

AMENDMENT TO LEASE AGREEMENT
BETWEEN
THE INDUSTRIAL DEVELOPMENT BOARD
OF THE TOWN OF PELHAM
AND
JOHN B. WOOD, JR.

WHEREAS, THE INDUSTRIAL DEVELOPMENT BOARD OF THE TOWN OF PELHAM, a public corporation and instrumentality organized under the laws of Alabama (herein called the "Board"), and JOHN B. WOOD, JR. (herein called the "Lessee"), did enter into a Lease Agreement dated as of October 1, 1981, as recorded in Book 335, Page 631, in the Shelby County Probate Office (herein called the "Lease Agreement"), wherein the Board leased to the Lessee certain real property, which is now located in the City of Pelham, on which the Board constructed a plant for manufacturing and processing of metal rods (the "Project");

WHEREAS, the Board issued its Industrial Development First Mortgage Revenue Bond, Series 1981 (Alabama Wire Project) in the principal amount of \$150,000 (the "1981 Bond"), pursuant to a Mortgage, Security Agreement and Indenture of Trust, dated as of October 1, 1981 (the "Indenture"), between the Board and Birmingham Trust National Bank, as Trustee (the "Trustee") for the purpose of acquiring and constructing the said facility;

WHEREAS, an additional \$160,000 is now needed to provide additions, modifications and improvements to the Project;

WHEREAS, pursuant to the request of the Lessee, the Board is willing to issue an additional Bond in the amount of \$160,000, and to use the proceeds thereof to provide said additions, modifications and improvements to the Project;

WHEREAS, the holder of 100% in aggregate principal amount of the 1981 Bond has given its written consent to this Amendment to Lease Agreement;

WHEREAS, the Trustee has given its consent to this Amendment to Lease Agreement.

NOW, THEREFORE, the parties hereto do hereby amend said Lease Agreement, dated October 1, 1981, as follows:

(1) The Board will issue an additional bond in the principal amount of \$160,000 (the "1983 Bond") and will use the proceeds thereof

A. Key Foster Jr.
P. O. Box 366
Birmingham, AL 35202

to construct an addition to the existing building and to acquire and install additional machinery and equipment at the Project, all according to plans and specifications heretofore furnished to the Lessor by the Lessee, a copy of which plans and specifications the Lessee shall also file with the Trustee.

(2) The "Basic Rent" (Section 3.2 of the Lease Agreement) for the use and occupancy of the Project, which is due on the 1st day of each month until and including October 1, 1993, shall be increased so that it includes an amount equal to the sum of the additional interest coming due and the additional principal maturing on such interest payment date with respect to the 1983 Bond.

(3) Except as hereinabove set out, all of the terms and conditions of the Lease Agreement, dated October 1, 1981, between the Board and the Lessee shall remain in full force and effect and shall apply with respect to the 1983 Bond as if it had been part of the initial issue.


IN WITNESS WHEREOF, the Board and the Lessee have caused this Amendment to Lease Agreement of October 1, 1981, to be executed in their respective names, as of December 1, 1983.

THE INDUSTRIAL DEVELOPMENT BOARD
OF THE TOWN OF PELHAM

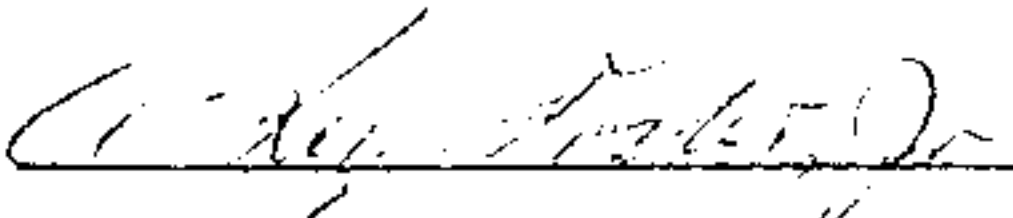
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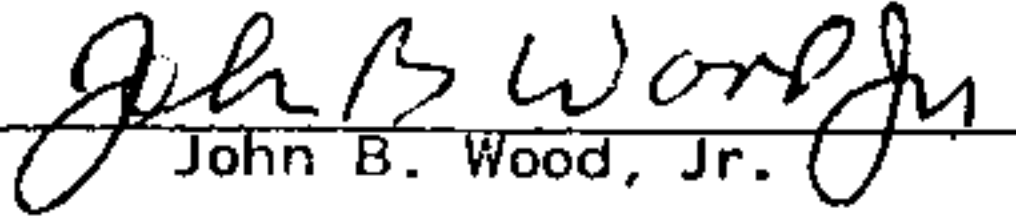

Its Chairman

ATTEST:


Its Secretary

WITNESS:




John B. Wood, Jr.

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Daniel M. Spitler, whose name as Chairman of the Board of Directors of The Industrial Development Board of the Town of Pelham, a public corporation and instrumentality under the laws of Alabama, is signed to the foregoing instrument and who is known to me and known to be such officer, acknowledged before me on this day that, being informed of the contents of the within instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said public corporation.

Given under my hand and official seal of office, this 26th day of December, 1983.

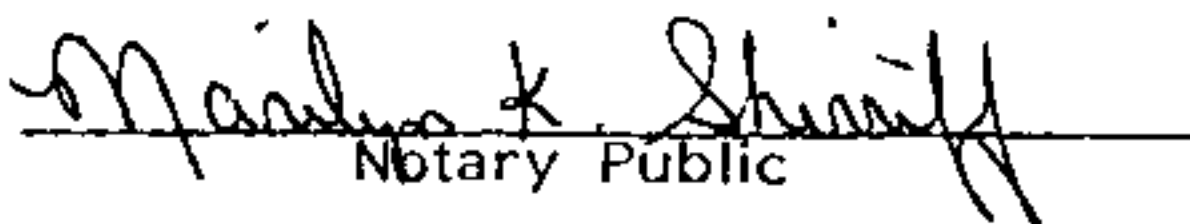

Notary Public

SEAL

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that John B. Wood, Jr., whose name 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 the within instrument, he executed the same voluntarily on this date.

Given under my hand and official seal of office, this 20th day of December, 1983.


Notary Public

SEAL

CONSENT TO AMENDMENT BY BONDHOLDER

The undersigned, SouthTrust Bank of Alabama, National Association, successor to Birmingham Trust National Bank, does hereby certify that it is the holder of 100% in aggregate principal amount of The Industrial Development First Mortgage Revenue Bond, Series 1981 (Alabama Wire Project), of The Industrial Development Board of the Town of Pelham, issued in the original principal amount of \$150,000 (the "Bond"). SouthTrust Bank of Alabama, National Association, does hereby give its full consent as owner of 100% of the Bond to the foregoing Amendment to Lease Agreement.

This the 20th day of December, 1983.

SOUTHTRUST BANK OF ALABAMA,
NATIONAL ASSOCIATION

By *Rusty Moulton*
its *Assistant Vice-President*

SEAL

Attest: *Michael C. Mack*
its *Commercial Loan Representative*

STATE OF ALABAMA)

JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that *Rusty Moulton*, whose name as *Assistant Vice-Pres.* of SouthTrust Bank of Alabama, National Association, a national banking association, 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 Consent, he, as such officer and with full authority, executed the same voluntarily for and as the act of said Bank.

Given under my hand and official seal of office, this 20th day of December, 1983.

Marilyn K. Shiff
Notary Public

SEAL

CONSENT TO AMENDMENT BY TRUSTEE

The undersigned, SouthTrust Bank of Alabama, National Association, successor to Birmingham Trust National Bank, as trustee under that Mortgage and Trust Indenture between The Industrial Development Board of the Town of Pelham and SouthTrust Bank of Alabama, National Association, dated October 1, 1981, hereby gives its full consent as trustee to the foregoing Amendment To Lease Agreement.

This the 20th day of December, 1983.

SOUTHTRUST BANK OF ALABAMA,
NATIONAL ASSOCIATION,
SUCCESSOR TO BIRMINGHAM TRUST
NATIONAL BANK, as Trustee

By Carl B. Smith
Its VICE PRESIDENT -
CORPORATE TRUST

Attest:

Viggo W. Williams
Its SENIOR TRUST OFFICER,
CORPORATE

1983 DEC 21 PM 12:01

Rec 7.50
Ind 1.00
8.50

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Carl B. Smith, whose name as VICE PRESIDENT - CORPORATE TRUST of SouthTrust Bank of Alabama, National Association, a national banking association, 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 the instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said Bank.

Given under my hand and official seal, this the 20th day of December, 1983.

Marilyn K. Shreff
Notary Public

SEAL

This instrument was prepared by:

A. Key Foster, Jr.
Balch Bingham Baker Ward Smith Bowman & Thagard
Suite 600, Financial Center
Birmingham, Alabama 35203