

This instrument prepared by
the Corporate Real Estate
Dept. of Alabama Power Co.
Birmingham, Ala.

STATE OF ALABAMA

SHELBY COUNTY

Jerry Johnson

1608

SUBORDINATION OF MINERAL RIGHTS TO SURFACE RIGHTS

WHEREAS, Gulf States Paper Corporation, a corporation, (hereinafter sometimes referred to as Grantors) are the present owners of an undivided interest in mineral rights in and to the hereinafter described parcel of land and

WHEREAS, Southern Electric Generating Company, a corporation, is desirous of constructing and operating a railroad line upon the surface of the hereinafter described land, Grantors hereby agrees with Southern Electric Generating Company, its successors and assigns, that in the extraction and utilization of the minerals owned by Grantors that they will not use the surface of such lands hereinafter described for the construction, operations and maintenance of any facilities for the purposes of extracting and utilization of such minerals, or interfere in any way with the use of the surface of such lands by the Southern Electric Generating Company for the construction, operations and maintenance of its railroad line and that it will not use the surface for any purposes or in any manner; and Grantors hereby expressly reserves the full right to mine, explore, operate for and produce minerals from and under said lands by means of directional drilling from locations on other tracts, or otherwise by the use of wells, machinery, equipment and operations not located or conducted upon the surface of said land.

WHEREAS, the Grantors and Southern Electric Generating Company have agreed that this conveyance shall have no effect as to all other mineral rights and interests in, to and under said lands and such interests are hereby expressly reserved in Grantors.

NOW THEREFORE, for and in consideration of the sum of One and No/100 Dollar (\$1.00) in hand paid by Southern Electric Generating Company, and other good and valuable consideration, the receipt of which is hereby acknowledged, do hereby agree that said mineral rights shall be and the same are hereby subordinated to the surface rights in and to the hereafter described parcel of land acquired by Southern Electric Generating Company from Gulf States Paper Corporation, a corporation, in and to the surface of said Subordinated Tract, to the extent as described in the recitals hereof:

A. L. Power Co.

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The Northeast Quarter of the Northeast Quarter (NE 1/4 of NE 1/4), Section 2, Township 20 South, Range 1 East, and all that part of the Northwest Quarter of the Northwest Quarter (NW 1/4 of NW 1/4) Section 1, Township 20 South, Range 1 East, that lies west of railroad corridor, all in Shelby County, Alabama.

TO HAVE AND TO HOLD, the same to the said Southern Electric Generating Company, its successors and assigns, forever.

IN WITNESS WHEREOF, the said Gulf States Paper Corporation, a corporation, has caused this instrument to be executed in its name by F. J. Hixon, its Vice President and attested by Charles Allison, its Secretary, and its corporate seal to be affixed, on this the 20th day of December, 1989.

Attest:

GULF STATES PAPER CORPORATION,
a corporation

Charles Allison
Secretary

STATE OF ALA. SHELBY CO. F. J. Hixon
I CERTIFY THAT F. J. Hixon
INSTRUMENT WAS FILED

STATE OF ALABAMA)

89 DEC 22 PM 1:10

Tuscaloosa COUNTY)

Thomas H. Shawcross, Jr.
JUDGE OF PROBATE

1. Leslie P. Farley

a Notary Public in and for said county, in said state, hereby certify that

F. J. Hixon

whose name as Vice President of

Gulf States Paper Corporation, a corporation, is signed

to the foregoing conveyance, and who is known to me, acknowledged before me

on this day that, being informed of the contents of the conveyance, 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 the 20th day of

December, 1989.

Leslie P. Farley
Notary Public

My commission expires:
NOTARY PUBLIC, STATE OF ALABAMA AT LARGE.
MY COMMISSION EXPIRES: MAR. 14, 1993.
BONDED THRU NOTARY PUBLIC UNDERWRITERS