

#2, 160, 1/24/83 D.U. 749

TERMINATION OF SUBORDINATION, ATTORNMENT
AND NON-DISTURBANCE AGREEMENT

THIS TERMINATION OF SUBORDINATION, ATTORNMENT AND NON-DISTURBANCE AGREEMENT made as of this 11th day of February, 1983, between HYDRO-LINE MANUFACTURING CO., a corporation organized and existing under the laws of the State of Illinois (the "Guarantor"), and KELLOGG-CITIZENS NATIONAL BANK OF GREEN BAY, a banking association organized under the laws of the United States of America and having its corporate trust office and principal place of business in Green Bay, Wisconsin (the "Trustee").

WHEREAS, the Guarantor, as lessee, entered into a sublease dated as of March 1, 1982 (the "Sublease"), with Madison Heights Partnership, as lessor (the "Partnership"), of the premises described in Exhibit "A" attached hereto and incorporated herein, together with certain buildings, improvements and equipment located thereon;

WHEREAS, the Sublease was recorded on April 6, 1982 at 12:12 P.M. in the Probate Office of Shelby County, Alabama, in Deed Book 339, Page 55;

WHEREAS, The Industrial Development Board of the City of Hoover (the "Board") and the Trustee entered into an Indenture of Mortgage and Deed of Trust dated as of March 1, 1982 (the "Indenture"), pursuant to which, among other things, the Board granted a mortgage and security interest on the premises described in Exhibit "A" attached hereto and incorporated herein, together with certain buildings, improvements and equipment located thereon, in favor of the Trustee;

WHEREAS, the Indenture was recorded on April 6, 1982 at 11:50 A.M. in the Probate Office of Shelby County, Alabama, in Mortgage Vol. 419, Page 569;

WHEREAS, the Guarantor and the Trustee entered into a Subordination, Attornment and Non-Disturbance Agreement dated as of March 1, 1982 (the "Subordination Agreement") under which the Guarantor subordinated and subjected the Sublease and all of its rights thereunder to the lien of the Indenture;

John J. Natter

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WHEREAS, the Subordination Agreement was recorded on April 6, 1982 at 12:28 P.M. in the Probate Office of Shelby County, Alabama, in Misc. Book 44, Page 607; and

WHEREAS, the Guarantor and the Trustee desire to terminate the Subordination Agreement.

NOW, THEREFORE, the Guarantor and the Trustee hereby agree that the Subordination Agreement is hereby terminated and annulled and shall no longer have any force and effect as of the date hereof.

IN WITNESS WHEREOF, the parties hereto have duly executed this Termination of Subordination, Attornment and Non-Disturbance Agreement as of the date first above written.

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By: John H. Hardin
President

[SEAL]

Attest: Dale W. Phillips
Authorized Officer
DALE W. PHILLIPS
Title: Trust Officer

HYDRO-LINE MANUFACTURING CO.

By: [Signature]
Chairman of the Board
of Directors

[SEAL]

Attest: [Signature]
Secretary

KELLOGG-CITIZENS NATIONAL BANK
OF GREEN BAY

By: J. H. Lewis
Authorized Officer
J. H. LEWIS
Title: Executive Vice President &
Trust Officer

BANK ACKNOWLEDGMENT

STATE OF WISCONSIN

:

: SS.

COUNTY OF BROWN

:

BE IT REMEMBERED, that on this 11th day of February, 1983, before me, the subscriber, in and for said County, personally appeared J.H. Lewis, Executive, a Vice President of Kellogg-Citizens National Bank of Green Bay, who I am satisfied is the person who signed the within instrument, and he/she acknowledged that he/she signed and delivered the same as such officer aforesaid, and that the within instrument is the voluntary act and deed of such Bank, as trustee, made by virtue of a Resolution of its Board of Directors.

I hereby certify that I am not an officer or director of Kellogg-Citizens National Bank of Green Bay.

Witnesseth my hand and seal.

Colleen M. Cassidy
Notary Public

My Commission Expires:

COLLEEN M. CASSIDY, Notary Public
My Commission Expires May 29, 1983

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COMPANY ACKNOWLEDGMENT

STATE OF ILLINOIS
COUNTY OF WINNEBAGO

:
: SS.
:

BE IT REMEMBERED, That on this 28th day of February, 1983, before me, the subscriber, a Notary Public in and for the above State and County, personally appeared OB Harding and RD Lesmondey, who I am satisfied are the persons who signed the within instrument, and acknowledged that they are the Chairman, President and Assistant Secretary of Hydro-Line Manufacturing Co., an Illinois corporation, and that they signed, sealed and delivered the same on behalf of said corporation, being authorized to do so by virtue of a Resolution of its Board of Directors, and that the within instrument is the voluntary act and deed of such corporation.

WITNESSETH my hand and seal.

Jacquin A. Vandre
Notary Public

My Commission Expires: Oct 14, 1986

Prepared by: Robert J. Jones, Esquire
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Bond Counsel for:
The Industrial Development
Board of the City of Hoover

In cooperation with:
Jack H. Harrison, Esquire
2204 Lakeshore Drive, Suite 320
Birmingham, Alabama 35209



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STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

1983 MAR 21 AM 8:07

EXHIBIT "A"

Thomas A. Shouder, Jr.
JUDGE OF PROBATE

Rec 7.50
Ind 1.00
8.50

Description of Real Estate

A parcel of land situated in Section 19, Township 19 South, Range 2 West, Shelby County, Alabama, being more particularly described as follows:

From the southeast corner of the NE1/4 of SE1/4 of Section 19, Township 19 South, Range 2 West, run in a northerly direction along the east line of said section for a distance of 283.46 feet; thence turn an angle to the left of 90 degrees and run in a westerly direction for a distance of 729.70 feet; thence turn an angle to the left of 40 degrees 23'12" and run in a southwesterly direction for a distance of 262.29 feet; thence turn an angle to the right of 30 degrees 38'09" and run in a westerly direction for a distance of 303.59 feet; thence turn an angle to the right of 92 degrees 43'07" and run in a northerly direction for a distance of 328.01 feet to the northwest corner of the Gaskill property being the point of beginning; thence turn an angle to the left of 27 degrees 29'22" and run in a northwesterly direction for a distance of 368.30 feet; thence turn an angle to the right of 63 degrees 26'10" and run in a northeasterly direction for a distance of 293.71 feet to a point on the curved southwest right-of-way line of Parkway Office Circle with said 293.71 foot line being radial to said curved right-of-way line, said curved right-of-way line being concave in a northeasterly direction and having a radius of 780.00 feet; thence turn an angle to the right and run in a southeasterly direction along the arc of said curve for a distance of 161.96 feet to the end of said curve; thence run in a southeasterly direction along a line tangent to the end of said curve for a distance of 177.95 feet to a point of beginning of a second curve, said second curve being concave in a southwesterly direction and having a radius of 310.00 feet and a central angle of 64 degrees, 06 minutes; thence run along the arc of said curve for a distance of 346.81 feet to the end of said curve; thence run in a southeasterly direction along a line tangent to the end of said curve for a distance of 72.16 feet to the most northerly corner of the Gaskill Property; thence turn an angle to the right of 84 degrees 11 minutes 48 seconds and run in a southwesterly direction for a distance of 495.17 feet to the point of beginning.

RECORD OWNER OF REAL PROPERTY: The Industrial Development Board of the City of Hoover.

EXHIBIT "A"

John W. Hoover

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