


Prepared by:

~~After Recording Return to:~~

Debevoise & Plimpton LLP
919 Third Avenue
New York, New York 10022
Attention: Peter J. Irwin, Esq.


20130625000260190 1/5 \$24.00
Shelby Cnty Judge of Probate, AL
06/25/2013 02:06:36 PM FILED/CERT

**TERMINATION AND RELEASE OF AMENDED AND RESTATED AGREEMENT
REGARDING MORTGAGE PRIORITY**

Reference is hereby made to that certain Amended and Restated Agreement Regarding Mortgage Priority (the "Priority Agreement"), among Barclays Bank PLC, as senior loan agent ("Barclays"), TCW/Crescent Mezzanine Partners VB, L.P., as senior notes representative ("Crescent"), and Wilmington Trust, National Association (successor by merger to Wilmington Trust FSB), as collateral trustee ("Wilmington"), collectively with Barclays and Crescent, the "Parties", dated as of April 2, 2013 and recorded on April 18, 2013, as Instrument No. 20130418000158920 in the Office of the Judge of Probate in Shelby County, Alabama (the "Records"), which Priority Agreement affects that certain real property more particularly described on Exhibit A attached hereto and made a part hereof.

WHEREAS, the Parties wish to enter into this Termination and Release of Amended and Restated Agreement Regarding Mortgage Priority (this "Termination") in order to terminate the Priority Agreement and authorize the discharge of the Priority Agreement from the Records.

NOW THEREFORE, for good and valuable consideration, the Parties hereby (i) agree that the Priority Agreement is terminated and (ii) authorize and request that the Priority Agreement be discharged from the Records, in each case, without recourse, representation or warranty.

Dated: May 8, 2013

[Signatures Appear on Following Pages]

Return to:
Denny Alleyne
First National Financial Title Services, Inc.
3237 Satellite Blvd., Bldg. 300, Ste. 450
Duluth, GA 30096
FILE NO: H8045-K

BARCLAYS BANK PLC, a public limited company registered in England, as senior loan agent

Name: Alicia Borys

Title: Vice President

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) SS.

)

NICHOLAS S VERSANDI
Notary Public - State of New York
NO. 01VE6209565
Qualified in New York County
My Commission Expires 7/27/2013

Nicholas Versandi
Nicholas Versandi
Notary Public



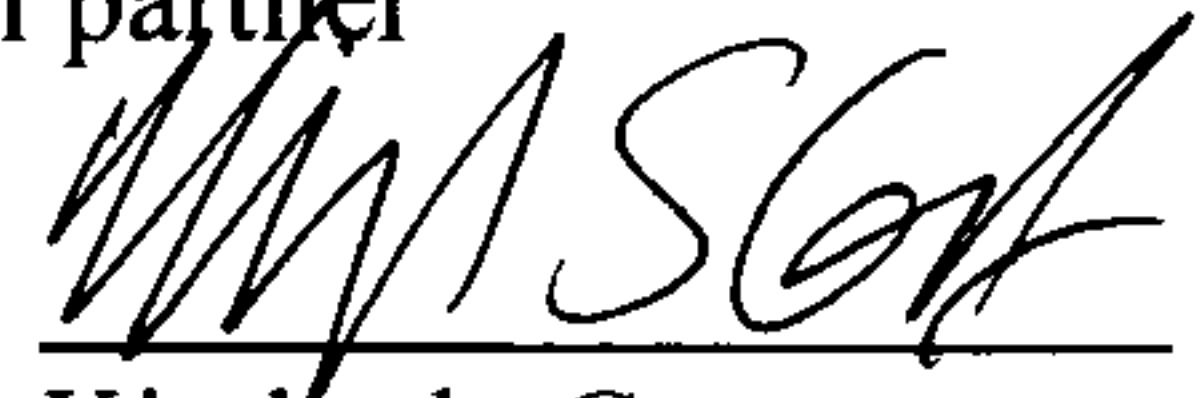
Signature Page to Termination of A & R Agreement re: Mortgage Priority (5198 Valleydale Drive, Birmingham, AL)

**TCW/CRESCENT MEZZANINE PARTNERS
VB, L.P.**, a Delaware limited partnership, as senior
notes representative

By: TCW/Crescent Mezzanine Management V,
L.L.C., its investment manager

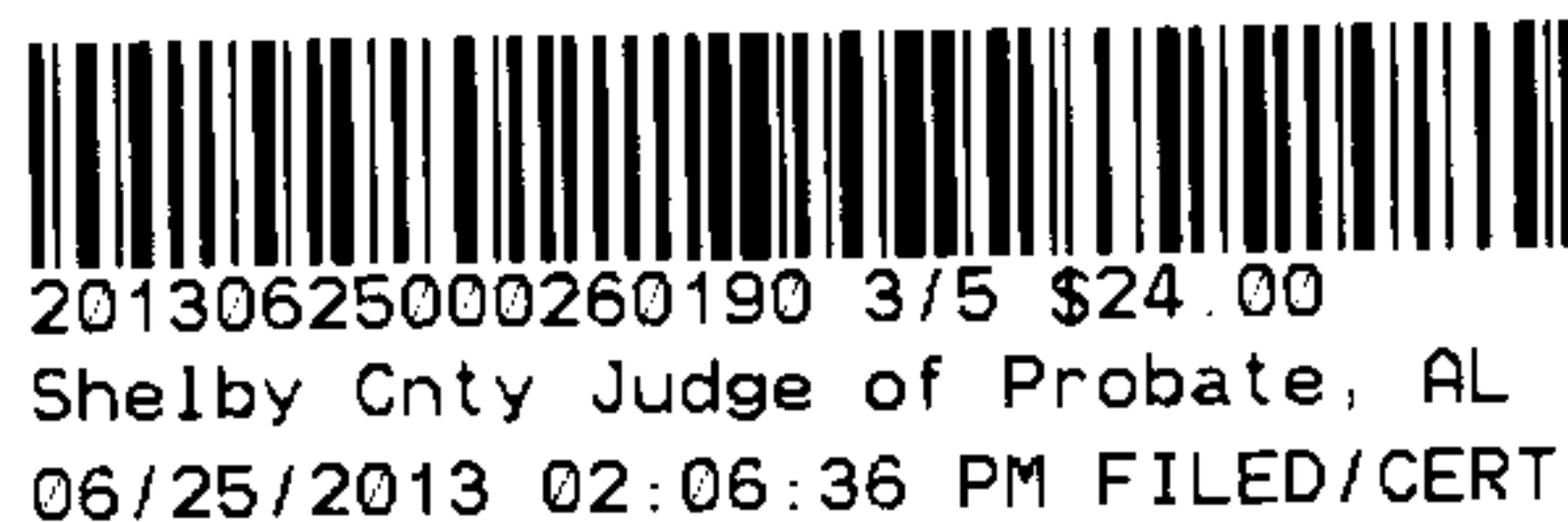
By: Crescent Capital Group LP, its sub-
advisor

By: Crescent Capital GP LLC, its
general partner

By: 
Kimberly Grant
Sr. Vice President

By: 
Yev Kuznetsov
Vice President

ACKNOWLEDGMENT

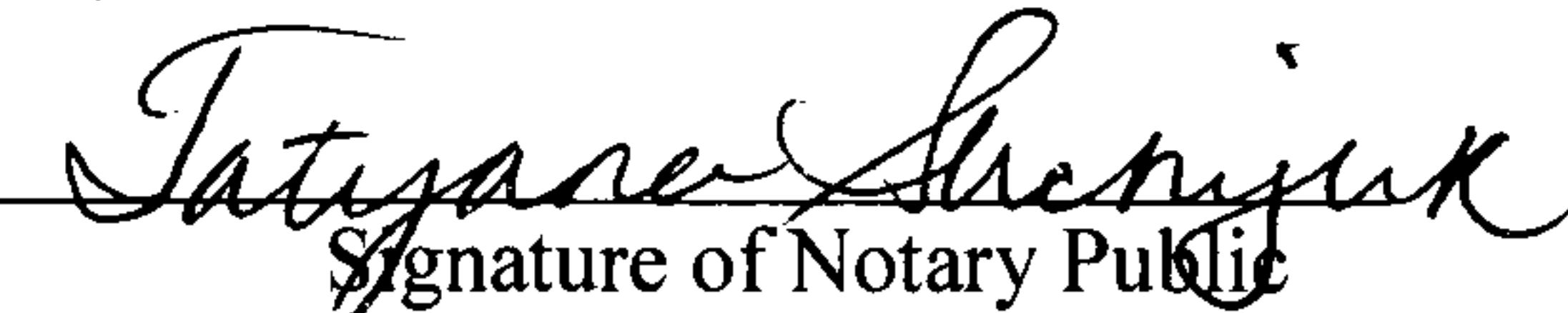


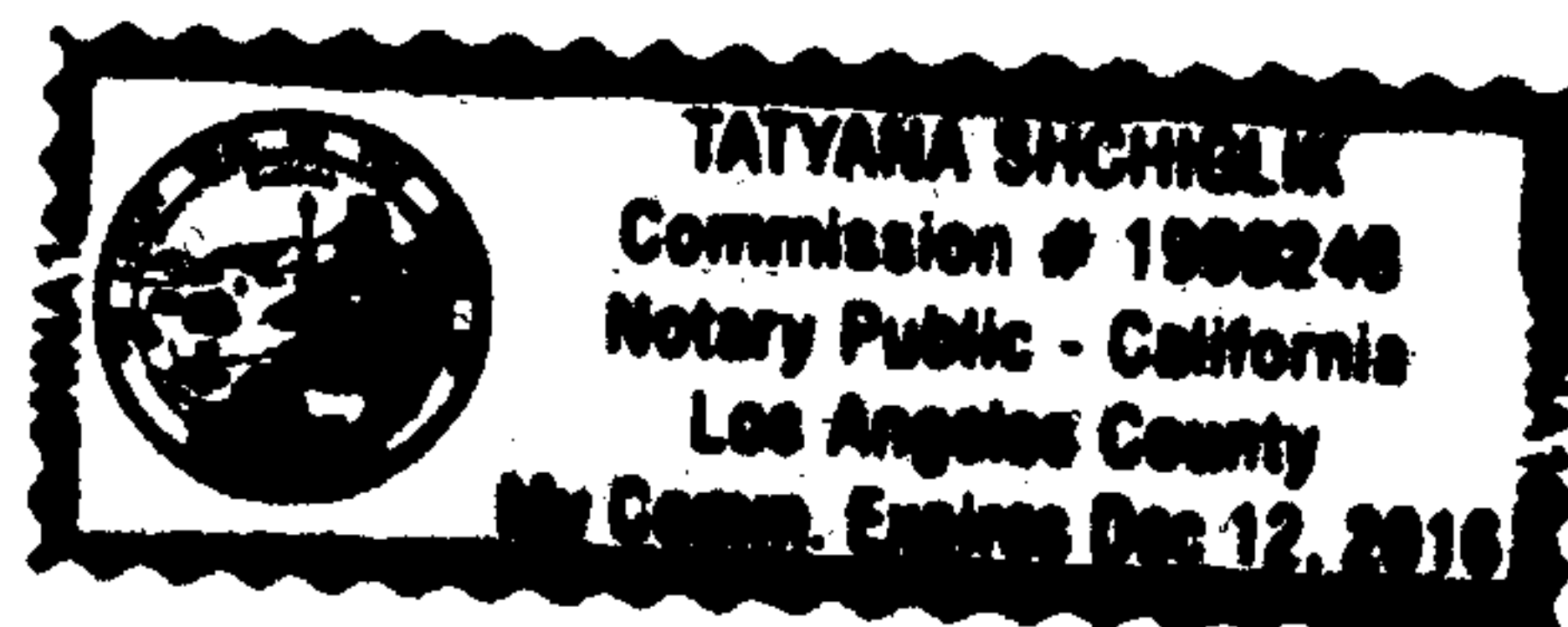
State of California
County of Los Angeles

On May 8, 2013 before me, Tatyana Shchiglik, Notary Public, personally appeared Kimberly Grant and Yev Kuznetsov, who proved to me on the basis of satisfactory evidence to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same in their authorized capacities, and that by their signatures on the instrument the persons, or the entity upon behalf of which the persons acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature: 
Signature of Notary Public



[Signatures Continue on Following Page]

**WILMINGTON TRUST, NATIONAL
ASSOCIATION, as collateral trustee**

By:


Name: Renee Kuhl

Title: Vice President

STATE OF MINNESOTA

)

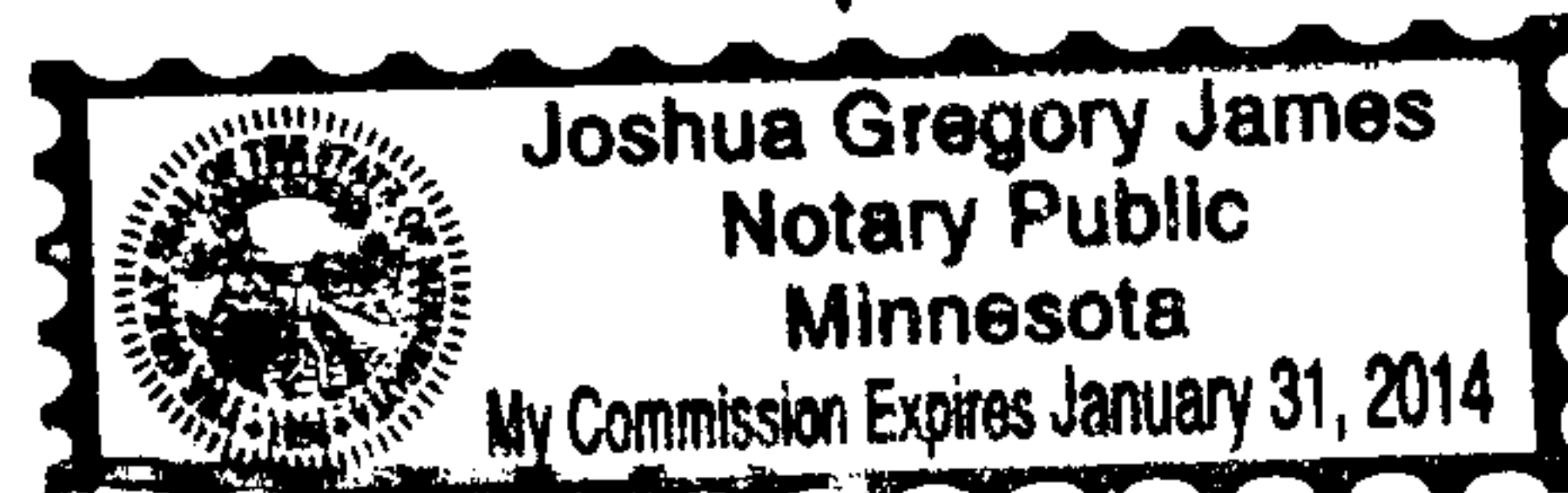
) SS.

COUNTY OF HENNEPIN

)

On the 8th day of May in the year 2013, before me, the undersigned, a notary public in and for said State, personally appeared the above named Renee Kuhl, a Vice President of Wilmington Trust, National Association, as collateral trustee, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her capacity, and that by her signature on the instrument, the individuals, or the person on behalf of which the individual(s) acted, executed the instrument.


Notary Public





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EXHIBIT A

Legal Description

A PARCEL OF LAND SITUATED IN SECTION 1, TOWNSHIP 19 SOUTH, RANGE 2 WEST, SHELBY COUNTY, ALABAMA AND MORE PARTICULARLY DESCRIBED AS FOLLOWS:

FROM THE NORTHEAST CORNER OF LOT 12, BLOCK 5, APPLECROSS - A SUBDIVISION OF INVERNESS, BEING RECORDED IN MAP BOOK 6, PAGE 428, IN THE OFFICE OF THE JUDGE OF PROBATE, SHELBY COUNTY, ALABAMA; RUN IN A SOUTHEASTERLY DIRECTION BY DEFLECTING 114 DEGREES 58 MINUTES 49 SECONDS RIGHT FROM THE EAST LINE OF LOT 13 IN SAID SUBDIVISION FOR A DISTANCE OF 814.88 FEET TO THE POINT OF BEGINNING OF THE PARCEL HEREIN DESCRIBED; SAID POINT BEING ON THE NORTHWEST RIGHT OF WAY LINE OF VALLEYDALE ROAD; THENCE TURN AN ANGLE OF 85 DEGREES 07 MINUTES 11 SECONDS RIGHT AND RUN IN A SOUTHWESTERLY DIRECTION 194.98 FEET ALONG SAID RIGHT OF WAY LINE OF VALLEYDALE ROAD; THENCE TURN AN ANGLE OF 1 DEGREE 33 MINUTES 30 SECONDS RIGHT AND CONTINUE ALONG SAID RIGHT OF WAY IN A SOUTHWESTERLY DIRECTION FOR 79.27 FEET; THENCE TURN AN ANGLE OF 88 DEGREES 03 MINUTES 30 SECONDS RIGHT AND TURN NORTHWESTERLY 193.58 FEET; THENCE TURN AN ANGLE OF 81 DEGREES 34 MINUTES RIGHT AND TURN NORTHERLY 142.55 FEET; THENCE TURN 67 DEGREES 04 MINUTES RIGHT AND RUN IN A NORTHEASTERLY DIRECTION 255.88 FEET TO THE POINT OF BEGINNING; BEING SITUATED IN SHELBY COUNTY, ALABAMA.

AS FURTHER DESCRIBED ON THAT CERTAIN ALTA/ACSM SURVEY MADE BY ORCHARD ADVISORY LLC SURVEYORS, JOB NO. 32497, DATED NOVEMBER 14, 2007.

ALL THAT TRACT OR PARCEL OF LAND CONTAINING 1.00 ACRES MORE OR LESS SITUATED IN SECTION 1, TOWNSHIP 19 SOUTH, RANGE 2 WEST, SHELBY COUNTY, ALABAMA, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCE AT A A POINT AT THE NORTHEAST CORNER OF LOT 12, BLOCK 5, APPLECROSS - A SUBDIVISION OF INVERNESS, BEING RECORDED IN MAP BOOK 6, PAGE 426, IN THE OFFICE OF THE JUDGE OF PROBATE, SHELBY COUNTY, ALABAMA; THENCE RUN SOUTH 46°52'11" EAST, FOR A DISTANCE OF 814.88 FEET TO A POINT ON THE NORTHWEST RIGHT-OF-WAY MARGIN OF VALLEYDALE ROAD, SAID POINT BEING THE TRUE POINT OF BEGINNING; THENCE RUN ALONG SAID NORTHWEST RIGHT-OF-WAY MARGIN OF VALLEYDALE ROAD, SOUTH 38°15'00" WEST, FOR A DISTANCE OF 194.98 FEET TO A POINT; THENCE RUN SOUTH 39°48'30" WEST, FOR A DISTANCE OF 79.27 FEET TO A POINT; THENCE LEAVING SAID NORTHWEST RIGHT-OF-WAY MARGIN OF VALLEYDALE ROAD, RUN NORTH 52°08'00" WEST, FOR A DISTANCE OF 193.58 FEET TO A POINT; THENCE RUN NORTH 29°26'00" EAST, FOR A DISTANCE OF 142.55 FEET TO A POINT; THENCE RUN SOUTH 83°30'00" EAST, FOR A DISTANCE OF 255.88 FEET TO A POINT ON SAID NORTHWEST RIGHT-OF-WAY MARGIN OF VALLEYDALE ROAD, SAID POINT BEING THE TRUE POINT OF BEGINNING.

LAND CONTAINING 43544.99 SQ. FT. AND 1.00 ACRES.

THE PROPERTY DESCRIBED AND SHOWN IS THE SAME PROPERTY AS DESCRIBED IN FIDELITY NATIONAL TITLE COMPANY COMMITMENT NUMBER 07-725108270-DN, DATED JULY 16, 2007. THIS SITE WAS FIELD SURVEYED ON NOVEMBER 14, 2007.



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