

STATE OF ALABAMA)
SHELBY COUNTY)

600

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

By [Signature]

SUBORDINATION OF MINERAL RIGHTS TO SURFACE RIGHTS

WHEREAS, Thomas O. Smith, III, and wife, Carolyn M. Smith,
(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 construc-
tion, 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 Thomas O. Smith, III, and wife, Carolyn M. Smith,
in and to the surface of said Subordinated Tract, to the extent as
described in the recitals hereof:

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That part of a strip of land 325 feet wide that is located in the Northwest Quarter (NW 1/4) of Section 31, Township 20 South, Range 2 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 (NW 1/4) of Section 31, as marked by a concrete monument having coordinates in the East Zone of the Alabama State Plane Coordinate System of North 1000125.43 and East 303915.22; thence North 01 degrees 13 minutes 40 seconds East along the east line of the Northwest Quarter (NW 1/4) of Section 31, a distance of 104.54 feet to the northwesterly right-of-way of public Highway 25; thence North 40 degrees 10 minutes 10 seconds East, along the northwest line of said public highway right-of-way, a distance of 207.62 to the beginning of the center line to be described; thence North 56 degrees 13 minutes 47 seconds West, a distance of 123.29 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 06 degrees 19 minutes 17 seconds, 58.04 feet to a curve 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 tangent point; thence North 49 degrees 54 minutes 16 seconds West, 2417.10 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, 1147.91 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 point marked by axles on the east, west, and north lines of said Northwest Quarter (NW 1/4) of Section 31.

Less and except, that portion of the described strip that lies within the Northeast Quarter of the Northwest Quarter (NE 1/4 of NW 1/4) of said Section 31, the intersection of the side lines of said described strip and the west and south lines of said Northeast Quarter of the Northwest Quarter (NE 1/4 of NW 1/4) being marked by axles.

Also, less and except, that portion of the described strip that lies within a tract of land described in deed recorded in book 316, Page 580, of the Shelby County Records, the intersection of the side lines of said described strip and said tract being marked by axles.

Also, less and except, that portion of the described strip that lies within a tract of land described in deed recorded in Book 345, Page 873, of the Shelby County Records, the intersection of the side lines of said described strip and said tract being marked by axles.

Less and except mineral and mining rights.

Containing 24.1 acres, more or less.

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

Given under our hands and seals, this 9th day of February, 1990.

Executed and delivered in the presence of

Thomas D. Smith (SEAL)
Cathy M. Smith (SEAL)

STATE OF ALABAMA)
COUNTY OF Shelby)

I, Milton J. Johnson, a Notary Public in and for said County in said State, hereby certify that Thomas O. Smith, III, and wife, Carolyn M. Smith, whose names are signed to the foregoing instrument, and who are known to me, acknowledged before me on this day, that, being informed of the contents of the instrument they executed the same voluntarily, on the day the same bears date.

Given under my hand and official seal this the 9th day of February, 1990.

Milton J. Johnson
Notary Public - State at Large

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

90 FEB -9 AM 11:41

Thomas G. Snowdon, Jr.
JUDGE OF PROBATE

1. Deed Tax	\$	
2. Mtg. Tax	\$	
3. Recording Fee	\$	7.50
4. Indexing Fee	\$	3.00
5. No Tax Fee	\$	
6. Certified Fee	\$	1.00
Total	\$	11.50