

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ALABAMA
SOUTHERN DIVISION

In the matter of

THOMPSON & ASSOCIATES, a
general partnership,

Debtor(s).

) Bk. No. 92-01020
)
) Chapter 11
)

AMENDED ORDER

This matter having come before the Court on Motion of Highland Bank for Expedited Hearing to reconvene Bank's Motion to Convert this case and appearing were Robert B. Rubin and James A. Taylor, Jr., as attorneys for Highland Bank and James Scalco as attorney for the Debtor, and the Court having considered arguments of counsel, this Court's Order of April 28, 1992, shall be and hereby is amended as follows:

3. In relation to that certain mortgage executed in favor of Thompson Motels, Inc., in the principal sum of \$2,600,000.00 dated March 12, 1981, filed for record on March 17, 1981, in the Office of the Judge of Probate of Jefferson County, Alabama, and recorded in Real Volume 2036, Page 266 (the "Mortgage"), Debtor's counsel agrees to notify Highland Bank and its counsel with ten (10) days prior written notice in the event of any sale transfer, payoff, assignment, conveyance, encumbrance, cancellation, termination and/or release or alienation of the mortgage and note evidencing the indebtedness arising from the same.

4. Notice shall be in writing and shall be given by delivery in person or by facsimile or transmittal, addressed as follows:

If to the bank, then to:

Highland Bank
2211 Highland Avenue
Birmingham, Alabama 35205
Attention: Mr. Don M. Pruett
Fax: (205) 933-8167

With copies to:

✓ Burr & Forman
3000 SouthTrust Tower
420 North 20th Street
Birmingham, Alabama 35203
Attention: Robert B. Rubin
Fax: (205) 458-5100

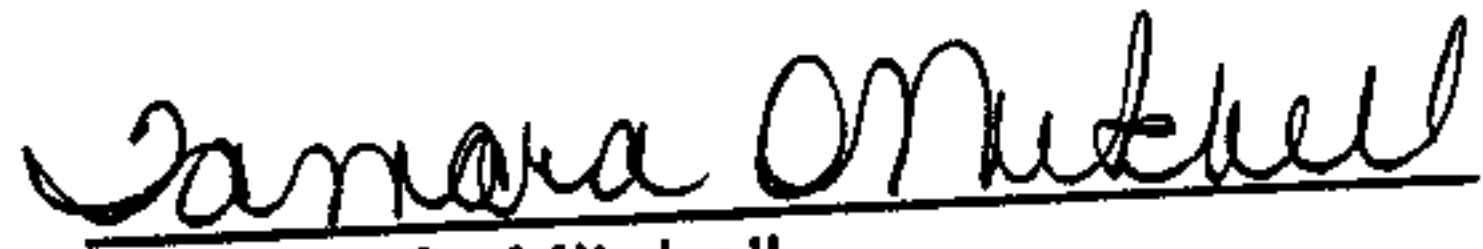
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6. Highland Bank or its counsel shall acknowledge receipt of the notice provided for in paragraph number four upon receipt of said notice. Said acknowledgement of receipt may be filed for record with the office of the Judge of Probate of Jefferson County, Alabama.

5. The parties consent to the filing of this Order for record with the Office of the Judge of Probate of Jefferson County, Alabama. This agreement shall be controlled, construed and enforced in accordance with the laws of the state of Alabama. It shall not constitute a lien on said property.

Dated this 29th day of May, 1992.


Tamara O. Mitchell
United States Bankruptcy Judge

Copies to:

Debtor(s)

Charles Cleveland, attorney for Debtor(s)

James Scalco, attorney for Debtor(s)

Robert B. Rubin, attorney for Highland Bank

James A. Taylor, Jr., attorney for Highland Bank

Highland Bank

Parties Requesting Notice (1)

Thomas B. Miller, Chairman of Unsecured Creditors Committee

Benjamin Cohen, Bankruptcy Administrator

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