence South 84°21' West and parallel to the centerline of said N.C. & St.L. R.R. a distance of 77.0 feet to the point of beginning, and embracing portions of Block Number 100 and all of Blocks Numbers 101 to 110, inclusive, and portions of Blocks Numbers 111, 133 and 134 and portions of East First Street and portions of a 100 foot strip lying Southeast of and adjoining East First Street in the Attalla Iron & Steel Company's Addition, according to the Map thereof as recorded in Plat Book "A", page 460, and portions of Lots "L", "M", "N", "O", "P" and "Q", according to the Map of the Hammond Plat recorded in Plat Book "B", pages 332 and 333, both of said Plat Book being in the Office of the Judge of Probate of Etowah County, Alabama, said above described lands lying in Government Subdivision Lot Numbers 9, 10, 14 and 15, in Section 3 and Fractions "A" and "B" in Section 10, all in Township 12 South, of Range 5 East of Huntsville Meridian, Etowah County, Alabama, and all lying within the corporate limits of the Town of Attalla, except those portions located in Fractions "A" and "B" in said Section 10.

PARCEL J:

All of the property lying within the boundary of the Loop Road running from Ann Street to the railroad trestle over Burnt Corn Creek in the NE¹/₄ of the NE¹/₄ of Section 32, Township 2 North, Range 10 East, having as the West boundary, the East line of said Loop Road; as the South boundary, the North line of said Loop Road; as the East boundary, the West line of said Loop Road; and as the North boundary, the North line of Section 32, Township 2 North, Range 10 East, in the Probate Office of Escambia County, Alabama.

SCHEDULE A-2

EXHIBIT "A" - LEASEHOLD INTEREST PROPERTY

PARCEL A:

Commencing at the Northeast corner of the South half of the Northeast $\frac{1}{4}$ of the Southeast $\frac{1}{4}$ of Section 31, Township 2 North, Range 10 East; thence run West along the North line of the South half of the Northeast $\frac{1}{4}$ of the Southeast $\frac{1}{4}$ of Section 31, Township 2 North, Range 10 East a distance of 297 feet to make or form a starting point; thence run South 98 feet, more or less to a point on the North line of U.S. Highway No. 31; thence run South $68^{\circ}40'$ West along the North line of said Highway a distance of 639.3 feet, more or less, to the Southwest corner of Lot 4, in Block A of the G.T. Young Second Addition to the City of Brewton, according to plat of said addition recorded in the Office of the Judge of Probate of Escambia County, Alabama, in Plat Book 4, at page 65; thence turn an angle of 90° to the right and run 200 feet; thence turn an angle of 90° to the left and run 186.5 feet, more or less, to a point on the Easterly line of Alco Drive (formerly Old U.S. Highway No. 31); thence run North 37° East along the Easterly line of said Alco Drive, 262.2 feet, more or less, to the point of intersection with the North line of the South $\frac{1}{2}$ of the Northeast $\frac{1}{4}$ of the Southeast $\frac{1}{4}$ of Section 31, Township 2 North, Range 10 East; thence run East along the North line of South $\frac{1}{2}$ of Northeast $\frac{1}{4}$ of Southeast $\frac{1}{4}$ of Section 31; Township 2 North, Range 10 East a distance of 678.7 feet, more or less, and back to starting point.

PARCEL B:

Commencing at the intersection of the Westerly line of Mildred Street with the Southerly line of St. Irenett Street (same as the Southerly line of the L & N Railroad); thence run South 40° West along the Southerly line of St. Irenett and the L & N Railroad, 188.5 feet to make or form a starting point; thence run South 40° West along the Southerly line of said Street and Railroad, 1124.38 feet, more or less, to a point on the South line of Section 29, Township 2 North, Range 10 East; thence run South 150 feet; thence run East 682.6 feet, more or less, to a point on the Westerly line of a Railroad Spur Track; thence run in a Northerly direction along the Westerly line of said Spur 50 feet; thence run West 168 feet; thence run North 100 feet, more or less, to a point on the South line of said Section 29, Township 2 North, Range 10 East; thence run East along said section line, 139 feet, more or less, to a point that is 170 feet West of the Southeast corner of said Section 29 (said point being on the Westerly line of said Railroad Spur); thence run in a Northerly direction along the Westerly line of said Spur, 300 feet; thence run North 40° East 336 feet; thence run North $12^{\circ}30'$ East 108.85 feet; thence run North 40° East, 94.50 feet; thence run North 50° West 210 feet back to starting point.

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EXCEPT that part of Parcel B, described as follows:

Commencing at the intersection of the Westerly line of Mildred Street with the Southerly line of St. Irenett Street (same as the Southerly line of the L & N Railroad); thence run South 40° West along the Southerly line of St. Irenett Street and the L & N Railroad, 188.5 feet to make or form a starting point; thence continue South 40° West along the Southerly line of said Street and Railroad, 178.5 feet to a point on the East right of way of a Spur Track; thence run Southerly along the East right of way of said Spur Track, 194.0 feet to a point; thence run South 50° East 162.00 feet; thence run North 40° East 159.0 feet to a point; thence run North 12°30' East 108.85 feet; thence run North 40° East 94.5 feet to a point; thence run North 50° West, 210.0 feet to the point of beginning.

Situated in Escambia County, Alabama.

PARCEL C:

A tract in the SW¹/₄ of the SW¹/₄ of Section 23, and the NW¹/₄ of the NW¹/₄ of Section 26, Township 21 South, Range 1 West, described as follows:

Commence at the Northwest corner of Section 26, Township 21 South, Range 1 West; thence run South along the West line of said Section a distance of 848.46 feet to the Northwest right of way line of a county road; thence turn an angle of 124°08'58" to the left and run along said right of way line, a distance of 825.60 feet to the point of beginning; thence continue in the same direction along said right of way line a distance of 460.73 feet; thence turn an angle of 55°31'29" to the left and run a distance of 366.10 feet; thence turn an angle of 90°00' to the right and run a distance of 105.00 feet; thence turn an angle of 90°00' to the left and run a distance of 210.00 feet; thence turn an angle of 70°10' to the left and run a distance of 152.83 feet; thence turn an angle of 70°10' to the right and run a distance of 269.00 feet; thence turn an angle of 69°02' to the left and run a distance of 283.76 feet; thence turn an angle of 20°58' to the left and run a distance of 76.08 feet; thence turn an angle of 90°00' to the left and run a distance of 1259.29 feet to the point of beginning.

Situated in the SW¹/₄ of the SW¹/₄ of Section 23, and the NW¹/₄ of the NW¹/₄ of Section 26, Township 21 South, Range 1 West, Shelby County, Alabama, being within the City limits of Columbiana, Alabama.

PARCEL H:

Lots 4, 5, 6, 7, 8 and 9, in Block 178, according to the Survey of Bessemer, as shown on the Montezuma Plat, as recorded in Map Book 4, page 89, in the Probate Office of Jefferson County, Alabama. Being situated in Bessemer Division of Jefferson County, Alabama.

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