

This instrument prepared by:
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Birmingham, Alabama 35203-2736

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FIRST AMENDMENT TO ASSIGNMENT OF LEASES AND RENTS

THIS FIRST AMENDMENT TO ASSIGNMENT OF LEASES AND RENTS (this "Amendment") is made and entered into on or as of March 26, 1998 by and between **BISSELL REALTY, INCORPORATED**, an Alabama corporation ("Assignor") and **FIRST COMMERCIAL BANK**, an Alabama banking corporation ("Assignee").

RECITALS:

A. Assignor entered into that certain Assignment of Leases and Rents in favor of Assignee dated October 1, 1991, which is recorded in the Office of the Judge of Probate of Jefferson County, Alabama in Real Volume 4133, page 935 and in the Office of the Judge of Probate of Shelby County, Alabama in Book 371, page 81 (the "Assignment of Rents"). The Assignment of Rents encumbers the real property described on Exhibit A attached hereto.

B. Assignor has requested that the Assignment of Rents be amended in certain respects and Assignee has agreed to do so on the condition, among others, that Assignor enter into this Amendment.

NOW, THEREFORE, in consideration of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree that the Assignment of Rents is amended as follows:

1. The first full paragraph at the top of page 2 of the Assignment of Rents is hereby amended and restated in its entirety to read as follows:

"FOR THE PURPOSE of securing the payment of the indebtedness evidenced by a certain promissory note (together with any note or other instrument given in amendment, modification, extension or renewal thereof, the "Note") made by Assignor, payable to the order of Assignee in the original amount of One Million Three Hundred Thirty Thousand and No/100 Dollars (\$1,330,000.00), dated October 29, 1991, as modified by that certain Note Modification Agreement dated October 1, 1994, and further modified by that certain Second Note Modification Agreement dated as of October 1, 1995, by that certain Third Note Modification Agreement dated as of October 1, 1996, by that certain Fourth Note Modification Agreement dated as of October 1, 1997; and by that certain Fifth Note Modification Agreement as of even

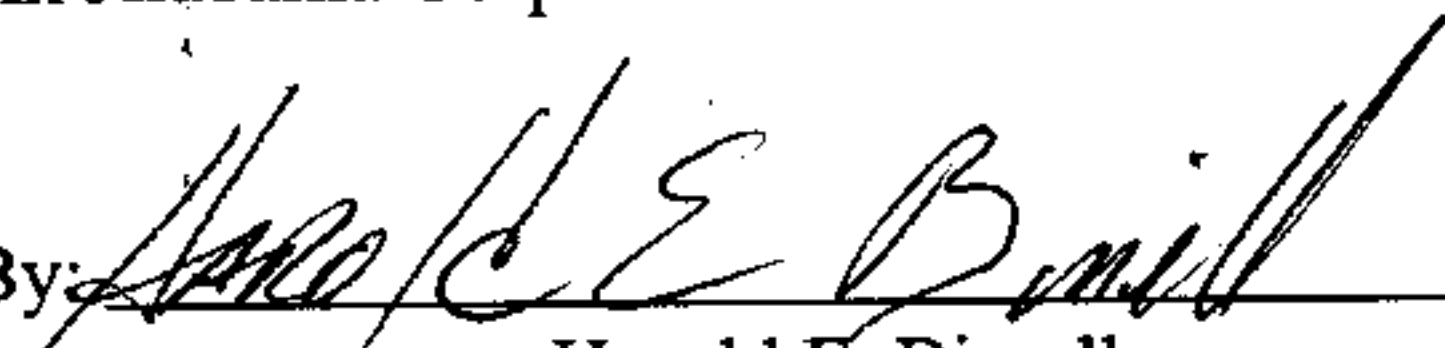
date herewith (as so amended and modified, the "Note"), and presently held by Assignee, including any extensions, modifications, and renewals thereof and any supplemental note or notes increasing such indebtedness, as well as the payment, observance, performance, and discharge of all other obligations, covenants, conditions, and warranties contained in the Mortgage and Security Agreement (the "Mortgage") made by Assignor, dated October 29, 1991, recorded in the Probate Offices of Jefferson and Shelby Counties, Alabama, as amended by that certain First Amendment to Mortgage and Security Agreement dated of even date herewith, and in any other modifications, supplements, and other consolidations thereof, covering the Premises and securing the Note and supplemental notes, if any."

2. Subject to this Amendment, all terms, conditions and provisions of the Assignment of Rents shall remain in full force and effect, and the same are hereby ratified and affirmed in all respects by the Assignor.

IN WITNESS WHEREOF, this Amendment has been duly executed by Assignor and Assignee on or as of the day and year first above written.


ASSIGNOR:

BISSELL REALTY, INCORPORATED
An Alabama Corporation

By: 
Harold E. Bissell
Its President

ASSIGNEE:

FIRST COMMERCIAL BANK

By: 
Its: FIRST VICE PRESIDENT

STATE OF ALABAMA)

JEFFERSON COUNTY)

I, the undersigned, a notary public in and for said county in said state, hereby certify that Harold E. Bissell, whose name as a President of Bissell Realty, Incorporated, 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 the 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 the 26th day of March, 1998.



Notary Public

[NOTARIAL SEAL]

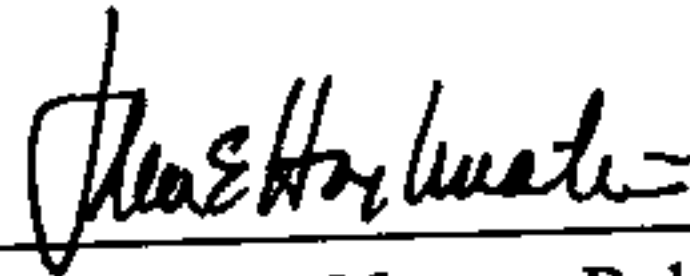
My commission expires: 9-19-98

STATE OF ALABAMA)

JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County and State, hereby certify that William H. Pitts, whose name as Vice President of First Commercial Bank, an Alabama banking 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 26th day of March, 1998.



Notary Public

[NOTARIAL SEAL]

My commission expires: 9-19-98

EXHIBIT A

Legal Description

PARCEL I:

A parcel of land situated in Briarwood, A Commercial Subdivision, as recorded in Map Book 157, Pages 5 A, B, & C, in the Office of the Judge of Probate of Jefferson County, Alabama, being more particularly described as follows:

Commence at the Southwest corner of the Northwest Quarter of the Northwest Quarter of Section 4 Township 19 South, Range 2 West, Jefferson County, Alabama; thence run East along the South line of said quarter-quarter section for a distance of 640.95 feet to an iron pin found at the point of beginning, said point being on the Northwest right of way of Interstate 459; thence turn an angle to the right of $131^{\circ} 06' 40''$ and run in a Southwesterly direction along the Northwest right of way of said Interstate 459 for a distance of 540.56 feet to an iron pin; thence turn an angle to the right of $31^{\circ} 17' 52''$ and run in a Southwesterly direction for a distance of 285.27 feet to a point; thence turn an angle to the left of $22^{\circ} 19' 13''$ and run in a Southwesterly direction for a distance of 218.31 feet to an iron pin; thence turn an angle to the left of $15^{\circ} 57' 43''$ and run in a Southwesterly direction for a distance of 186.22 feet to an iron pin; thence turn an angle to the right of $11^{\circ} 37' 40''$ and run in a Southwesterly direction for a distance of 70.64 feet to an iron pin, said iron being on a curve to the right, having a central angle of $111^{\circ} 25' 09''$ and a radius of 50.00 feet; thence run in a Southwesterly to Northwesterly direction along the arc of said curve for a distance of 97.23 feet to an iron pin, said iron being on a compound curve to the right, having a central angle of $25^{\circ} 01' 07''$ and a radius of 150.00 feet; thence run in a Northwesterly direction along the arc of said curve for a distance of 65.50 feet to an iron pin, said iron being on a compound curve to the right, having a central angle of $41^{\circ} 44' 24''$ and a radius of 370.31 feet; thence run in a Northwesterly to Northeasterly direction along the arc of said curve for a distance of 269.77 feet to an iron pin; thence run radial to last stated curve in a Northwesterly direction for a distance of 10.00 feet to an iron pin; thence turn an angle to the right of $90^{\circ} 00' 00''$ and run in a Northeasterly direction for a distance of 697.74 feet to an iron pin, said iron being on a curve to the right, having a central angle of $36^{\circ} 20' 08''$ and a radius of 260.00 feet; thence run in a Northeasterly direction along the arc of said curve for a distance of 164.89 feet to an iron pin; thence run tangent to last stated curve in a Northeasterly direction for a distance of 308.01 feet to an iron pin, said iron pin being on a curve to the left, having a central angle of $30^{\circ} 04' 46''$ and a radius of 340.00 feet; thence run in a Northeasterly direction along the arc of said curve for a distance of 178.50 feet to an iron pin; thence turn an angle to the right of $151^{\circ} 02' 28''$ from the chord of last stated curve and run in a Southwesterly direction for a distance of 244.84 feet to the point of beginning.

PARCEL II:

A parcel of land situated in Briarwood, A Commercial Subdivision, as recorded in Map Book 157, Pages 5 A, B, & C, in the Office of the Judge of Probate of Jefferson County, Alabama, being more particularly described as follows:

Commence at the Northeast corner of the Southeast Quarter of the Northeast Quarter of Section 5, Township 19 South, Range 2 West; thence run North $88^{\circ} 44' 31''$ West along the North line of said quarter-quarter section for a distance of 665.29 feet to a point; thence run South $00^{\circ} 16' 30''$ East for a distance of 526.32 feet to the point of beginning; thence continue along last stated course for a distance of 557.17 feet to a point; thence run North $62^{\circ} 45' 10''$ East for a distance of 49.73 feet to a point on a curve to the left having a central angle of $10^{\circ} 19' 30''$ and a radius of 768.18 feet; thence run in a Northeasterly direction along the arc of said curve for a distance of 138.43 feet to a point on a compound curve to the left having a central angle of $87^{\circ} 34' 46''$ and a radius of 50.00 feet; thence run in a Northeasterly to Northwesternly direction along the arc of said curve for a distance of 76.43 feet to a point on a reverse curve to the right having a central angle of $39^{\circ} 11' 10''$ and a radius of 260.00 feet; thence run in a Northwesternly to Northeasterly direction along the arc of said curve for a distance of 177.82 feet to a point; thence run South $85^{\circ} 57' 55''$ East for a distance of 10.00 feet to a point on a curve to the right having a central angle of $18^{\circ} 59' 27''$ and a radius of 470.31 feet; thence run in a Northeasterly direction along the arc of said curve for a distance of 155.89 feet to a point; thence run North $66^{\circ} 58' 29''$ West for a distance of 188.51 feet to the point of beginning.

PARCEL III:

Two parcels of land situated in D. N. Lee Estates as recorded in Map Book 3, Page 115, in the Office of the Judge of Probate, Shelby County, Alabama, also being in the South Half of the South Half of Section 29, and the North Half of the North Half of Section 32, Township 18 South, Range 1 West, being more particularly described as follows:

PARCEL A:

Commence at the Southwest corner of the Southwest Quarter of the Southeast Quarter of Section 29, Township 18 South, Range 1 West; thence run North along the West line of said quarter-quarter section for a distance of 309.85 feet to an iron pin set at the point of beginning, said point being on the Northwest right of way of Alabama Highway No. 119 known as Cahaba Valley Drive; thence continue along last stated course for a distance of 145.43 feet to an iron pin found; thence turn an angle to the right of $121^{\circ} 15' 15''$ and run in a Southeasterly direction for a distance of 68.20 feet to an iron pin found on the Northwest right of way of said Alabama Highway No. 119; thence turn an interior clockwise angle to the right of $84^{\circ} 21' 06''$ and run in a Northeasterly direction along said Northwest right of way for a distance of 6.88 feet to an iron pin set on a curve to the left having a central angle of $3^{\circ} 36' 08''$ and a radius of 5,530.14 feet; thence turn an interior clockwise angle to the right of $180^{\circ} 33' 45''$ to the chord of said curve and run in a Northwesternly direction along the arc of said curve and also along said Northwest right of way for a distance of 347.69 feet to a concrete monument found; thence turn an interior clockwise angle to the right of $178^{\circ} 12' 00''$ from the chord of last stated curve and run in a Northeasterly direction along said Northwest right of way for a distance of 93.82 feet to an iron pin set; thence turn an interior clockwise angle to the right of $101^{\circ} 23' 58''$ and run in a Northwesternly direction for a distance of 314.01 feet to an iron pin set on the West line of said quarter-quarter section; thence turn an interior clockwise angle to the right of $234^{\circ} 06' 35''$ and run in a Northerly direction along the West line of said quarter-quarter section for a distance of 320.53 feet to an iron pin set at the Northeast corner of the Southeast Quarter of the Southwest Quarter of said Section 29; thence turn an interior clockwise angle to the right of $89^{\circ} 22' 09''$ and run in a Westerly direction along the North line of said quarter-quarter section for a distance of 1,328.95 feet to an iron pin set at the Northwest corner of said quarter-quarter section; thence turn an interior clockwise angle to the right of $90^{\circ} 37' 24''$ and run in a Southerly direction along the West line of said quarter-quarter section for a distance of 1,077.56 feet to an iron pin found; thence turn an interior clockwise angle to the right of $89^{\circ} 23' 23''$ and run in an Easterly direction for a distance of 1,296.79 feet to an iron pin found on the Northwest right of way of said Alabama Highway No. 119; thence turn interior clockwise angle to the right of $118^{\circ} 32' 03''$ and run in a Northeasterly direction

PARCEL III (continued):

PARCEL B:

Commence at the Southwest corner of the Southwest Quarter of the Southeast Quarter of Section 29, Township 18 South, Range 1 West; thence run North along the West line of said quarter-quarter section for a distance of 108.22 feet to an iron pin found, said point being the point of beginning; thence turn an interior clockwise angle to the right of $121^{\circ} 07' 13''$ and run in a Northwesterly direction for a distance of 15.05 feet to an iron pin set on the Southeast right of way of Alabama Highway No. 119 known as Cahaba Valley Road; thence turn an interior counterclockwise angle to the left of $93^{\circ} 04' 44''$ and run in a Northeasterly direction along said Southeast right of way for a distance of 308.49 feet to a concrete monument found, said monument being on a curve to the left having a central angle of $3^{\circ} 36' 04''$ and a radius of 5,610.27 feet; thence turn an interior counterclockwise angle to the left of $181^{\circ} 46' 01''$ to the chord of said curve and run in a Northeasterly direction along the arc of said curve and also along said Southeast right of way for a distance of 352.61 feet to an iron pin set; thence run tangent to last stated curve in a Northeasterly direction along said Southeast right of way for a distance of 481.96 feet to an iron pin set; thence turn an interior counterclockwise angle to the left of $81^{\circ} 30' 00''$ and run in a Southeasterly direction for a distance of 1,545.00 feet to an iron pin set in the centerline of Wyatt Spring Branch; thence turn an interior counterclockwise angle to the left of $99^{\circ} 16' 51''$ and run in a Southwesterly direction along the centerline of said Branch for a distance of 113.91 feet to an iron pin set; thence turn an interior counterclockwise angle to the left of $128^{\circ} 23' 39''$ and run in a Southwesterly direction along the centerline of said Branch for a distance of 116.75 feet to an iron pin set; thence turn an interior counterclockwise angle to the left of $230^{\circ} 22' 52''$ and run in a Southwesterly direction along the centerline of said Branch for a distance of 165.49 feet to an iron pin found; thence turn an interior counterclockwise angle to the left of $191^{\circ} 04' 46''$ and run in a Southwesterly direction along the centerline of said Branch for a distance of 67.26 feet to an iron pin found; thence turn an interior counterclockwise angle to the left of $209^{\circ} 16' 16''$ and run in a Southeasterly direction along the centerline of said Branch for a distance of 88.62 feet to an iron pin found; thence turn an interior counterclockwise angle to the left of $142^{\circ} 45' 01''$ and run in a Southwesterly direction along the centerline of said Branch for a distance of 211.09 feet to an iron pin found; thence turn an interior counterclockwise angle to the left of $151^{\circ} 31' 10''$ and run in a Southwesterly direction along the centerline of said Branch for a distance of 196.93 feet to an iron pin found; thence turn an interior counterclockwise angle to the left of $190^{\circ} 00' 32''$ and run in a Southwesterly direction along the centerline of said Branch for a distance of 117.86 feet to an iron pin found; thence turn an interior counterclockwise angle to the left of $187^{\circ} 36' 54''$ and run in a Southwesterly direction along the centerline of said Branch for a distance of 90.64 feet to an iron pin set; thence turn an interior counterclockwise angle to the left of $91^{\circ} 34' 12''$ and run in a Northwesterly direction for a distance of 1,410.77 feet to the point of beginning.

PARCEL IV:

The following described parcel of land situated in the Southwest Quarter of the Southeast Quarter of Section 29, Township 18 South, Range 1 West, Shelby County, Alabama, and being more particularly described as follows:

From the Southwest corner of said Southwest Quarter of Southeast Quarter run thence in a Northerly direction along the West line of said quarter-quarter section for a distance of 310.48 feet to the point of beginning of the parcel herein described; thence continue Northward along the same course as before for a distance of 144.91 feet; thence turn an angle to the right of 121 degrees 22 minutes 51 seconds and run Southeasterly 68.20 feet to the Northwest right-of-way line of Alabama Highway 119; thence turn an angle to the right of 86 degrees 38 minutes 31 seconds and run in a Southwesterly direction along said right-of-way line for a distance of 123.91 feet to the point of beginning.

LESS AND EXCEPT THE FOLLOWING TWO PARCELS

Parcel A:

A parcel of land situated in the Southeast Quarter of the Northeast Quarter of Section 5, Township 19 South, Range 2 West, Huntsville Meridian, Jefferson County, Alabama being more particularly described as follows:

Commence at the northwest corner of the Southwest Quarter of the Northwest Quarter of Section 4, Township 19 South, Range 2 West, Huntsville Meridian, Jefferson County, Alabama; thence run South $88^{\circ}09'27''$ East along the north line of said quarter-quarter section for a distance of 71.93 feet to an intersection with the northwesterly right-of-way line of Elmer J. Bissell Road (right-of-way width varies); thence leaving said quarter-quarter section line run South $45^{\circ}46'29''$ West along said northwesterly right-of-way line for a distance of 626.87 feet; thence run North $44^{\circ}13'31''$ West along said right-of-way line for a distance of 10.00 feet to the Point of Curvature of a nontangent curve to the left having a central angle of $22^{\circ}44'56''$, a radius of 470.31 feet, and a chord of 185.51 feet which bears South $34^{\circ}24'00''$ West; thence run along said right-of-way line and along the arc of said curve for a distance of 186.73 feet to the POINT OF BEGINNING, said point also being on a curve to the left having a central angle of $18^{\circ}59'26''$, a radius of 470.31 feet, and a chord of 155.17 feet which bears South $13^{\circ}31'49''$ West; thence run in a southwesterly direction along said right-of-way line and along the arc of said curve for a distance of 155.88 feet; thence run North $85^{\circ}57'17''$ West along said right-of-way line for a distance of 10.00 feet to the Point of Curvature of a nontangent curve to the left having a central angle of $39^{\circ}11'10''$, a radius of 260.00 feet, and a chord of 174.82 feet which bears South $15^{\circ}33'29''$ East; thence run along said right-of-way line and along the arc of said curve for a distance of 177.82 feet to a Point of a Reverse Curve to the right having a central angle of $39^{\circ}57'06''$, a radius of 50.00 feet and a chord of 34.16 feet which bears South $15^{\circ}10'31''$ East; thence run along said right-of-way line and along the arc of said curve for a distance of 34.86 feet to an intersection with the northwesterly right-of-way line of Acton Road (right-of-way width varies) and a nontangent curve to the right having a central angle of $7^{\circ}47'19''$, a radius of 1592.02 feet, and a chord of 216.25 feet which bears South $56^{\circ}29'55''$ West; thence run along said right-of-way line and along the arc of said curve for a distance of 216.41 feet to an intersection with the easternmost line of Ridge Forest as recorded in Map Book 54, Page 29 in the office of the Judge of Probate, Jefferson County, Alabama; thence leaving said right-of-way line run North $00^{\circ}16'29''$ West (Map-North $00^{\circ}16'30''$ West) along said easternmost line and along the easternmost line of Haynie's Addition to Ridge Forest as recorded in Map Book 125, Page 12 in the office of the Judge of Probate, Jefferson County, Alabama for a distance of 544.22 feet; thence leaving said easternmost line South $66^{\circ}58'29''$ East for a distance of 188.51 feet to POINT OF BEGINNING. Containing 69,456 square feet (map-72,725 square feet) or 1.594 acres (map-1.669 acres) more or less.

Parcel B:

A parcel of land situated in the South Half of the Southeast Quarter (S 1/2 of SE 1/4) of Section 29, the Southeast Quarter of the Southwest Quarter (SE 1/4 of SW 1/4) of Section 29, and the North Half of the Northeast Quarter (N 1/2 of NE 1/4) of Section 32, all being in Township 18 South, Range 01 West, Shelby County, Alabama being more particularly described as follows:

Commence at the Northeast corner of Section 32, Township 18 South, Range 01 West and run South 66 degrees 30 minutes 01 second West a distance of 1590.40 feet to a point in a creek also being the point of beginning; thence turn an angle to the right and run North 33 degrees 22 minutes 34 seconds East a distance of 90.66 feet to a point in the centerline of said creek; thence turn an angle to the right and run North 40 degrees 58 minutes 55 seconds East a distance of 117.87 feet to a point in the centerline of said creek; thence turn an angle to the right and run North 51 degrees 00 minutes 45 seconds East a distance of 196.92 feet to a point in the centerline of said creek; thence turn an angle to the left and run North 22 degrees 31 minutes 10 seconds East a distance of 211.15 feet to a point; thence turn an angle to the left; and run North 01 degree 15 minutes 19 seconds West a distance of 150.18 feet to a point in the centerline of said creek; thence turn an angle to the right and run North 24 degrees 43 minutes 55 seconds East a distance of 165.26 feet to a point in the centerline of said creek; thence turn an angle to the right and run North 50 degrees 34 minutes 05 seconds East a distance of 207.60 feet to a point; thence turn an angle to the left and run North 56 degrees 19 minutes 08 seconds West a distance of 648.23 feet to a point; thence turn an angle to the left and run South 31 degrees 44 minutes 20 seconds West a distance of 339.14 feet to a point; thence turn an angle to the right and run North 58 degrees 15 minutes 22 seconds West a distance of 853.83 feet to a point on the Southeasterly right of way line of State Highway #119 (Cahaba Valley Road); thence turn an angle to the left and run South 27 degrees 24 minutes 54 seconds West along said Southeasterly right of way a distance of 771.17 feet to a point; thence turn an angle to the left and run South 58 degrees 07 minutes 28 seconds East a distance of 14.98 feet to a point; thence turn an angle to the left and run South 58 degrees 11 minutes 40 seconds East a distance of 1390.32 feet to a point; thence turn an angle to the right and run South 58 degrees 07 minutes 30 seconds East a distance of 20.49 feet to the point of beginning. Containing 30.87 acres more or less.

State of Alabama - Jefferson County

I certify this instrument filed on:

1998 APR 10 A.M. 08:44

Recorded and \$

Mtg. Tax

and \$

22.00

Deed Tax and Fee Amt

22.00

Total \$

GEORGE R. REYNOLDS, Judge of Probate



9805/0390

Inst # 1998-13096

04/13/1998-13096
12:17 PM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE

008 HEL

26.00