

STATE OF ALABAMA)

SHELBY COUNTY)

**FIRST AMENDMENT TO MORTGAGE AND SECURITY AGREEMENT
AND TO ASSIGNMENT OF RENTS AND LEASES**

THIS FIRST AMENDMENT TO MORTGAGE AND SECURITY AGREEMENT AND TO ASSIGNMENT OF RENTS AND LEASES ("this Amendment") dated February 24, 1992, is executed by DANIEL OAK MOUNTAIN LIMITED PARTNERSHIP, an Alabama limited partnership, and DANIEL LINKS LIMITED PARTNERSHIP, an Alabama limited partnership (hereinafter sometimes together referred to as the "Mortgagors"), in favor of AMSOUTH BANK N.A., a national banking association (the "Mortgagee").

Recitals

A. The Mortgagors have executed and delivered to the Mortgagee a Mortgage and Security Agreement dated September 28, 1990, recorded in the Office of the Judge of Probate of Shelby County, Alabama, in Book 312, page 331 (the "Mortgage") and a related Assignment of Rents and Leases dated September 28, 1990, recorded in said Probate Office in Book 312, page 372 (the "Assignment of Rents and Leases").

B. The Mortgagors have requested that the Mortgagee execute and deliver to the Mortgagors a partial release (the "Partial Release") releasing from the lien of the Mortgage and from the Assignment of Rents and Leases certain tracts of land described in the Partial Release, and the Mortgagee has agreed to execute and deliver the Partial Release as requested on the condition that the Mortgagors execute and deliver this Amendment subjecting to the lien of the Mortgage and to the Assignment of Rents and Leases certain additional tracts of land more particularly described in Exhibit A hereto.

Amendment

NOW, THEREFORE, in consideration of the foregoing recitals and in order to induce the Mortgagee to execute and deliver the Partial Release, the Mortgagors hereby irrevocably grant, bargain, sell, alien, remise, release, confirm and convey to the Mortgagee, and to its successors and assigns, in fee simple, with right of entry and possession as provided in the Mortgage, the tracts of land situated in Shelby County, Alabama, more particularly described in Exhibit A hereto to the same extent and for all intents and purposes as if said tracts of land described in Exhibit A hereto had been described in Exhibit A-1 to the Mortgage and mortgaged and conveyed by the Mortgagors to the Mortgagee by the execution and delivery of the Mortgage.

TO HAVE AND TO HOLD the tracts of land described in Exhibit A hereto and all parts thereof unto the Mortgagee and to its successors and assigns, forever, subject however to the terms and conditions set out in the Mortgage.

Each of Exhibit A-1 to the Mortgage and Exhibit A-1 to the Assignment of Rents and Leases is hereby amended to add thereto the tracts of land described in Exhibit A hereto.


Except as hereby expressly modified and amended, the Mortgage and the Assignment of Rents and Leases shall remain in full force and effect in accordance with its terms.

IN WITNESS WHEREOF, the undersigned have executed this Amendment on February 24, 1992.

DANIEL LINKS LIMITED PARTNERSHIP,
an Alabama limited partnership

By: DANIEL REALTY INVESTMENT
CORPORATION - OAK MOUNTAIN,
an Alabama corporation, its
sole General Partner

ATTEST:


By: 
Its Assistant Secretary


By: 
Its Senior Vice President

DANIEL OAK MOUNTAIN LIMITED
PARTNERSHIP, an Alabama limited
partnership

By: DANIEL REALTY INVESTMENT
CORPORATION - OAK MOUNTAIN,
an Alabama corporation, its
sole General Partner

ATTEST:

By: 
Its ASSISTANT SECRETARY

By: 
Its Senior Vice President

STATE OF ALABAMA)

SHELBY COUNTY)

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that Stephen R. Monk, whose name as Sr. Vice President of DANIEL REALTY INVESTMENT CORPORATION - OAK MOUNTAIN, an Alabama corporation, General Partner of DANIEL LINKS LIMITED PARTNERSHIP, an Alabama limited partnership, 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, as General Partner of said limited partnership.

GIVEN under my hand and official seal this 24th day of February, 1992.

Sheila S. Ellis

Notary Public

[AFFIX NOTARIAL SEAL]

My Commission expires: 2/26/99

STATE OF ALABAMA)

SHELBY COUNTY)

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that Stephen R. Monk, whose name as Sr. Vice Pres. of DANIEL REALTY INVESTMENT CORPORATION - OAK MOUNTAIN, an Alabama corporation, General Partner of DANIEL OAK MOUNTAIN LIMITED PARTNERSHIP, an Alabama limited partnership, 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, as General Partner of said limited partnership.

GIVEN under my hand and official seal this 24th day of February, 1992.

Sheila S. Ellis

Notary Public

[AFFIX NOTARIAL SEAL]

My Commission expires: 2/26/99

Accepted on February 24, 1992.

AMSOUTH BANK N.A.

By: Mary B Voorhes
Its Vice President

CONSENT OF GUARANTORS

Each of the undersigned, who have executed and delivered to AmSouth Bank N.A. that certain Guaranty of Payment and Completion dated September 28, 1990, hereby approve of and consent to the execution and delivery by Daniel Oak Mountain Limited Partnership and Daniel Links Limited Partnership of the foregoing Amendment to Mortgage and Security Agreement and to Assignment of Rents and Leases.

Dated February 24, 1992.

DANIEL REALTY COMPANY, a
New York general partnership

By: Daniel Equity Partners Limited
Partnership, a Virginia limited
partnership, general partner

By: Daniel Equity Corporation I, a
Virginia corporation, general
partner

ATTEST:


By: 
Its ASSISTANT SECRETARY

By: 
Its Senior Vice President

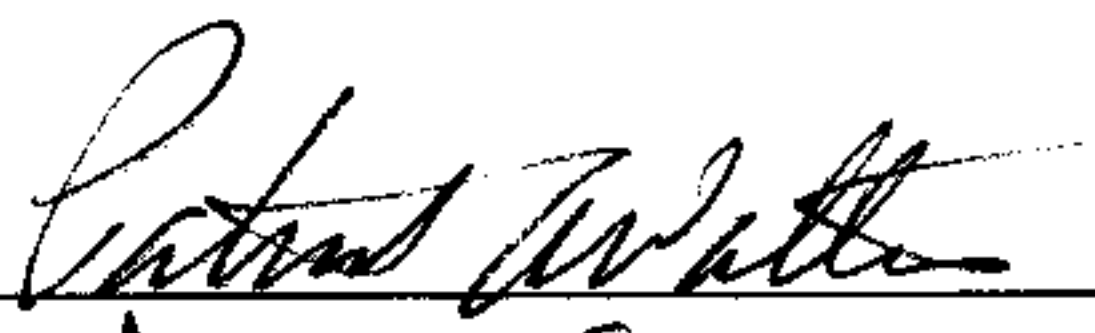
ATTEST:

By: 
Its ASSISTANT SECRETARY

DANIEL REALTY CORPORATION, an
Alabama corporation

By: 
Its Senior Vice President

ATTEST:

By: 
Its ASSISTANT SECRETARY

DANIEL CORPORATION, an Alabama
corporation

By: 
Its Senior Vice President

STATE OF ALABAMA)

COUNTY OF SHELBY)

I, the undersigned, a Notary Public in said County in said State, hereby certify that Stephen R. Monk, whose name as Sr. Vice Pres. of DANIEL EQUITY CORPORATION I, a Virginia corporation, General Partner of DANIEL EQUITY PARTNERS LIMITED PARTNERSHIP, a Virginia limited partnership, General Partner of DANIEL REALTY COMPANY, a New York general partnership, 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, as General Partner of said limited partnership, as General Partner of said general partnership.

GIVEN under my hand and official seal this 24th day of February, 1992.

Sheila H. Ellis

Notary Public

[AFFIX NOTARIAL SEAL]

My Commission expires: 2/26/99

STATE OF ALABAMA)

COUNTY OF SHELBY)

I, the undersigned, a Notary Public in said County in said State, hereby certify that Stephen R. Monk, whose name as Sr. Vice Pres. of DANIEL REALTY CORPORATION, an Alabama 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 24th day of February, 1992.

Sheila H. Ellis

Notary Public

[AFFIX NOTARIAL SEAL]

My Commission expires: 2/26/99

STATE OF ALABAMA)

COUNTY OF SHELBY)

I, the undersigned, a Notary Public in said County in said State, hereby certify that Stephen R. Monk, whose name as Sr. Vice President of DANIEL CORPORATION, an Alabama 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 24th day of February, 1992.

Shirley D. Ellis

Notary Public

[AFFIX NOTARIAL SEAL]

My Commission expires: 2/26/94

CONSENT OF USF&G

The undersigned hereby consents to the execution and delivery of the foregoing First Amendment to Mortgage and Security Agreement and to Assignment of Rents and Leases.

Dated April 9, 1992.

~~ATTEST:~~ WITNESS:

Mary J. Lipes
Its _____

UNITED STATES FIDELITY AND
GUARANTY COMPANY

By: Charles R. Weihaue
Its Authorized Signatory

STATE OF Maryland)

COUNTY OF Baltimore)

I, the undersigned, a Notary Public in said County in said State, hereby certify that Charles R. Weihaue, whose name as Authorized Signatory of UNITED STATES FIDELITY AND GUARANTY COMPANY, a Maryland 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 9th day of April, 1992.

Melissa M. Bowen
Notary Public

[AFFIX NOTARIAL SEAL]

My Commission expires: 11/1/95

This instrument was prepared by:

George F. Maynard
Maynard, Cooper, Frierson & Gale, P.C.
1901 Sixth Avenue North
2400 AmSouth/Harbert Plaza
Birmingham, Alabama 35203-2602
(205) 254-1044

EXHIBIT A

Lots 1-F and 1-G, according to the Resurvey of Lot #1, Greystone - 2nd Sector recorded in Map Book 16, page 20, in the Office of the Judge of Probate of Shelby County, Alabama.

