

JUNIOR MORTGAGE

THE STATE OF ALABAMA

SHELBY County.

THIS INDENTURE, made and entered into this 6TH day of May, 19 85 by and between KEY ROYAL AUTOMOTIVE COMPANY, a Delaware corporation

(hereinafter referred to as "Mortgagor", whether one or more), and AMSOUTH BANK N.A.

(hereinafter referred to as "Mortgagee").

WITNESSETH:

WHEREAS, the said Mortgagor is (are) justly indebted to Mortgagee in the sum of FOUR HUNDRED THOUSAND and NO/100

dollars (\$400,000.00) as evidenced by that certain promissory note of even date herewith, which bears interest as provided therein, which is payable in accordance with its terms.

NOW, THEREFORE, in consideration of the premises, and to secure the payment of the debt evidenced by said note and any and all extensions and renewals thereof, or of any part thereof, and any additional interest that may become due on any such extensions and renewals, or any part thereof (the aggregate amount of such debt, including any extensions and renewals and interest due thereon, is hereinafter collectively called "Debt") and compliance with all the stipulations herein contained, the Mortgagor does hereby grant, bargain, sell and convey unto the Mortgagee, the following described real estate, situated in Shelby County, Alabama (said real estate being hereinafter called "Real Estate"), to-wit:

See Exhibit A attached hereto.

This mortgage is junior and subordinate to that certain mortgage dated this date securing a Promissory Note in the amount of \$1,600,000, executed by Mortgagor to Mortgagee (the "First Mortgage"); and this mortgage shall remain junior and subordinate to the First Mortgage upon assignment of the First Mortgage to Protective Life Insurance Company, or other permanent lender.

In event of any default hereunder other than any default under the promissory note respecting payment of principal or interest, Mortgagee agrees to provide written notice to Mortgagor and ten days within which to cure such default prior to exercising any rights or remedies hereunder.

Please return this instrument to GUY V. MARTIN, JR. NORTH HASKELL SLAUGHTER YOUNG & LEWIS 800 First National - Southern Natural Bldg. BIRMINGHAM, ALABAMA 35203

This instrument was prepared by GUY V. MARTIN, JR. 800 First National - Southern Natural Bldg. BIRMINGHAM, ALABAMA 35203

BOOK 026 PAGE 437

Handwritten signature and notes on the right margin.

IN WITNESS WHEREOF, the undersigned Mortgagor has (have) executed this instrument on the date first written above.

(Seal)

(Seal)

(Seal)

(Seal)

IN WITNESS WHEREOF, the undersigned Mortgagor has caused this instrument to be executed and attested by its duly authorized corporate officers on the date first written above.

KEY ROYAL AUTOMOTIVE COMPANY

(Name of Corporation)

ATTEST:

Patricia R. Mize

Its *Asst. Secretary*

By: _____
Its _____

Jerry B. Phelan

President

AFFIX CORPORATE SEAL

ACKNOWLEDGEMENT FOR PARTNERSHIP

State of Alabama }
_____ County }

I, the undersigned authority, a Notary Public, in and for said county in said state, hereby certify that _____

whose name(s) as (general) (limited) partner(s) of _____ (name of partnership)
_____ a (n) _____ (state) _____ (general) (limited)

partnership, and whose name(s) is (are) signed to the foregoing instrument, and who is (are) known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he as such _____ partner(s), and with full authority, executed the same voluntarily for and as the act of said partnership.

Given under my hand and official seal this _____ day of _____, 19 _____

Notary Public

My commission expires: _____

NOTARY MUST AFFIX SEAL

This instrument prepared by:

(Name) Guy V. Martin, Jr.

(Address) 800 First National-Southern Natural Bldg.

Birmingham, Alabama 35203

026 038

026 038

ACKNOWLEDGEMENT FOR INDIVIDUAL(S)

State of Alabama }
County }

I, the undersigned authority, a Notary Public, in and for said county in said state, hereby certify that _____

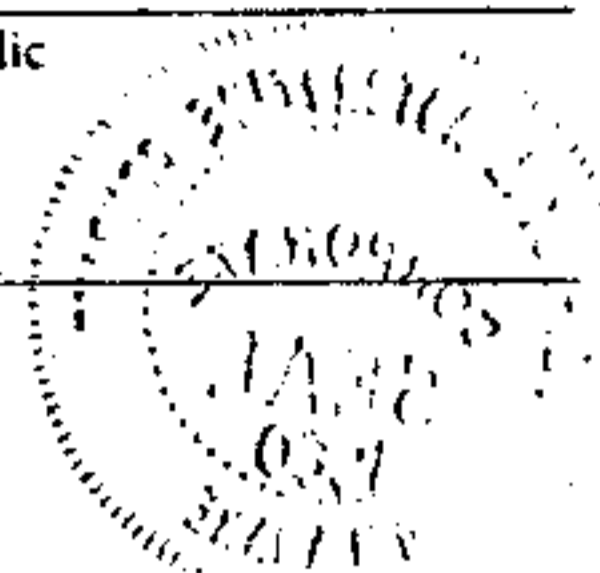
whose name(s) is (are) signed to the foregoing instrument, and who is (are) known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this _____ day of _____, 19 _____.

Notary Public

My commission expires:

NOTARY MUST AFFIX SEAL



ACKNOWLEDGEMENT FOR CORPORATION

State of Alabama }
JEFFERSON County }

I, the undersigned authority, a Notary Public, in and for said county in said state, hereby certify that JOHN B. RICHARDSON whose name as PRESIDENT of KEY ROYAL AUTOMOTIVE COMPANY, a 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 corporation.

Given under my hand and official seal this 6TH day of MAY, 19 85.

Guy V. Martin, Jr.
Notary Public

My commission expires:

11-19-86

NOTARY MUST AFFIX SEAL

BOOK 026 PAGE 440

Please return this instrument to
GUY V. MARTIN, JR.
NORTH HASKELL SLAUGHTER YOUNG & LEWIS
800 First National - Southern Natural Bldg.
BIRMINGHAM, ALABAMA 35203

By _____

TO _____

JUNIOR
MORTGAGE DEED

STATE OF ALABAMA

County

Office of the Judge of Probate

I hereby certify that the within mortgage was filed

in this office for record on the _____

day of _____, 19 _____

at _____ o'clock _____ M., and was duly

recorded in Volume _____ of Mortgages,

at page _____, and examined

Judge of Probate.

EXHIBIT A

[Handwritten signature]

Lot 1, according to the Subdivision Plat of MEADOW BROOK CORPORATE PARK, PHASE I, as recorded in Map Book 9, Page 35, in the Probate Office of Shelby County, Alabama. Situated in Shelby County, Alabama.

BOOK 026 PAGE 441

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

1985 MAY -8 AM 9:32

[Signature]
JUDGE OF PROBATE

RECORDING FEES

Mortgage Tax	\$600 ⁰⁰
Deed Tax	_____
Mineral Tax	_____
Recording Fee	1250
Index Fee	100
TOTAL	\$613.50

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

~~1985 MAY -7 PM 4:00~~

~~*[Signature]*
JUDGE OF PROBATE~~

U81D

*600.00
1350

613.50*

[Vertical handwritten text]