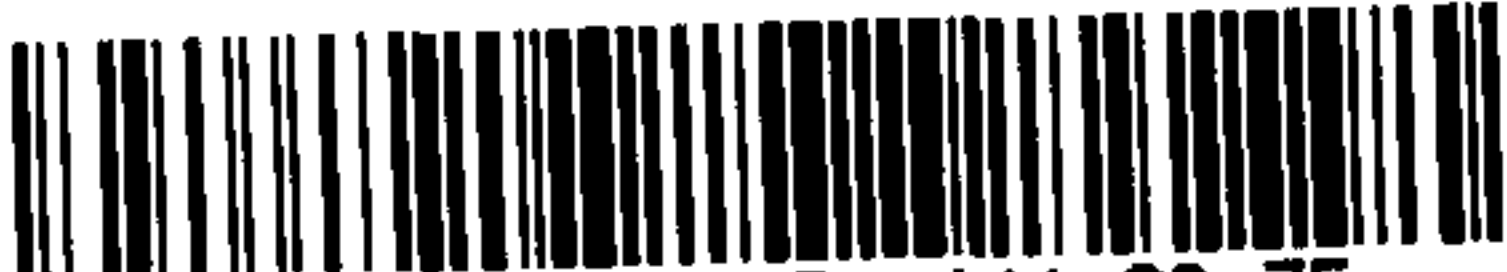


THIS INSTRUMENT PREPARED BY: (NAME): Angela Moseley / Compass Bank  
(ADDRESS): 15 South 20<sup>th</sup> Street Birmingham, AL 35233

  
20020916000444490 Pg 1/1 23.75  
Shelby Cnty Judge of Probate, AL  
09/16/2002 13:07:00 FILED/CERTIFIED

STATE OF ALABAMA  
COUNTY OF JEFFERSON

MORTGAGE MODIFICATION AGREEMENT

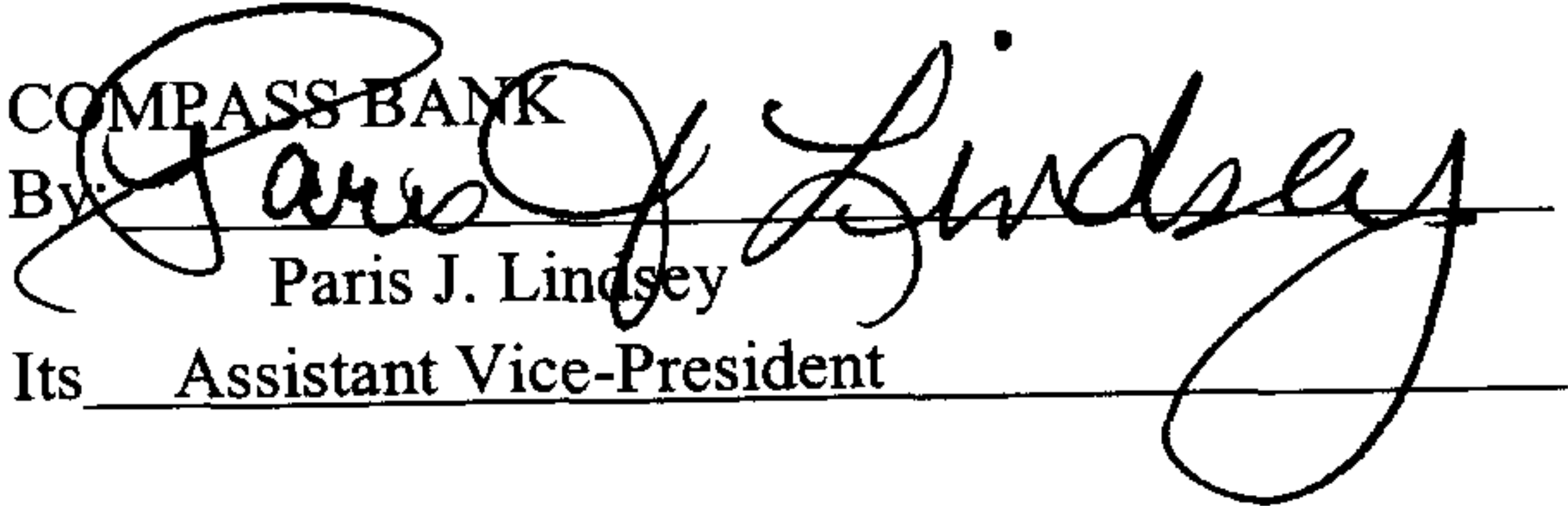
This Agreement is by and between Compass Bank ("Bank") and BRANTLEY HOMES, INC. ("Borrower").

WHEREAS, Borrower is indebted to Bank as evidenced by a Promissory Note dated MAY 16, 2002 ("Note"), and secured by a Mortgage on real property situated in SHELBY County, Alabama, such Mortgage being recorded in 20020627000301930, 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 Mortgage is modified as follows:

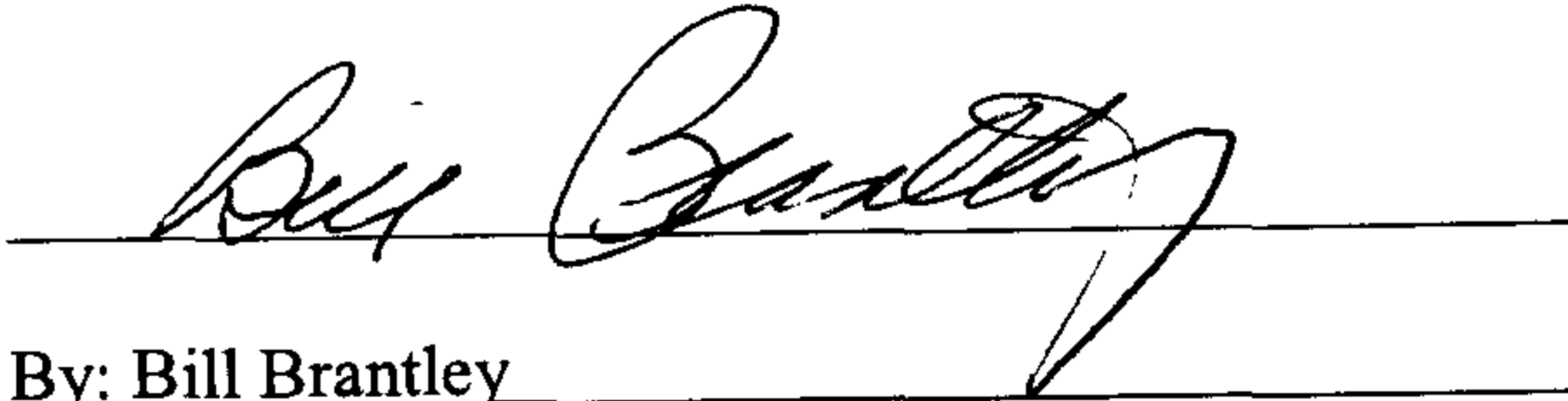
The paragraph that reads, "Whereas, Borrower is justly indebted to Bank on a loan (the "Loan") in the principal sum of One Hundred Twenty Seven Thousand Five Hundred and No/100 Dollars (\$127,500.00)  
**Is now being modified to read,** "Whereas, Borrower is justly indebted to Bank on a loan (the "Loan") in the principal sum of One Hundred Thirty Six Thousand and No/100 Dollars (\$136,000.00)

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 this 30<sup>th</sup> day of August, 2002.

ATTEST  
  
Its \_\_\_\_\_

COMPASS BANK  
By   
Paris J. Lindsey  
Its Assistant Vice-President

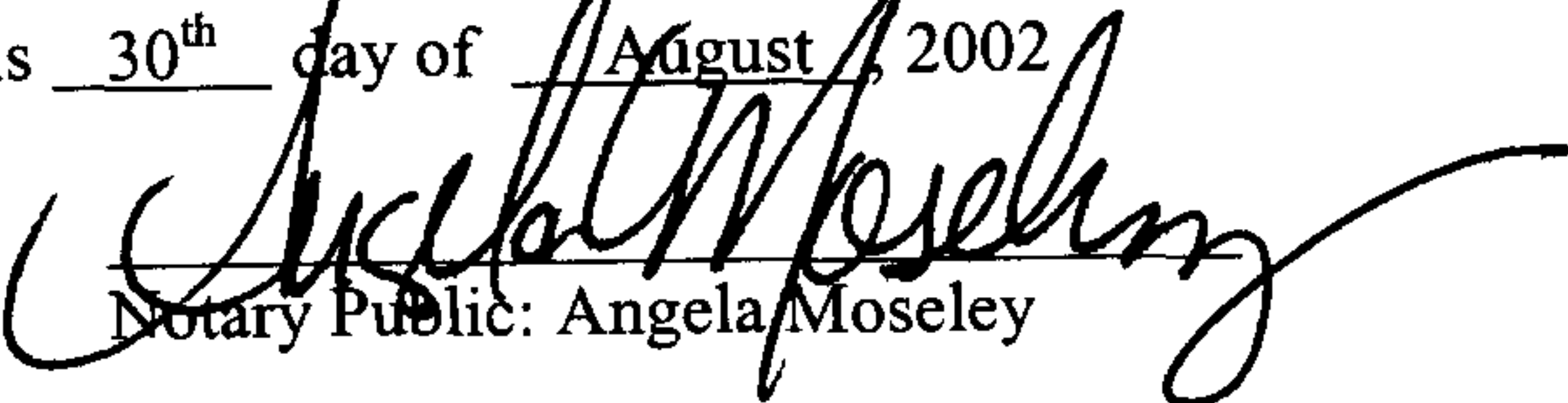
WITNESS  
  
\_\_\_\_\_

Brantley Homes, Inc.  
  
  
By: Bill Brantley  
Its President

ATTEST  
  
Its \_\_\_\_\_

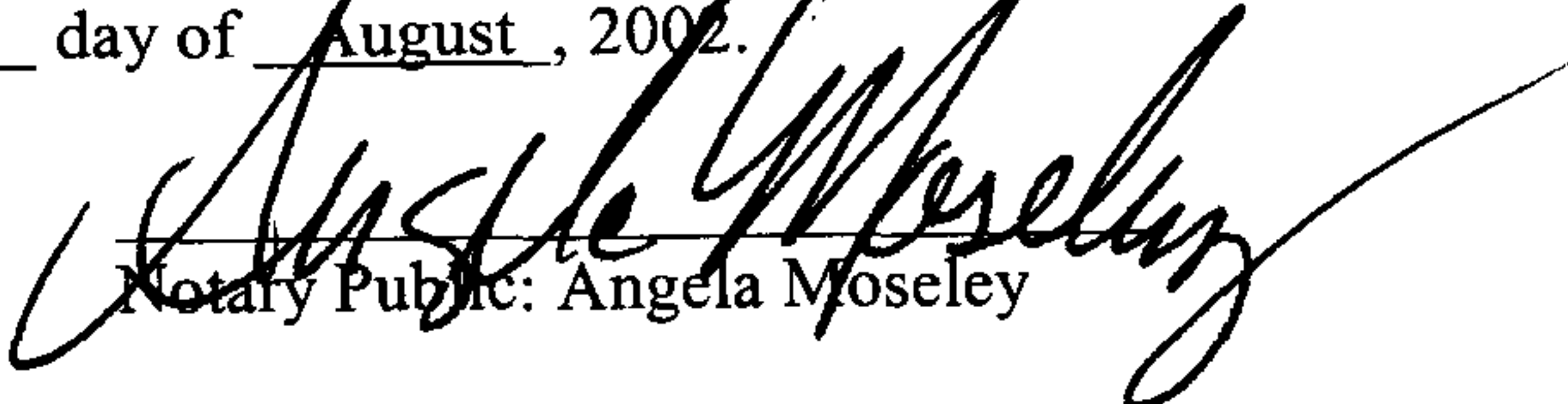
STATE OF ALABAMA  
COUNTY OF JEFFERSON

I, Angela Moseley, a Notary Public in and for said County, in said State, hereby certify that Bill Brantley whose name(s) 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 this conveyance, HE, executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 30<sup>th</sup> day of August, 2002  
My commission expires: 01-15-2005  
  
Notary Public: Angela Moseley

STATE OF ALABAMA  
COUNTY OF JEFFERSON

I, Angela Moseley, a Notary Public in and for said County, in said State, hereby certify that Paris J. Lindsey whose name as Assistant Vice-President of Compass Bank, a 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, SHE, 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 30<sup>th</sup> day of August, 2002.  
My commission expires: 01-15-2005  
  
Notary Public: Angela Moseley