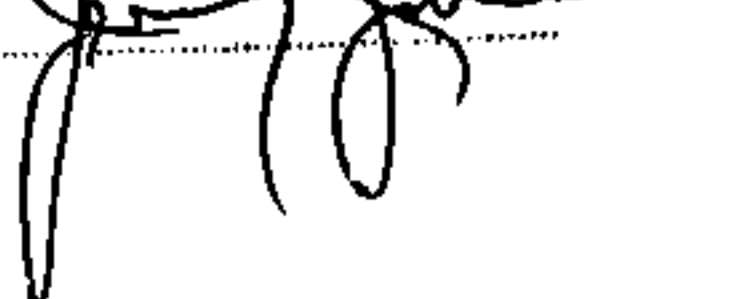


STATE OF ALABAMA)
SHELBY COUNTY)

488

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

By 

SUBORDINATION OF MINERAL RIGHTS TO SURFACE RIGHTS

WHEREAS, Elizabeth Smith Batson, a widow,

(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 Elizabeth Smith Batson, a widow,

in and to the surface of said Subordinated Tract, to the extent as described in the recitals hereof:

BOOK 278 PAGE 77

That part of a strip of land 325 feet wide that is located in the Northeast Quarter of the Northeast Quarter (NE 1/4 of NE 1/4) of Section 36, Township 20 South, Range 1 East, of the Huntsville Meridian, Shelby County, Alabama. Said strip of land being 175 feet to the right and 150 feet to the left of a center line described as follows:

Commence at the southeast corner of the Northwest Quarter of the Northwest Quarter (NW 1/4 of NW 1/4) of Section 31, Township 20 South, Range 2 East, as marked by an iron pin in a rock pile having coordinates in the East Zone of the Alabama State Plane Coordinate System of North 1001474.46 and East 302622.22; thence North 01 degrees 05 minutes 41 seconds East, along the east line of said Northwest Quarter of the Northwest Quarter (NW 1/4 of NW 1/4) of Section 31, a distance of 79.79 feet to the beginning of the center line to be described; thence North 49 degrees 54 minutes 16 seconds West, a distance of 954.10 feet to a tangent spiral point; thence northwesterly along a Euler spiral, concave to the northeast, central angle 2 degrees 00 minutes 00 seconds, 100 feet to a spiral curve point; thence northwesterly along the central curve, concave to the northeast, radius 1432.69 feet, central angle 49 degrees 54 minutes 59 seconds, 1147.92 feet to the point of ending of the center line herein described.

The side lines of said described strip being elongated or shortened to terminate at points marked by axles on the north and east lines of said Section 36.

Containing 0.1 acres, more or less.

BOOK 278 PAGE 78

TO HAVE AND TO HOLD to the said Southern Electric Generating
Company, its

heirs, successors and assigns forever.

Given under my hand and seal, this 31st day of
JANUARY, A.D. 19 90.

Executed and delivered in the presence of

_____	<u>Elizabeth Smith Batson</u> (SEAL)
_____	_____ (SEAL)
_____	_____ (SEAL)
_____	_____ (SEAL)

STATE OF ALABAMA)

COUNTY)

I, Milton J. Johnson,

a Notary Public-State at Large in and for said County in said State, hereby
certify that Elizabeth Smith Batson, a widow,

whose name 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 she executed the
same voluntarily on the day the same bears date.

Given under my hand and official seal, this 31st day of

JANUARY, 1990.

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED
90 FEB -8 AM 10:59

Milton J. Johnson
Notary Public - State at Large

JUDGE OF PROBATE

STATE OF ALABAMA)

COUNTY)

I, ,

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

whose name as of

 , 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 day of

 , 19 .

1. Doc. Fee	\$	
2. Mtg. Fee	\$	
3. Recording Fee	\$	7.50
4. Indexing Fee	\$	3.00
5. No Tax Fee	\$	
6. Certified Fee	\$	7.00
Total	\$	17.50

Notary Public

My commission expires: