

STATE OF ALABAMA
SHELBY COUNTY

SECOND SUPPLEMENTAL AND AMENDATORY LEASE

This instrument is supplemental to and amendatory of the Lease Agreement by and between The Industrial Development Board of the Town of Pelham and Valleydale Business Center dated as of October 1, 1988 recorded in Volume 218 at Page 672 in the Office of the Judge of Probate of Shelby County, Alabama (the "Original Lease") and the Supplemental and Amendatory Lease thereto dated as of August 1, 1990 recorded in the said office in Book 317 at Page 28 (the "Supplemental Lease").

A. Definitions. All words and phrases defined in the Original Lease which are used herein shall have the meanings ascribed to them in the Original Lease, except that the word "Bond" shall mean (except in the second paragraph on page 11 of the Original Lease) not only the Bond defined in the Original Lease, but also, with the necessary changes in detail, the Industrial Development Revenue Refunding Bond (Valleydale Business Center Completion Project) issued by the Lessor pursuant to The Third Amendatory and Supplemental Mortgage and Indenture delivered concurrently herewith in the principal amount of \$620,804 (the "1994 Bond").

B. Recitals and Representations. The Lessor and the Lessee have heretofore entered into and performed the Original Lease and the Supplemental Lease. The Lessee has requested the Lessor to issue an additional bond to refund the Lessor's Industrial Development Revenue Bond (Valleydale Business Center Completion Project) (the "Completion Bond") and the Lessor has agreed to do so if the Lessee will enter into this agreement. The issuance of the said additional bond and the performance of the parties of their obligations hereunder will promote the public purposes for which the Lessor was organized, and its power to refund its outstanding bonds.

In consideration of the Lessor agreeing to issue the 1994 Bond and exchange it for the Completion Bond as provided herein and the Lessee agreeing to pay the rental provided herein, the parties hereto agree as follows:

1. The Lessor will issue the 1994 Bond in the principal amount of \$620,804 and exchange it for the Completion Bond. At the time of such exchange, the Lessee will pay to the holder of the Completion Bond the accrued and unpaid interest thereon.

2. The Lessee acknowledges that the provisions of Section 3.2(a) of the Original Lease requiring it to pay Basic Rent in an amount equal to the principal of and interest on the Bond coming due on the first day of each month shall be applicable to the Bonds, including the 1994 Bond.

3. The Service Payment shall continue to be \$28,250.

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4. The Lessee may prepay all or part of one of the Bonds without prepaying any part of the other.

5. Except as amended hereby, all terms and provisions of the Original Lease and the Supplemental Lease are ratified, approved and confirmed and hereafter the term "Lease Agreement" shall include not only the Original Lease and the Supplemental Lease but this instrument.

IN WITNESS WHEREOF, the Lessor has caused this instrument to be executed by its duly authorized officer and its corporate seal to be hereunto affixed and attested by its duly authorized officer, and the Lessee has caused this instrument to be executed by each of its general partners, all as of the 1st day of February, 1994.

THE INDUSTRIAL DEVELOPMENT BOARD
OF THE TOWN OF PELHAM

By *[Signature]*
Chairman of Its Board of
Directors

SEAL

Attest: *[Signature]*
Its Secretary

VALLEYDALE BUSINESS CENTER

By *[Signature]*
A General Partner

By *[Signature]*
A General Partner

By *[Signature]*
A General Partner

By *[Signature]*
A General Partner

STATE OF ALABAMA
SHERBY COUNTY

I, Robert H. Walston, a Notary Public in and for said County in said State, hereby certify that Daniel J. Spitler, whose name as Chairman of the Board of Directors of The Industrial Development Board of the Town of Pelham, a public 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 this the 15th day of February, 1994.

Robert H. Walston

Notary Public

NOTARIAL SEAL

My commission expires: 12-30-94

STATE OF ALABAMA
JEFFERSON COUNTY

I, Donna Y. Killough, a Notary Public in and for said County in said State, hereby certify that Charles H. Stephens, whose name as general partner in Valleydale Business Center, an Alabama 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 partner and with full authority, executed the same voluntarily for and as the act of said partnership.

Given under my hand this the 1st day of February, 1994.

Donna Y. Killough
Notary Public

NOTARIAL SEAL

My commission expires: 1/30/96

STATE OF ALABAMA
JEFFERSON COUNTY

I, Donna Y Kullough, a Notary Public in and for said County in said State, hereby certify that Marvin R. Engel, whose name as general partner in Valleydale Business Center, an Alabama 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 partner and with full authority, executed the same voluntarily for and as the act of said partnership.

Given under my hand this the 1st day of February, 1994.

Donna Y Kullough
Notary Public

NOTARIAL SEAL

My commission expires: 1/30/96

STATE OF ALABAMA
JEFFERSON COUNTY

I, Donna Y Kullough, a Notary Public in and for said County in said State, hereby certify that Marc A. Eason, whose name as general partner in Valleydale Business Center, an Alabama 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 partner and with full authority, executed the same voluntarily for and as the act of said partnership.

Given under my hand this the 1st day of February, 1994.

Donna Y Kullough
Notary Public

NOTARIAL SEAL

My commission expires: 1/30/96

STATE OF ALABAMA
JEFFERSON COUNTY

I, Donna Kullback, a Notary Public, in and for said County in said State, hereby certify that David Bunkin, whose name as general partner in Valleydale Business Center, an Alabama 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 partner and with full authority, executed the same voluntarily for and as the act of said partnership.

Given under my hand this the 1st day of February, 1994.

Donna Kullback
Notary Public

NOTARIAL SEAL

My commission expires: 1/30/96

This instrument was prepared by:

Robert H. Walston
Walston, Stabler, Wells,
Anderson & Bains
505 20th Street North, Suite 500
Birmingham, Alabama 35203
205-251-9600

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