

STATE OF ALABAMA)

SHELBY COUNTY)

85,000.

FIRST AMENDMENT TO MORTGAGE

KNOW ALL MEN BY THESE PRESENTS:

WITNESSETH:

WHEREAS HIGGINBOTHAM OIL COMPANY, INC., an Alabama corporation (the "Mortgagor"), executed that certain Mortgage dated January 22, 1996, to FIRST ALABAMA BANK (the "Mortgagee"), recorded in Instrument No. 1996-02576, in the Office of the Judge of Probate of Shelby County, Alabama; and

WHEREAS, the Mortgagor desires to amend the said mortgage,

NOW, THEREFORE, in consideration of One Dollar and other valuable consideration in hand paid, the Mortgagor hereby amends that portion of the Mortgage that presently reads:

"That whereas HIGGINBOTHAM OIL COMPANY, INC., an Alabama corporation, has become justly indebted to FIRST ALABAMA BANK, an Alabama banking corporation, whose address is Post Office Box 10247, Birmingham, Alabama 35202 (the "Mortgagee"), in the principal sum of ONE MILLION, ONE HUNDRED FIFTY THOUSAND AND NO/100 (\$1,150,000.00) DOLLARS, . . ."

so as to read as follows:

"That whereas HIGGINBOTHAM OIL COMPANY, INC., an Alabama corporation, has become justly indebted to FIRST ALABAMA BANK, an Alabama banking corporation, whose address is Post Office Box 10247, Birmingham, Alabama 35202 (the "Mortgagee"), in the principal sum of ONE MILLION, TWO HUNDRED THIRTY-FIVE THOUSAND AND NO/100 (\$1,235,000.00) DOLLARS, . . ."

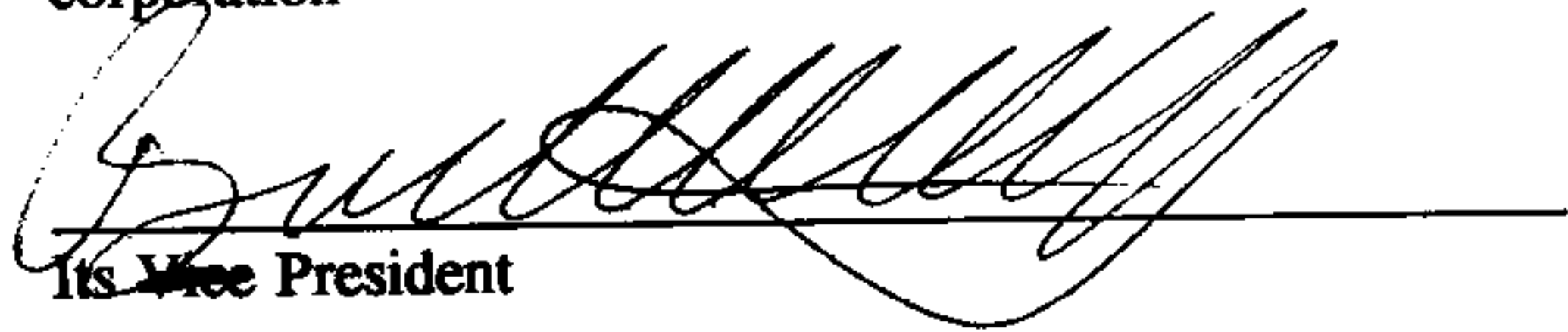
The Mortgagor hereby expressly ratifies and affirms all of the terms of the said Mortgage as modified herein and reaffirms the lien of the said Mortgage on the real estate described in Schedule A attached to the Mortgage and incorporated by reference as Schedule A to this Amendment to Mortgage.

08/14/1996-26284
09:14 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
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Inst # 1996-26284

IN WITNESS WHEREOF, the Mortgagor has hereunto set his hands and seals on the day the same bears date.

HIGGINBOTHAM OIL COMPANY, INC., an Alabama corporation

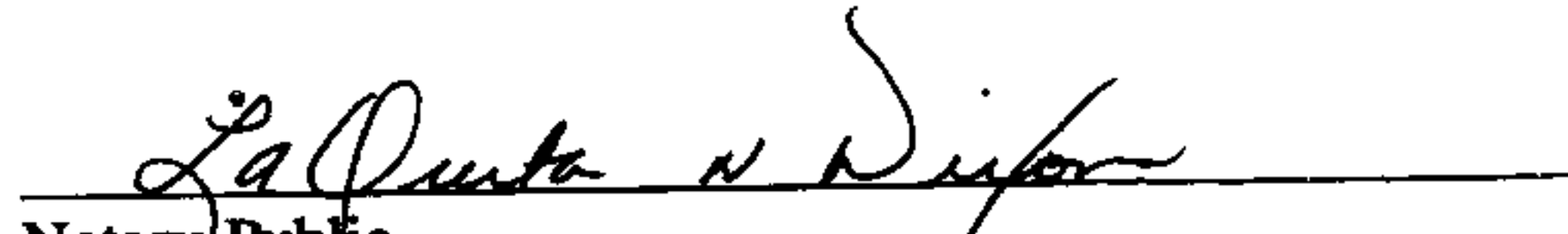

Its Vice President

STATE OF ALABAMA)

COUNTY OF SHELBY)

I, the undersigned Notary Public in and for said County in said State, hereby certify that Burnie Higginbotham, whose name is signed to the foregoing Amendment to Mortgage, and who is known to me, acknowledged before me on this day that, being informed of the contents of said document, he executed the same voluntarily on the date the same bears date.

Given under my hand and official seal this the 9th day of August, 1995.


Notary Public
My Commission Expires: _____

MY COMMISSION EXPIRES FEBRUARY 22, 1998

This instrument was prepared by:

Stephen P. Leara, Esq.
Lange, Simpson, Robinson & Somerville
1700 First Alabama Bank Building
Birmingham, Alabama 35203

Inst # 1996-26284

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