

THIS INSTRUMENT PREPARED BY:

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Najjar Denaburg, P.C.
2125 Morris Avenue
Birmingham, Alabama 35203

STATE OF ALABAMA)

MORTGAGE MODIFICATION AGREEMENT

COUNTY OF SHELBY)

This Agreement is by and between Compass Bank ("Bank") and Weatherly Partners, L.L.C. ("Borrower").

WHEREAS, Borrower is indebted to Bank as evidenced by a Promissory Note dated November 23, 1999; and secured by a Mortgage on real property situated in Shelby County, Alabama, such Mortgage being recorded in Instrument #1999-48510 in the office of the Judge of Probate, Shelby County, Alabama ("Mortgage"); and

WHEREAS, Borrower and Bank desire to modify the terms of said Mortgage as set forth herein.

NOW, THEREFORE, for and in consideration of the premises, Borrower and Bank agree that the terms of the Loan are modified as follows:

The amount is increased from \$2,397,200.00 to \$4,500,000.00. The legal description is being modified to add additional property, more particularly described in Exhibit "A" which is attached hereto and made a part hereof. Said legal description includes both the previously mortgaged property and the new acreage.

Except as modified herein, all of the terms and conditions of the Mortgage shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be executed effective the 11 day of August, 2000.

ATTEST

COMPASS BANK

By: [Signature]

Its Vice President

WEATHERLY PARTNERS, L.L.C.

[Signature]
Thomas J. Thornton, Member

[Signature]
Patrick A. Thornton, Member

[Signature]
Robert C. Sinclair, Member

Its _____

ATTEST

Its _____

STATE OF ALABAMA)
SHELBY COUNTY)

I, the undersigned, a notary public in and for said State, in said county, hereby certify that Thomas J. Thornton, Patrick A. Thornton and Robert C. Sinclair, whose names as Members of Weatherly Partners, L.L.C., a limited liability company, are signed to the foregoing, and who are known to me, acknowledged before me on this day, that, being informed of the contents of this instrument, they, as such members and with full authority, executed the same for and as the act of said limited liability company.

Given under my hand and official seal this 11 day of August, 2000.

STATE OF ALABAMA)
SHELBY COUNTY)

[Signature]
NOTARY PUBLIC My Commission Expires May 21, 2004
My commission expires: _____

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Travis McKay, whose name as Vice President of Compass Bank, an Alabama state banking corporation, is signed to the foregoing conveyance, and who is known to me, acknowledged before me on this day that, being informed of the contents of such conveyance, 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 11 day of August, 2000.

[Signature]
NOTARY PUBLIC My Commission Expires May 21, 2004
My commission expires: _____

08/21/2000-28450
10:38 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 C31 3165.20
Inst # 2000-28450

EXHIBIT "A"

Part of Section 31 and part of Section 32, both in Township 20 South, Range 2 West, Shelby County, Alabama, being more particularly described as follows:

Beginning at an existing iron rebar being the most southerly corner of Lot 1331, Weatherly Wixford Forest-Sector 13, as recorded in the Office of the Judge of Probate, Shelby County, Alabama in Map Book 22, pages 23 A&B, run in a northeasterly direction along the southeast line of Lots 1331, 1332, 1333, 1334, 1335 and 1336 for a distance of 1075.0 feet to an existing iron rebar being the most easterly corner of said Lot 1336; thence turn an angle to the right of 2 degrees-0 minutes and run in a northeasterly direction along the southeast lines of Lots 1337 and 1338 for a distance of 490.0 feet to an existing iron rebar, thence turn an angle to the left of 11 degrees-53 minutes-31 seconds and run in a northeasterly direction along the southeast lines of Lots 37, 38, 39, 40, 41 of Weatherly Windsor Sector 11, as recorded in the Office of the Judge of Probate, Shelby County, in Map Book 18, Page 80, and also along the southeast line of Lot 42, A Resurvey of Lots 41, 42, and 43, Weatherly Windsor Sector 11, as recorded in the Office of the Judge of Probate, Shelby County, Alabama, in Map Book 18, Page 84, for a distance of 1378.99 feet to an existing iron rebar; thence turn an angle to the left of 29 degrees-59 minutes-17 seconds and run in a northerly direction along the east line of said Lot 42 and Lot 43 of A Resurvey of Lots 41, 42, and 43, Weatherly Windsor Sector 11 for a distance of 141.95 feet; thence turn an angle to the right of 89 degrees-52 minutes-48 seconds and run in an easterly direction along the south line of Lot 43 of said subdivision for a distance of 154.29 feet; thence turn an angle to the left of 90 degrees-00 minutes-28 seconds and run in a northerly direction along the east line of said Lot 43 and along the east line of Lots 48, 49, 50 and 51 of Weatherly Windsor Sector 11, as recorded in Map Book 18, page 80 for a distance of 1311.82 feet; thence turn an angle to the right of 96 degrees-41 minutes-40 seconds and run in an easterly direction along the south line of Lot 113, Weatherly Windsor Sector 8, as recorded in the Office of the Judge of Probate, Shelby County, Alabama, in Map Book 18, Page 110 for a distance of 374.31 feet to an existing iron pin, thence turn an angle to the right of 0 degrees-10 minutes-06 seconds and run in an easterly direction along the south line of Lot 112 of said Weatherly Windsor Sector 8 for a distance of 310.11 feet to an existing iron pin; thence turn an angle to the left of 0 degrees-19 minutes-38 seconds and run in an easterly direction along the south line of Lot 109, Weatherly Oxford Sector 10, as recorded in the Office of the Judge of Probate, Shelby County, Alabama, in Map Book 9, Page 38, for a distance of 225.29 feet to an existing iron pin; thence turn an angle to the left of 0 degrees-03 minutes-35 seconds and run in an easterly direction for a distance of 63.19 feet to an existing iron pin, thence turn an angle to the right of 0 degrees-12 minutes-54 seconds and run in an easterly direction along the south line of Lot 108, Weatherly Oxford Sector 10, as recorded in Map Book 9, Page 38, for a distance of 240.0 feet to an existing iron pin; thence turn an angle to the right of 90 degrees and run in a southerly direction for a distance of 270.0 feet; thence turn an angle to the right of 90 degrees and run in a westerly direction for a distance of 135.0 feet; thence turn an angle to the left of 60 degrees-05 minutes-31 seconds and run in a southwesterly direction for a distance of 300.37 feet; thence turn an angle to the left of 12 degrees-09 minutes-18 seconds and run in a southwesterly direction for a distance of 181.25 feet; thence turn an angle to the right of 12 degrees-25 minutes-33 seconds and run in a southwesterly direction for a distance of 375.0 feet; thence turn an angle to the left of 15 degrees-04 minutes-07 seconds and run in a southwesterly direction for a distance of 161.55 feet; thence turn an angle to the right of 10 degrees-13 minutes-15 seconds and run in a southwesterly direction for a distance of 168.73 feet; thence turn an angle to the left of 4 degrees-32 minutes-20 seconds and run in a southwesterly direction for a distance of 361.44 feet; thence turn an angle to the right of 10 degrees-45 minutes-45 seconds and run in a southwesterly direction for a distance of 212.13 feet; thence turn an angle to the left of 10 degrees-07 minutes-41 seconds and run in a southwesterly direction for a distance of 430.26 feet; thence turn an angle to the right of 7 degrees-19 minutes-43 seconds and run in a southwesterly direction for a distance of 376.72 feet; thence turn an angle to the left of 3 degrees-44 minutes-50 seconds and run in a southwesterly direction for a distance of 1158.73 feet; thence turn an angle to the right of 5 degrees-26 minutes-45 seconds and run in a southwesterly direction for a distance of 500.62 feet; thence turn an angle to the left of 2 degrees-09 minutes-47 seconds and run in a southwesterly direction for a distance of 800.79 feet; thence turn an angle to the right of 4 degrees-37 minutes-53 seconds and run in a southwesterly direction for a distance of 639.02 feet; thence turn an angle to the left of 27 degrees-03 minutes-11 seconds and run in a southwesterly direction for a distance of 118.92 feet; thence turn an angle to the left of 42 degrees-57 minutes 33 seconds and run in a southerly direction for a distance of 60.0 feet to a point on a curve, said curve being concave in a northerly direction and having a central angle of 34 degrees-25 minutes-37 seconds and a radius of 272.08 feet; thence turn an angle to the right (90 degrees to tangent) and run in a westerly direction along the arc of said curve for a distance of 163.49 feet to the point of ending of said curve, thence run in a westerly direction along a line tangent to the end of said curve for a distance of 20.11 feet to the point of beginning of a new curve, said newest curve being concave in a southerly direction and having a central angle of 14 degrees-13 minutes-31 seconds and a radius of 571.06 feet; thence turn an angle to the left and run in a westerly direction along the arc of said curve for a distance of 141.78 feet to the point of ending of said curve; thence run in a westerly direction along a line tangent to the end of said curve for a distance of 147.54 feet to the point of beginning of a new curve, said curve being concave in a northeasterly direction and having a central angle of 87 degrees-42 minutes-40 seconds and a radius of 466.35 feet; thence turn an angle to the right and run in a northwesterly and northerly direction along the arc of said curve for a distance of 713.91 feet to the point of ending of said curve; thence run in a northerly direction along a line tangent to the end of said curve for a distance of 250.0 feet to a point at the end of a road right-of-way for Weatherly Club Drive; thence turn an angle to the right of 90 degrees and run in an easterly direction along the end of said road right-of-way for a distance of 60.0 feet; thence turn an angle to the right of 90 degrees and run in a southerly direction for a distance of 250.0 feet to the point of beginning of a curve; said curve being concave in a northeasterly direction and having a central angle of 87 degrees-42 minutes-40 seconds and a radius of 406.35 feet; thence turn an angle to the left and run in a southerly and southeasterly direction along the arc of said curve for a distance of 622.06 feet to the point of ending of said curve; thence run in an easterly direction along a line tangent to the end of said curve for a distance of 128.36 feet; thence turn an angle to the left of 80 degrees-48 minutes-34 seconds and run in a northerly direction for a distance of 108.15 feet; thence turn an angle to the left of 11 degrees-24 minutes-16 seconds and run in a northwesterly direction for a distance of 174.05 feet; thence turn an angle to the left of 59 degrees-34 minutes-43 seconds and run in a northwesterly direction for a distance of 193.14 feet; thence turn an angle to the right of 106 degrees-29 minutes-18 seconds and run in a northeasterly direction for a distance of 552.73 feet to an existing iron rebar being on the southeast line of Lot 1323, Weatherly Wixford Forest Sector 13, as recorded in the Office of the Judge of Probate, Shelby County, Alabama, in Map Book 22, Pages 23 A&B; thence turn an angle to the right of 2 degrees-33 minutes-44 seconds and run in a northeasterly direction along the southeast line of said Lot 1323 and Lots 1324, 1325, 1326, 1327, 1328, 1329 and 1330, for a distance of 786.52 feet, more or less, to the point of beginning. Containing 81.4 acres, more or less.

LESS AND EXCEPT:

Lots 2606, 2607, 2612, 2615, 2623 and 2624 in Weatherly Highlands, The Ledges - Sector 26 - Phase One as recorded in Map Book 26, Page 145, in the Office of the Judge of Probate of Shelby County, Alabama.

Inst # 2000-28450

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10:38 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
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