

THIS INSTRUMENT PREPARED BY: Richard W. Theibert, Attorney
Najjar Denaburg, P.C.
2125 Morris Avenue
Birmingham, Alabama 35203

STATE OF ALABAMA)
COUNTY OF SHELBY)

MORTGAGE MODIFICATION AGREEMENT

This Agreement is by and between Bank of Alabama ("Bank") and Robert W. Loveless and wife, Elsie O. Loveless ("Borrower").

WHEREAS, Borrower is indebted to Bank as evidenced by a Promissory Note dated April 4, 2002; and secured by a Mortgage on real property situated in Shelby County, Alabama, such Mortgage being recorded in Instrument No. 2002-15975 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.


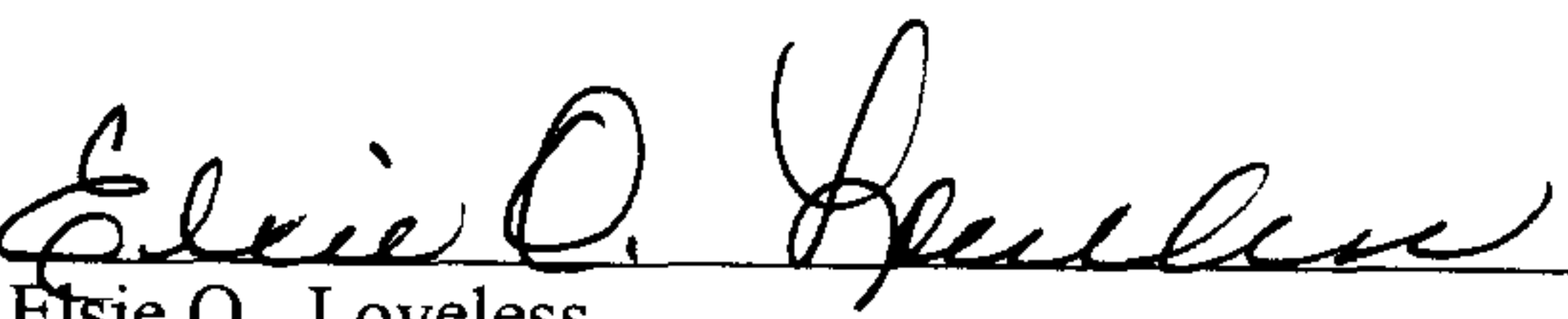
NOW, THEREFORE, for and in consideration of the premises, Borrower and Bank agree that the terms of the Loan are modified as follows:

The mortgage amount is hereby increased from \$330,000.00 to \$360,000.00.

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 the 12th day of November, 2002.

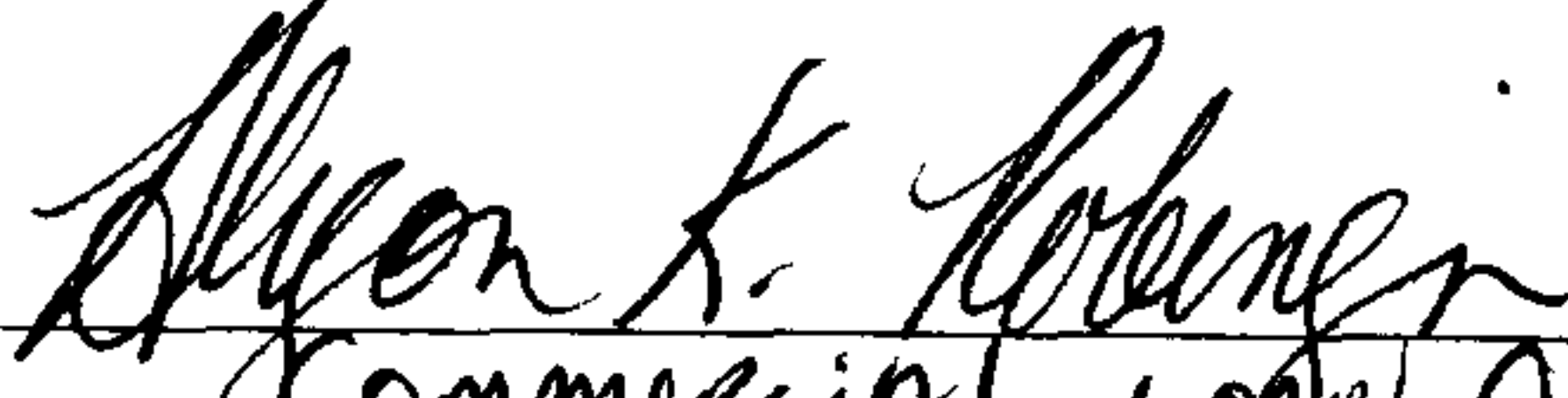
WITNESS


Robert W. Loveless

Elsie O. Loveless

ATTEST

BANK OF ALABAMA

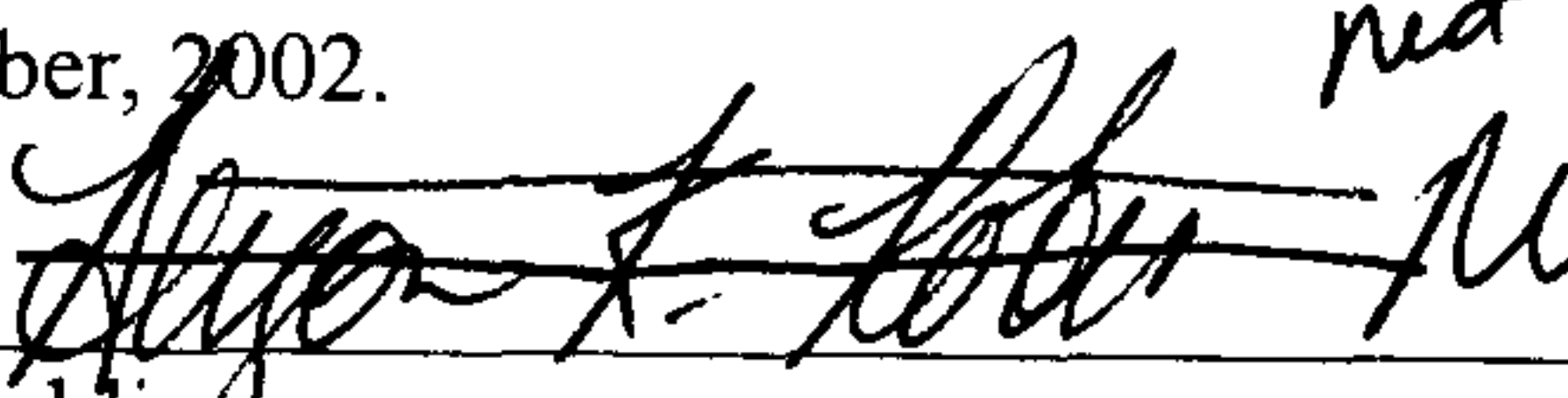
Its _____

By: 
Its: COMMERCIAL LOAN OFFICER

STATE OF ALABAMA)
COUNTY OF JEFFERSON)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Robert W. Loveless and wife, Elsie O. Loveless, whose names are signed to the foregoing conveyance, and who are known to me, acknowledged before me on this day that, being informed of the contents of such conveyance, they executed the same voluntarily on the day the same bears date.

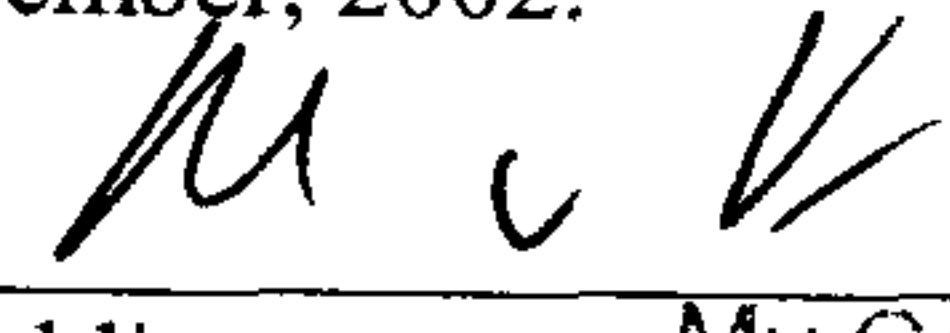
Given under my hand and official seal this 12th day of November, 2002.


Notary Public
My commission expires: _____

STATE OF ALABAMA)
COUNTY OF JEFFERSON)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Alison K. Robinson, whose name as CLO of Bank of Alabama, 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 the conveyance, he, as such CLO and with full authority, executed the same voluntarily for and as the act of said Bank.

Given under my hand and official seal this the 12th day of November, 2002.


Notary Public
My Commission Expires May 21, 2004
My commission expires: _____