

THIS INSTRUMENT PREPARED
BY AND UPON RECORDING SHOULD
BE RETURNED TO:

Kay K. Bains, Esq.
Walston, Wells, Anderson & Bains, LLP
505 20th Street North, Suite 500
Birmingham, Alabama 35203

Inst # 2001-34314

08/14/2001-34314
08:05 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 CH 20.00

STATE OF ALABAMA
COUNTY OF SHELBY

**FIRST AMENDMENT TO SUBORDINATION, ATTORNMENT AND NON-
DISTURBANCE AGREEMENT**

This First Amendment to Subordination, Attornment and Non-Disturbance Agreement is executed as of this 14th day of February, 2001, by and between **140 Riverchase Parkway, LLC**, an Alabama limited liability company (the "Landlord"), **Blue Cross and Blue Shield of Alabama**, an Alabama not-for-profit corporation (the "Tenant"), and **AmSouth Bank**, a state banking corporation (the "Lender").

Recitals

A. The Landlord, the Tenant and the Lender executed that certain Subordination, Attornment and Non-Disturbance Agreement dated February 14, 2001 (the "Agreement"), recorded in the office of the Judge of Probate of Shelby County, Alabama, as Instrument No. 2001-05468. Unless otherwise defined herein, capitalized terms shall have the meaning assigned to them in the Agreement.

B. The parties desire to amend the Agreement, and have agreed to execute this First Amendment to reflect such changes.

Agreement

NOW, THEREFORE, in consideration of the Recitals, the parties hereby amend the Agreement as follows:

1. Paragraph 2.5(e) of the Agreement is hereby amended as follows:
"the date February 13, 2001 is hereby deleted and replaced with the date February 13, 2006"

2. The Landlord's notice address shown in Paragraph 5.5 is hereby amended as follows:

3595 Grandview Parkway
Suite 400, Birmingham
Alabama 35243-1930
Attention: John Gorecki

Except as expressly amended hereby, the Agreement shall remain in full force and effect in accordance with its terms.

IN WITNESS WHEREOF, the Landlord, the Tenant and the Lender have caused this First Amendment to be executed by their duly authorized respective representatives as of the date first set forth above.

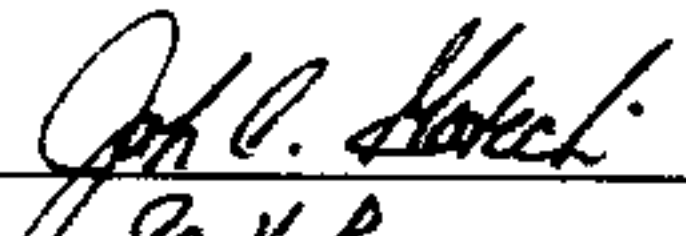
LANDLORD:

140 RIVERCHASE PARKWAY, LLC, an Alabama
limited liability company

By: Daniel Realty Company, an Alabama general
partnership
Its: Sole Member

By: Daniel Equity Partners Limited
Partnership, a Virginia limited partnership
Its: Managing Partner

By: Daniel Equity Corporation I, a
Virginia corporation
Its: General Partner

By: 
Its: Sp. V. P.

TENANT:

BLUE CROSS AND BLUE SHIELD OF ALABAMA, an Alabama not-for-profit corporation

By: James M. Brown (SEAL)

Name: JAMES M BROWN

Title: SR V.P. Customer Relations

LENDER:

AMSOUTH BANK, an Alabama state banking corporation

By: Robert Blair (SEAL)

Name: Robert Blair

Title: VP

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said county in said State, hereby certify that John C. Derucki, whose name as De Vice President of Daniel Equity Corporation I, a Virginia corporation, as general partner of Daniel Equity Partners Limited Partnership, a Virginia limited partnership, as Managing Partner of Daniel Realty Company, an Alabama general partnership, as Sole Member of 140 Riverchase Parkway, LLC, an Alabama limited liability company, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he, as such officer of said general partner of said managing partner of said member and with full authority, executed the same voluntarily for and as the act of said limited liability company.

Given under my hand and official seal this the 3rd day of August, 2001.

June B. Allen
Notary Public

AFFIX SEAL

My commission expires: Oct. 23, 2004

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that James M. Brown, whose name as SNL Customer Relations Blue Cross and Blue Shield of Alabama, an Alabama not-for-profit corporation, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he/she, as such officer and with full authority, executed the same voluntarily for and as the act of said not-for-profit corporation.

Given under my hand and official seal this the 9th day of April, 2001.

Diane R. Clark
Notary Public

AFFIX SEAL

My commission expires: 4-12-01

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Robert Blair, whose name as Vice President of AmSouth Bank, a state banking corporation, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said banking corporation.

Given under my hand and official seal this the 10th day of August, 2001.

Denna Ann Sanders
Notary Public

AFFIX SEAL

My commission expires: 10-8-2001

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Daniel-BCBS\Amendment to SNDA

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