

AGREEMENT

This Agreement is made this 9th day of February, 1999, by and among Evelyn R. Spraitzar ("Owner") and Alabama Power Company ("Alabama Power").

WHEREAS Evelyn R. Spraitzar, a single person, is the owner in fee simple of a parcel of land ("Spraitzar property") situated in the Northwest Quarter of the Southeast Quarter of Section 26, Township 19 South, Range 1 West, Huntsville Meridian, Shelby County, Alabama, and lying northerly of Shelby County Highway 440, easterly of Shelby County 39 and easterly and northeasterly of Williamson Road all as situated in June, 1993, and more particularly described in the survey of Jerry O. Peery, Al. Reg. 12697, dated June 26, 1993, as revised April 3, 1998, which is attached hereto as Exhibit A and made a part hereof;

WHEREAS Alabama Power is desirous of replacing one (1) existing pole and installing two (2) anchors with associated guy wires on the replacement pole, at specific locations marked by Alabama Power's representatives as shown on Exhibits B, C, D, and E, attached hereto and made a part hereof, for the purpose of upgrading its electrical facilities in the Williamson Road area of Chelsea, Shelby County, Alabama;

NOW, THEREFORE, in consideration of the covenants and agreements contained and incorporated herein, the parties hereto mutually covenant and agree as follows:

1. Owner grants Alabama Power permission to install two (2) anchors on the Spraitzar property at the specific locations shown on Exhibits B and C, attached hereto and

Inst # 1999-05604

02/10/1999-05604
08:50 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
014 BLH 41.00

Inst # 1999-05604

made a part hereof, and to install associated guy wires from said anchors to a replacement pole to be located outside the Spraitzar property at the specific location shown on Exhibit D, attached hereto and made a part hereof.

2. Alabama Power agrees that no chemicals will be used by Alabama Power or any of its contractors for the control of weeds around its facilities, and that access to those facilities will be from the public road only.

3. Alabama Power does hereby acknowledge, to the extent of its ability to do so, based on the materials presented to it by Owner and its own research of the records in the Shelby County Highway Department office, that the rights-of-way for the public roads, Shelby County Highways 39, 440, and Williamson Road, as shown on the survey maps of Jerry Peery, which are attached hereto as Exhibits A, B, C, D, and E, and made a part hereof, are correct. Further, Alabama Power shall notify all other public utilities by First Class Mail of these findings and shall maintain a copy on file in Alabama Power's Corporate Real Estate office.

4. Alabama Power shall reimburse Owner for all reasonable costs, such as survey, legal, photocopying, postage, and mileage expenses that have been incurred as a result of Alabama Power's request for this Agreement, or that may be incurred in carrying out any of its terms.

5. Alabama Power shall present this Agreement for filing with the Judge of Probate Office of Shelby County, Alabama, and pay any cost associated with said filing. Further, Alabama Power shall send Owner a copy of said filed Agreement via First Class Mail to 2009 Vestavia Park Court, Vestavia Hills, Alabama 35216, for her file.

6. Alabama Power shall notify Owner by telephone at least ten (10) days in advance, except in emergency conditions, of any work, present or future, to be performed at the locations described on Exhibits B, C, or D, attached hereto and made a part hereof. Owner's current telephone number is (205) 979-7368. It is understood that it is Owner's responsibility to notify Alabama Power of any changes of the telephone number.

7. To carry out any survey work that might be called for under this Agreement, Alabama Power shall utilize the services of Jerry O. Perry, Al. Reg. 12697, or if he is unavailable, such other surveyor that has been approved by Owner.

8. Alabama Power shall be responsible for clearing up all debris in the area of the utility relocation work, and shall remove the existing pole and anchors from the Spraitzar property. Further, Alabama Power shall be responsible for any damage or disturbance of any existing survey markers in the area of the utility relocation work or of the pole removal work described in Paragraph 9 below.

9. Within a reasonable time period not to exceed sixty (60) days from the date of this Agreement, Alabama Power shall remove the new service pole that was erroneously installed on the Whisenhunt property adjacent to the north line of the Spraitzar property. Further, no line clearing rights are requested herein for the route to said service pole or any other service pole on the Whisenhunt property.

10. In addition to reimbursing Owner for any costs and expenses provided for in Paragraph 4 above, Alabama Power shall pay to Owner the sum of one thousand dollars (\$1,000.00) at the time of execution of this Agreement.

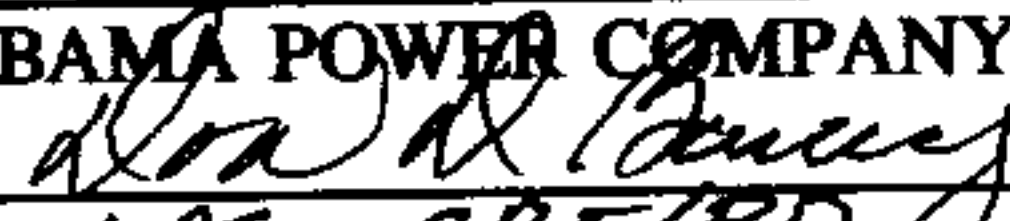
11. In maintaining the utility pole described in Exhibit D, attached hereto and made a

part hereof, Alabama Power and its contractors shall utilize the existing rights-of-way for the public roads to the maximum extent possible, but if necessary, may enter an area on the Spraitzar property that is within a five (5) foot radius from the center of said utility pole. Alabama Power and its contractors are not, however, permitted to park vehicles or store equipment on the Spraitzar property.

12. It is expressly understood and agreed by Alabama Power that no rights are granted herein to Alabama Power or any other public utility other than those specified herein; that, except for the two anchors and associated guy wires specifically described in Paragraph 1 above and the maintenance rights specifically described in Paragraph 11 above, the execution of this Agreement does not grant Alabama Power, its agents, or assigns the right to install or maintain any other wires, cables, lines, poles, anchors, or any other equipment on, over, or under the Spraitzar property; and that the execution of this Agreement does not grant Alabama Power, its agents, or assigns the right to grant other utilities the right to install or maintain any wires, cables, lines, poles, anchors, or any other equipment on, over, or under the Spraitzar property.

IN WITNESS WHEREOF, the parties have duly executed this Agreement as of the date and year first above written.


EVELYN R. SPRAITZAR

ALABAMA POWER COMPANY
By: 
As: LAS-CRE/BD

STATE OF Alabama)
COUNTY OF SHELBY) SS.:

On February 9, 1999, before me personally came Evelyn R. Spraitzar to me known, and known to me to be the individual described in, and who executed the foregoing Agreement, and duly acknowledged to me that she executed the same.

Lance Brasher
Notary Public

STATE OF Alabama)
COUNTY OF SHELBY) SS.:

On February 9, 1999, before me personally came Don D. Bailey to me known, who, by me duly sworn, did depose and say that deponent is the LAS-CRE/BD of Alabama Power Company, the corporation described in, and which executed the foregoing Agreement, that deponent resides in the County of Shelby, State of Alabama, that deponent is duly authorized by said corporation to execute the foregoing Agreement, and that deponent signed deponent's name by like authority.

Lance Brasher
Notary Public

LEGAL DESCRIPTION
EVELYN R. SPRAITZAR PROPERTY

State of Alabama
Shelby County

A parcel of land situated in the Northwest Quarter of the Southeast Quarter of Section 26, Township 19 South, Range 1 West, Huntsville Meridian, Shelby County, Alabama, and lying northerly of Shelby County Highway 440, easterly of Shelby County 39 and easterly and northeasterly of Williamson Road all as situated in June, 1993, and being more particularly described as follows:

Commence at the Southeast Corner of the Southwest Quarter of the Southeast Quarter of said section 26; thence in a northerly direction along and with the easterly line of said quarter-quarter section 1298.56 feet to an iron pipe; thence with a deflection of $0^{\circ}10'17''$ left, 317.81 feet to an old iron pipe in the root of a tree; thence with a deflection of $0^{\circ}18'16''$ right, 55.15 feet to an iron pin on the northerly margin of Shelby County Highway 440, said highway having a prescriptive right-of-way, and the point of beginning; thence in a southwesterly direction along and with said northerly prescriptive right-of-way margin to the intersection with the northeasterly prescriptive right-of-way margin of Williamson Road, for the purpose of this description along and with the following three courses: with a deflection of $105^{\circ}17'55''$ left, 249.63 feet to a point; thence with a deflection of $3^{\circ}36'01''$ left 116.55 feet to a point; thence with a deflection of $33^{\circ}53'47''$ right 41.15 feet to a point; thence in a northerly and northwesterly direction along and with the easterly and northeasterly prescriptive right-of-way margin of Williamson Road to the intersection with the easterly prescriptive right-of-way margin of Shelby County Highway 39, for the purpose of this description along and with the following two courses: with a deflection of $56^{\circ}11'50''$ right, 133.74 feet to a point; thence with a deflection of $14^{\circ}27'46''$ left, 273.28 feet to a point; thence in a northerly direction along and with the prescriptive right-of-way margin of Shelby County Highway 39 to a point, for the purpose of this description along and with the following two courses: thence with a deflection of $29^{\circ}41'27''$ right, 184.88 feet to an iron pin; thence with a deflection of $3^{\circ}51'08''$ right, 112.92 feet to an old iron pipe; thence with a deflection of $88^{\circ}59'55''$ right, leaving said prescriptive right-of-way, 594.87 feet to an iron pipe on the easterly line of the Northwest Quarter of the Southeast Quarter; thence with a deflection of $90^{\circ}43'35''$ right, along and with said quarter-quarter section line 567.12 feet to the point of beginning, forming a closing interior angle of $105^{\circ}17'55''$.



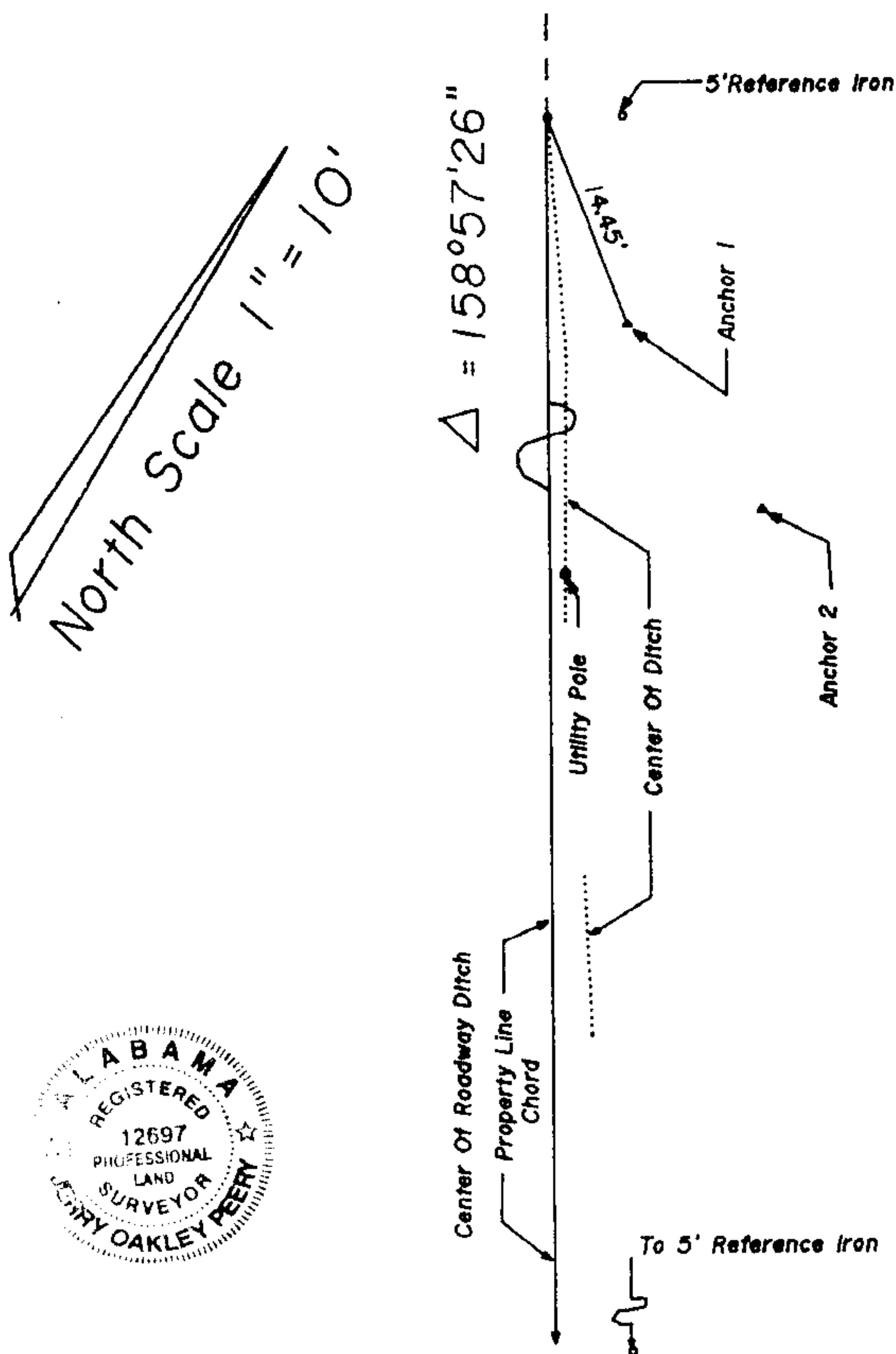
EXHIBIT A



Survey Prepared By: Terry O. Berry 76.50
 Project # 11318
 205-277-4188
 1-33-150 7.6135
 Date of Survey 7/95
 Date of Rebar Drive

Anchor One

Evelyn R. Spraitzar Property



Specific Purpose Survey

This drawing is a supplemental drawing to Drawing 97155.PL1 dated April 3, 1998 and revised Jan. 30, 1999

Prepared By: Jerry O. Peery

Alabama Professional Land Surveyor

7650 Sherry Lane McCalla, Alabama 35111

Telephone (205) 477-4128

Date of Survey: 8/6/97, 10/15/97 & 1/24/99

Date Of Drawing Jan. 30, 1999

Job 97155 Drawing 97155G.PL1

Sheet 1 of 2 Sheets

EXHIBIT B

Anchor 1 Legal description
Evelyn R. Spraltzer to Alabama Power Company

State of Alabama
Shelby County

A proposed easement situated in the Northwest Quarter of the Southeast Quarter of Section 26, Township 19 South, Range 1 West, Huntsville Principal Meridian, Shelby County, Alabama, and being more particularly described as follows:

Commence at the Southeast Corner of the Southwest Quarter of the Southeast Quarter of said Section 26; thence in a northerly direction, along and with the easterly line of said quarter-quarter section, 1298.56 feet to an iron pipe; thence with a deflection of $0^{\circ}10'17''$ left, 317.81 feet to an old iron pipe in the root of a tree; thence with a deflection of $0^{\circ}18'16''$ right, 55.15 feet to an iron pin on the northerly margin of Shelby County Highway 440, said highway having a prescriptive right-of-way; thence in a southwesterly direction, along and with said northerly prescriptive right-of-way margin, to the intersection with the northeasterly prescriptive right-of-way margin of Williamson Road, for the purpose of this description along and with the following three courses: with a deflection of $105^{\circ}17'55''$ left, 249.63 feet to a point; thence with a deflection of $3^{\circ}36'01''$ left, 116.55 feet to a point; thence with a deflection of $33^{\circ}53'47''$ right, 41.15 feet to a point; thence in a northerly and northwesterly direction along and with the easterly and northeasterly prescriptive right-of-way margin of Williamson Road to the intersection with the easterly prescriptive right-of-way margin of Shelby County Highway 39, for the purpose of this description along and with the following two courses: with a deflection of $56^{\circ}11'50''$ right, 133.74 feet to a point; thence with a deflection of $14^{\circ}27'46''$ left, 273.28 feet to a point; thence with a deflection of $158^{\circ}57'26''$ right, 14.45 feet to anchor number one.

General Notes:

1. There was not location attempted to determine the location of or the extent of a possible encroachment beneath the surface
2. Subject to easements and rights-of-way, if any.
3. No title search was made by the surveyor.
4. Visible encroachments noted only on the date of the field survey.
5. Date of survey is the date of field survey.
6. This survey is based upon the following:
 - A. Previous boundary survey dated June 26, 1993.
7. Basis of bearings, if used: Assumed North
8. This survey and drawing have been prepared in accord with the Minimum Technical Standards for the Practice of Land Surveying in the State of Alabama.


Jerry O. Peery PLS 12697

LEGEND

= Acres
C= Air-conditioning
ve= Avenue
M = Bench Mark
h= Chord
IP= Crimp Iron Pipe
L= Chain Link
M = Concrete Monument Found
= Deed
= East
M= Electric Meter

Fnc= Fence
Fnd= Found
GM= Gas Meter
IPF= Iron Pin Found
IPS= Iron Pin Set 1/2" Rebar
With
Cap Marked J.O. Peery
PLS12697
MB= Mapbook
M= Measured
N= North
OHU= Overhead Utilities
P= Plat

Pg= Page
Ped= Pedestal
PK= Parker-Kalon Nail
PLS= Professional Land Surveyor
R= Radius, Range or Record
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SCM= Set Concrete Monument
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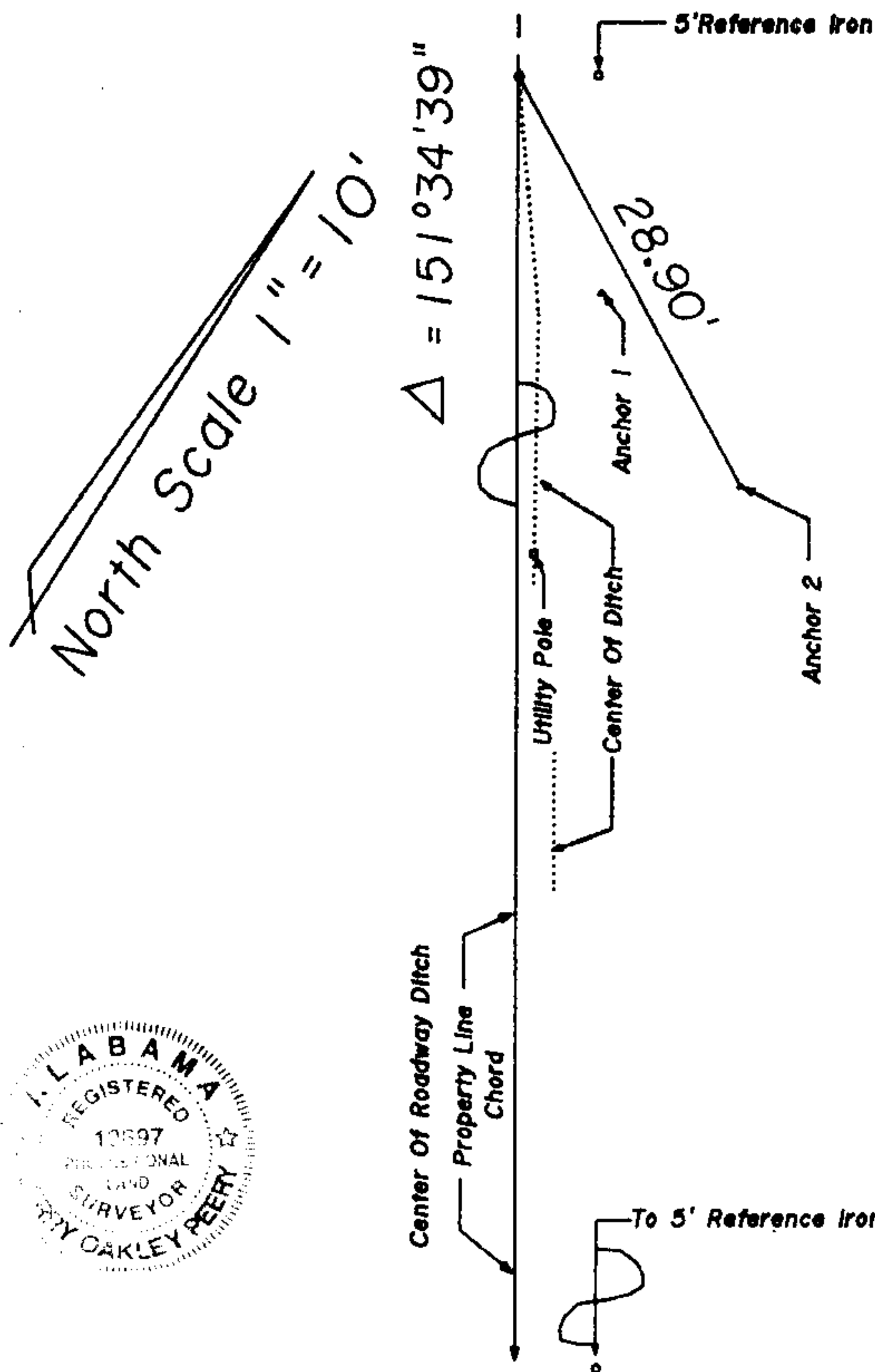
Specific Purpose Survey

This drawing is a supplemental drawing to Drawing 97155.PL1 dated
April 3, 1998 and revised Jan. 30, 1999



Prepared By Jerry O. Peery
Alabama Professional Land Surveyor
7650 Sherry Lane McCalla, Alabama 35111
Telephone (205) 477-4128
Date of Survey: 8/6/97, 10/15/97 & 1/24/99
Date of Drawing Jan. 30, 1999
Job 97155 Drawing 97155G.PL1
Sheet 2 of 2 Sheets

Anchor Two



Evelyn R. Spraitzar Property

Specific Purpose Survey

This drawing is a supplemental drawing to drawing 97155.PL1 dated April 3, 1998 and revised Jan 30, 1999

Prepared By: Jerry O. Peery
Alabama Professional Land Surveyor
7650 Sherry Lane McCalla, Alabama 35111
Telephone (205)477-4128
Date of Survey 8/6/97, 10/15/97 & 1/24/99
Date of Drawing Jan. 30, 1999
Job 97155 Drawing 97155H.PL1
Sheet 1 of 2 Sheets

EXHIBIT C

Anchor 2 Legal description
Evelyn R. Spratzar to Alabama Power Company

State of Alabama
Shelby County

A proposed easement situated in the Northwest Quarter of the Southeast Quarter of Section 26, Township 19 South, Range 1 West, Huntsville Principal Meridian, Shelby County, Alabama, and being more particularly described as follows:

Commence at the Southeast Corner of the Southwest Quarter of the Southeast Quarter of said Section 26; thence in a northerly direction, along and with the easterly line of said quarter-quarter section, 1298.56 feet to an iron pipe; thence with a deflection of $0^{\circ}10'17''$ left, 317.81 feet to an old iron pipe in the root of a tree; thence with a deflection of $0^{\circ}18'16''$ right, 55.15 feet to an iron pin on the northerly margin of Shelby County Highway 440, said highway having a prescriptive right-of-way; thence in a southwesterly direction, along and with said northerly prescriptive right-of-way margin, to the intersection with the northeasterly prescriptive right-of-way margin of Williamson Road, for the purpose of this description along and with the following three courses: with a deflection of $105^{\circ}17'55''$ left, 249.63 feet to a point; thence with a deflection of $3^{\circ}36'01''$ left, 116.55 feet to a point; thence with a deflection of $33^{\circ}53'47''$ right, 41.15 feet to a point; thence in a northerly and northwesterly direction along and with the easterly and northeasterly prescriptive right-of-way margin of Williamson Road to the intersection with the easterly prescriptive right-of-way margin of Shelby County Highway 39, for the purpose of this description along and with the following two courses: with a deflection of $56^{\circ}11'50''$ right, 133.74 feet to a point; thence with a deflection of $14^{\circ}27'46''$ left, 273.28 feet to a point; thence with a deflection of $151^{\circ}34'39''$ right, 28.90 feet to anchor number two.

General Notes:

1. There was not location attempted to determine the location of or the extent of a possible encroachment beneath the surface
2. Subject to easements and rights-of-way, if any.
3. No title search was made by the surveyor.
4. Visible encroachments noted only on the date of the field survey.
5. Date of survey is the date of field survey.
6. This survey is based upon the following:
 - A. Previous boundary survey dated June 26, 1993.
7. Basis of bearings, if used: Assumed North
8. This survey and drawing have been prepared in accord with the Minimum Technical Standards for the Practice of Land Surveying in the State of Alabama.


Jerry O. Peery PLS 12697

LEGEND

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A/C = Air-conditioning
Ave = Avenue
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IPF = Iron Pin Found
IPS = Iron Pin Set 1/2" Rebar
Wth
Cap Marked J. O. Peery
PLS12697
MB = Mapbook
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OHU = Overhead Utilities
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SCM = Set Concrete Monument
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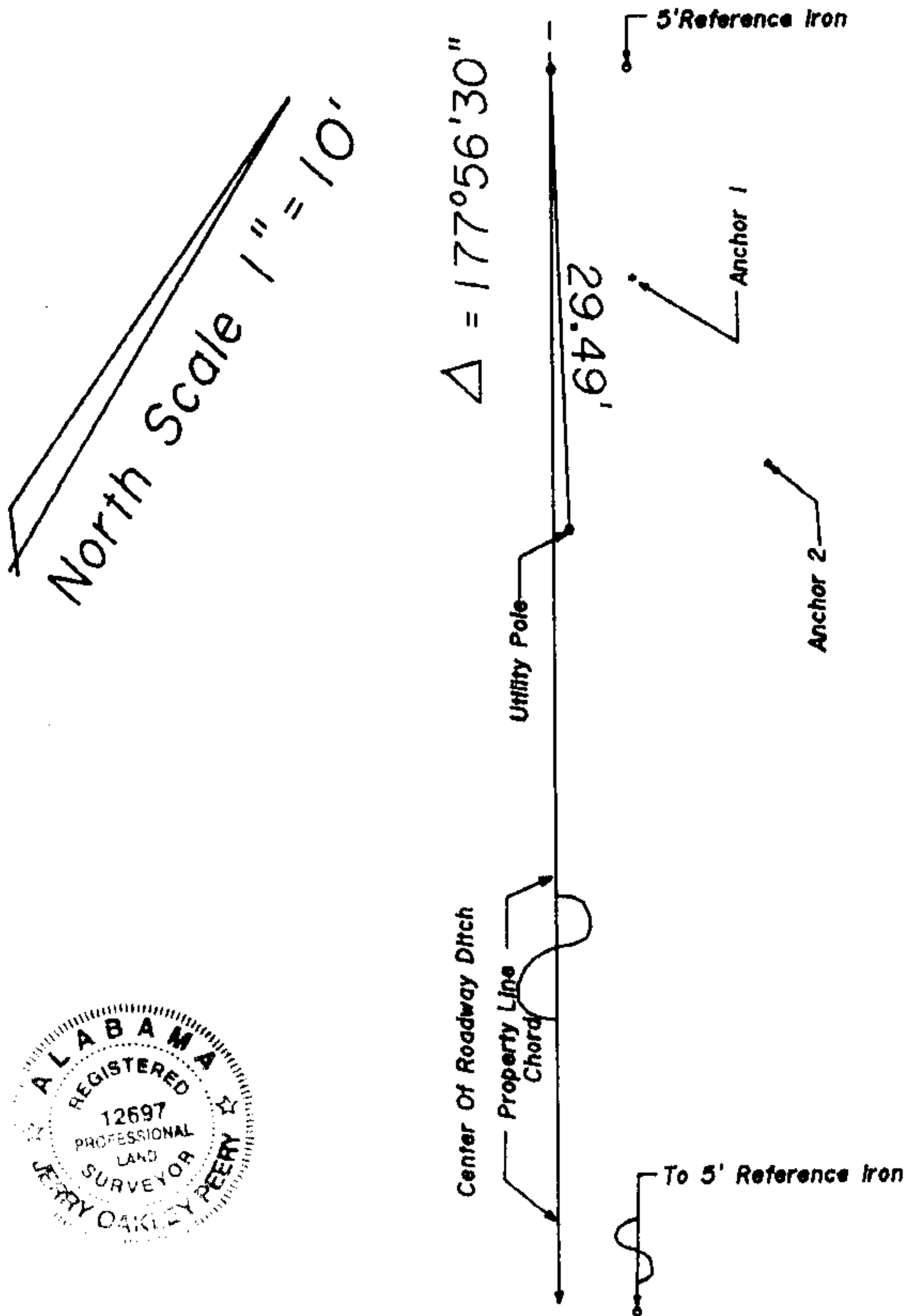
Specific Purpose Survey

This drawing is a supplemental drawing to Drawing 97155.PL1 dated
April 3, 1998 and revised Jan. 30, 1999



Prepared By Jerry O. Peery
Alabama Professional Land Surveyor
7650 Sherry Lane McCalla, Alabama 35111
Telephone (205) 477-4128
Date of Survey: 8/6/97, 10/15/97 & 1/24/99
Date of Drawing Jan. 30, 1999
Job 97155 Drawing 97155H.PL1
Sheet 2 of 2 Sheets

Utility Pole



Evelyn R. Spraitzar Property



Specific Purpose Survey

This drawing is a supplemental drawing to drawing 97155.PL1 Dated April 3, 1998 and revised Jan. 30, 1999

Prepared By: Jerry O. Peery
Alabama Professional Land Surveyor
7650 Sherry Lane McCalla, Alabama 35111
Telephone (205) 477-4128

Date of Survey: 8/6/97, 10/15/97 & 1/24/99
Date of Drawing: Jan. 30, 1999
Job 97155 Drawing 97155J.PL1
Sheet 1 of 2 Sheets

EXHIBIT D

Utility Pole Legal description

State of Alabama
Shelby County

A utility pole situated in the Northwest Quarter of the Southeast Quarter of Section 26, Township 19 South, Range 1 West, Huntsville Principal Meridian, Shelby County, Alabama, and being more particularly described as follows:

Commence at the Southeast Corner of the Southwest Quarter of the Southeast Quarter of said Section 26; thence in a northerly direction, along and with the easterly line of said quarter-quarter section, 1298.56 feet to an iron pipe; thence with a deflection of $0^{\circ}10'17''$ left, 317.81 feet to an old iron pipe in the root of a tree; thence with a deflection of $0^{\circ}18'16''$ right, 55.15 feet to an iron pin on the northerly margin of Shelby County Highway 440, said highway having a prescriptive right-of-way; thence in a southwesterly direction, along and with said northerly prescriptive right-of-way margin, to the intersection with the northeasterly prescriptive right-of-way margin of Williamson Road, for the purpose of this description along and with the following three courses: with a deflection of $105^{\circ}17'55''$ left, 249.63 feet to a point; thence with a deflection of $3^{\circ}36'01''$ left, 116.55 feet to a point; thence with a deflection of $33^{\circ}53'47''$ right, 41.15 feet to a point; thence in a northerly and northwesterly direction along and with the easterly and northeasterly prescriptive right-of-way margin of Williamson Road to the intersection with the easterly prescriptive right-of-way margin of Shelby County Highway 39, for the purpose of this description along and with the following two courses: with a deflection of $56^{\circ}11'50''$ right, 133.74 feet to a point; thence with a deflection of $14^{\circ}27'46''$ left, 273.28 feet to a point; thence with a deflection of $177^{\circ}56'30''$ right, 29.49 feet to a utility pole.

General Notes:

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6. This survey is based upon the following:
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7. Basis of bearings, if used: Assumed North
8. This survey and drawing have been prepared in accord with the Minimum Technical Standards for the Practice of Land Surveying in the State of Alabama.


Jerry O. Peery PLS 12697

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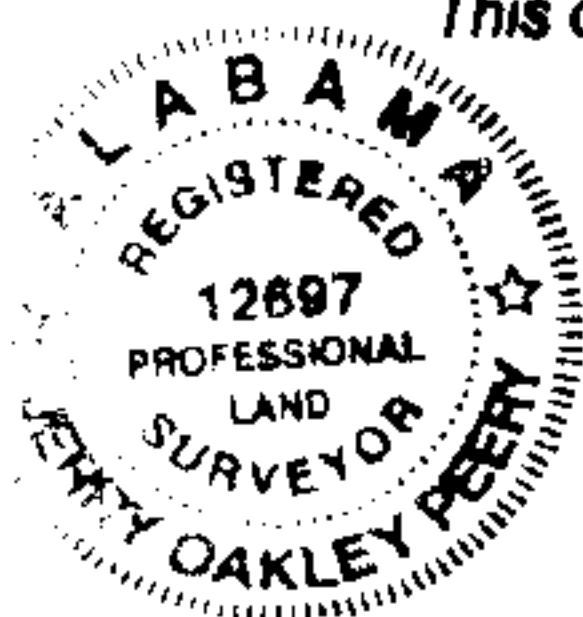
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Specific Purpose Survey

This drawing is a supplemental drawing to Drawing 97155.PL1 dated April 3, 1998 and revised Jan. 30, 1999



Prepared By Jerry O. Peery
Alabama Professional Land Surveyor
7650 Sherry Lane McCalla, Alabama 35111
Telephone (205) 477-4128
Date of Survey: 8/6/97, 10/15/97 & 1/24/99
Date of Drawing Jan. 30, 1999
Job 97155 Drawing 97155J.PL1
Sheet 2 of 2 Sheets

02/10/1999-05604
08:50 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
814 DLN 41.00



Designated Officer, Alabama Power Company

James D. Peery
James D. Peery MS 12697

Prepared For Ms. Evelyn R. Sprout

Specific Purpose Survey

SE Corner SW 1/4-SE 1/4
S 26, T 19 S, R 1 W
Huntsville Principal Meridian
Shelby County, Alabama

Prepared For Ms. Evelyn R. Spritzon
Prepared By: Jerry A. Peary
Assistant Professional Land Surveyor
7850 Sherry Lane McCall, Idaho 83111
Telephone (202) 477-4123
Date of Survey: Aug. 6 & Oct 15, 1987 & Jan. 24, 1988
Date of Drawing: April 3, 1988
Drawing Printed Jan. 30, 1989
Job 87125 Drawing 87125A, L1



EXHIBIT E