


STATE OF ALABAMA)
 :
COUNTY OF SHELBY)


20030909000604400 Pg 1/8 35.00
Shelby Cnty Judge of Probate, AL
09/09/2003 13:34:00 FILED/CERTIFIED

**FIRST AMENDMENT TO SUBORDINATION,
NONDISTURBANCE AND ATTORNMENT AGREEMENT**

THIS FIRST AMENDMENT TO SUBORDINATION, NONDISTURBANCE AND ATTORNMENT AGREEMENT (this "Amendment") is made and entered into as of the 8th day of September, 2003 by and among **GREYSTONE GOLF, LLC**, an Alabama limited liability company ("Borrower"), **GREYSTONE GOLF CLUB, INC.**, an Alabama nonprofit corporation ("Lessee") and **SOUTHTRUST BANK**, an Alabama banking corporation ("Lender").

RECITALS:

Borrower. Lessee and Lender have heretofore entered into a Subordination, Nondisturbance and Attornment Agreement dated as of December 30, 2002 (the "SNDA") which has been recorded as Instrument #20030304000128460 in the Office of the Judge of Probate of Shelby County, Alabama. *Capitalized terms not otherwise expressly defined herein shall have the same meanings given to them in the SNDA.*

The parties agree to amend Exhibit A to the SNDA which sets forth the legal description of the Golf Club Property.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties do hereby agree as follows:

1. **Legal Description of Golf Club Property.** Exhibit A to the SNDA (which sets forth the legal description of the "Founders Course" and the "Legacy Course") is amended by (a) adding or deleting from the legal description of the Founders Course the real property described in Exhibit A attached hereto and incorporated herein by reference (which said Exhibit A reflects which property is being added or deleted from the legal description of the Founders Course) and (b) adding or deleting from the legal description of the Legacy Course the real property described in Exhibit B attached hereto and incorporated herein by reference (which said Exhibit B reflects which property is being added or deleted from the legal description of the Legacy Course).

2. **Full Force and Effect.** Except as expressly modified and amended pursuant to the terms provisions of this Amendment, all of the terms and provisions of the SNDA shall remain in full force and effect and are hereby ratified, confirmed and approved by the parties hereto.

IN WITNESS WHEREOF, Borrower, Lessee and Lender have executed this Amendment as of the day and year first above written.

GREYSTONE GOLF, LLC, an Alabama limited liability company

By: **DANIEL REALTY CORPORATION**,
an Alabama corporation, Its Manager

By: Christopher A. Brown
Its: Sr. Vice President

GREYSTONE GOLF CLUB, INC., an Alabama nonprofit corporation

By: Christopher A. Brown
Its: Vice President

SOUTHTRUST BANK, an Alabama banking corporation

By: A.E. Brown
Its: Group Vice President

STATE OF ALABAMA)
 :
SHELBY COUNTY)

I, the undersigned, a Notary Public in and for said county, in said state, hereby certify that Christopher A. Brown whose name as Sr. Vice President of DANIEL REALTY CORPORATION, an Alabama corporation, as Manager of GREYSTONE GOLF, LLC, an Alabama limited liability company, 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 such corporation in its capacity as manager of said limited liability company.

Given under my hand and official seal this the 8th day of September, 2003.

Debbie D. Stephens
Notary Public
My Commission Expires: April 10, 2006

[NOTARIAL SEAL]

STATE OF ALABAMA)
 :
SHELBY COUNTY)

I, the undersigned, a notary public in and for said county in said state, hereby certify that Christopher A. Brown, whose name as Vice President of GREYSTONE GOLF CLUB, INC., an Alabama nonprofit 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 8th day of September, 2003.

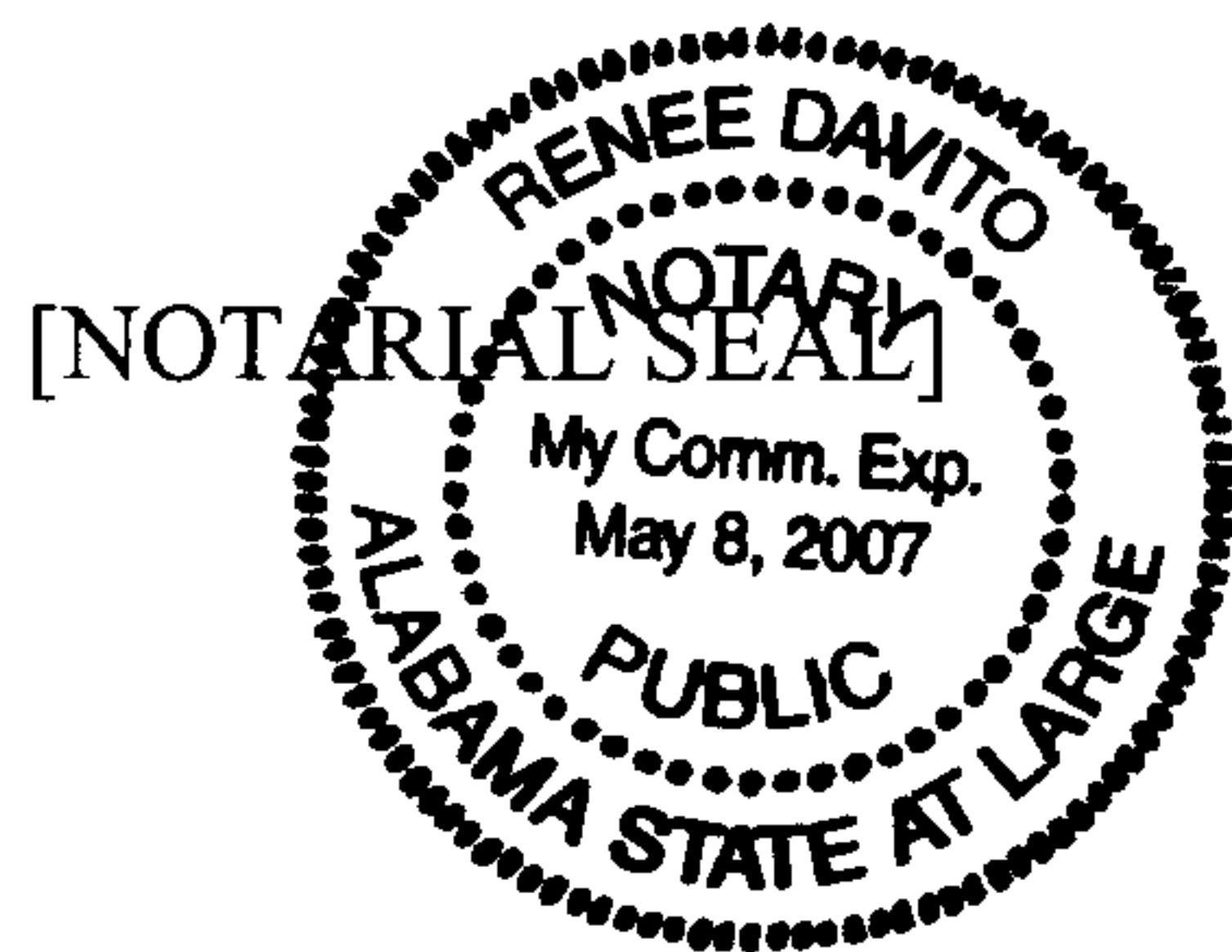
Debbie D. Stephens
Notary Public
My commission expires: April 10, 2006

[NOTARIAL SEAL]

STATE OF Alabama)
COUNTY OF Jefferson)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Stephen Hodges, whose name as Group Vice Pres of SOUTHTRUST 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 banking corporation.

Given under my hand and official seal this the 4th day of September, 2003.



Renee Davito
NOTARY PUBLIC
My Commission Expires: 5/08/07

EXHIBIT A

Real Property Added to or Deleted from Founders Course

Exhibit A to the SNDA is amended by adding the following described real property to the legal description of the real property constituting the Founders Course:

Parcel I

A parcel of land situated in Section 27, Township 18 South, Range 1 West, Shelby County, Alabama, being more particularly described as follows:

Begin at an iron pin found at the Northeast corner of Lot 57A of a Resurvey of Lots 57 and 58 Greystone 8th Sector, as recorded in Map Book 26 on Page 120, in the Office of the Judge of Probate, Shelby County, Alabama, said point also being on the Southwest right-of-way line of Castlehill Road, in said Greystone 8th Sector; thence run in a Southeasterly direction along the Northeast line of Lot 57A for a distance of 65.95 feet to an iron pin found; thence turn an angle to the left of 116 degrees, 06 minutes, 23 seconds and run in a Northeasterly direction for a distance of 80.74 feet to an iron pin found; thence turn an angle to the left of 78 degrees, 42 minutes, 15 seconds and run in a Northwesterly direction for a distance of 64.91 feet to an iron pin set on the Southeast right-of-way line of said Castlehill Road; thence turn an angle to the left of 105 degrees, 54 minutes, 12 seconds and run in a Southwesterly direction along the Southeast right-of-way line of said Castlehill Road for a distance of 20.01 feet to an iron pin found on a curve to the right having a central angle of 02 degrees, 00 minutes, 54 seconds and a radius of 1,267.11 feet; thence run in a Southwesterly direction along the arc of said curve for a distance of 44.56 feet to the point of beginning; said parcel of land containing 4,400 square feet, more or less.

Parcel II

A parcel of land situated in the South half of Section 28, Township 18 South, Range 1 West, Shelby County, Alabama, being more particularly described as follows:

Commence at the Northeast corner of Lot 2, Greystone 9th Sector, as recorded in Map Book 21 on Page 143, in the Office of the Judge of Probate, Shelby County, Alabama, said point also being on the South right of way line of Greystone Way, as recorded in said Greystone 9th Sector; thence run in a Northwesterly direction along the North line of said Lot 2 and also along the South line of said Greystone Way for a distance of 110.53 feet to a point; thence turn an angle to the right of 90 degrees, 00 minutes, 00 seconds and run in a Northeasterly direction for a distance of 60.00 feet to a point on a curve to the left, having a central angle of 02 degrees, 20 minutes, 08 seconds and a radius of 510.49 feet, said point also being on the North right of way line of said Greystone Way; thence run in a Northwesterly direction along the North line of said Greystone Way for a distance of 20.81 feet to the point of beginning; said point of beginning also being on the North right of way line of said Greystone Way; thence turn an angle to the right from the chord of said curve of 114 degrees, 32 minutes, 26 seconds and run in a Northeasterly direction for a distance of 537.97 feet to a point; thence turn an angle to the left of 79 degrees, 39 minutes, 20 seconds and run in a Northwesterly

direction for a distance of 85.75 feet to a point; thence turn an angle to the left of 141 degrees, 22 minutes, 27 seconds and run in a Southeasterly direction for a distance of 39.43 feet to a point; thence turn an angle to the right of 31 degrees, 30 minutes, 12 seconds and run in a Southwesterly direction for a distance of 58.48 feet to a point; thence turn an angle to the right of 13 degrees, 26 minutes, 12 seconds and run in a Southwesterly direction for a distance of 86.05 feet to a point; thence turn an angle to the right of 06 degrees, 40 minutes, 17 seconds and run in a Southwesterly direction for a distance of 385.36 feet to a point; thence turn an angle to the right of 36 degrees, 12 minutes, 53 seconds and run in a Southwesterly direction for a distance of 87.77 feet to a point; thence turn an angle to the left of 39 degrees, 20 minutes, 52 seconds and run in a Southwesterly direction for a distance of 29.65 feet to a point; thence turn an angle to the right of 31 degrees, 45 minutes, 15 seconds and run in a Southwesterly direction for a distance of 68.94 feet to a point; thence turn an angle to the left of 51 degrees, 59 minutes, 06 seconds and run in a Southwesterly direction for a distance of 47.39 feet to a point; thence turn an angle to the right of 22 degrees, 25 minutes, 45 seconds and run in a Southwesterly direction for a distance of 40.51 feet to a point on a curve to the right, having a central angle of 05 degrees, 50 minutes, 16 seconds and a radius of 510.49 feet, said point also being on the North right of way line of said Greystone Way; thence turn an angle to the left to the chord of said curve of 159 degrees, 41 minutes, 43 seconds and run in a Northeasterly direction along the arc of said curve for a distance of 52.01 feet to a point, said point also being on the North right of way line of said Greystone Way; thence turn an angle to the left from the chord of said curve of 65 degrees, 45 minutes, 54 seconds and run in a Northerly direction for a distance of 45.27 feet to a point; thence turn an angle to the right of 90 degrees, 30 minutes, 37 seconds and run in a Northeasterly direction for a distance of 54.84 feet to a point; thence turn an angle to the right of 75 degrees, 19 minutes, 12 seconds and run in a Southeasterly direction for a distance of 26.03 feet to a point on a curve to the right, having a central angle of 24 degrees, 10 minutes, 53 seconds and a radius of 510.49 feet, said point also being on the North right of way line of said Greystone Way; thence turn an angle to the left to the chord of said curve of 77 degrees, 50 minutes, 26 seconds and run along the arc of said curve in a Northeasterly direction for a distance of 215.45 feet to the point of beginning; said parcel of land containing 1.3 acres, more or less.

Parcel III

A parcel of land situated in the South half of Section 28, Township 18 South, Range 1 West, Shelby County, Alabama, being more particularly described as follows:

Commence at the Northeast corner of Lot 2, Greystone 9th Sector, as recorded in Map Book 21, on Page 143, in the Office of the Judge of Probate, Shelby County, Alabama, said point also being on the South right of way line of Greystone Way, as recorded in said Greystone 9th Sector; thence run in a Northwesterly direction along the North line of said Lot 2 and also along the South line of said Greystone Way for a distance of 110.53 feet to a point; thence turn an angle to the right of 90 degrees, 00 minutes, 00 seconds and run in a Northeasterly direction for a distance of 60.00 feet to a point on a curve to the left, having a central angle of 02 degrees, 20 minutes, 08 seconds and a radius of 510.49 feet, said point also being on the North right of way line of said Greystone Way; thence run in a Northwesterly direction along the North line of said Greystone Way for a distance of 20.81 feet to a point on the North right of way line of said Greystone Way; thence turn an angle to the right from the chord of said curve of 114 degrees, 32 minutes, 26 seconds and run in a Northeasterly direction for a distance of 537.97 feet to a point; thence turn an angle to the left of 79 degrees, 39 minutes, 20 seconds and run in a Northwesterly direction for a distance of 55.02 feet to the point of beginning; thence turn an angle to the right of 44

degrees, 04 minutes, 17 seconds and run in a Northerly direction for a distance of 5.33 feet to a point; thence turn an angle to the left of 21 degrees, 54 minutes, 12 seconds and run in a Northwesterly direction for a distance of 35.51 feet to a point; thence turn an angle to the left of 17 degrees, 05 minutes, 52 seconds and run in a Northwesterly direction for a distance of 44.16 feet to a point; thence turn an angle to the left of 07 degrees, 31 minutes, 23 seconds and run in a Northwesterly direction for a distance of 83.35 feet to a point; thence turn an angle to the right of 90 degrees, 15 minutes, 36 seconds and run in a Northeasterly direction for a distance of 5.67 feet to a point; thence turn an angle to the left of 24 degrees, 05 minutes, 41 seconds and run in a Northeasterly direction for a distance of 33.43 feet to a point; thence turn an angle to the left of 59 degrees, 41 minutes, 39 seconds and run in a Northwesterly direction for a distance of 22.67 feet to a point; thence turn an angle to the left of 66 degrees, 09 minutes, 58 seconds and run in a Southwesterly direction for a distance of 34.93 feet to a point; thence turn an angle to the right of 59 degrees, 44 minutes, 36 seconds and run in a Northwesterly direction for distance of 78.78 feet to a point; thence turn an angle to the left of 83 degrees, 02 minutes, 50 seconds and run in a Southwesterly direction for a distance of 20.80 feet to a point; thence turn an angle to the left of 94 degrees, 35 minutes, 48 seconds and run in a Southeasterly direction for a distance of 298.28 feet to the point of beginning; said parcel of land containing 7,012 square feet, more or less.

Exhibit A to the SNDA is amended by deleting the following described real property from the legal description of the real property constituting the Founders Course:

Part of the Northeast quarter of the Northeast quarter of Section 32, Township 18 South, Range 1 West, Shelby County, Alabama, being more particularly described as follows:

Commence at the Southwest corner of Lot 2 of Greystone Ridge Garden Homes, as recorded in Map Book 16, on Page 31 in the Office of the Judge of Probate, Shelby County, Alabama; thence run in a Northeasterly direction along the Northwest line of said Lot 2 and also along the Northeast right of way line of Berwick Road for a distance of 74.00 feet to the Northwest corner of said Lot 2 and also the point of beginning, said point of beginning on a curve to the right, having a central angle of 55 degrees, 00 minutes, 45 seconds and a radius of 20.00 feet; thence run in a Northeasterly direction along the arc of said curve for a distance of 19.20 feet to a point; thence run tangent to last stated curve in a Northeasterly direction for a distance of 21.03 feet to a point on a curve to the left, having a central angle of 125 degrees, 54 minutes, 45 seconds and a radius of 50.00 feet; thence run in a Northeasterly to Northwesterly direction along the arc of said curve for a distance of 109.88 feet to a point on a reverse curve to the right, having a central angle of 70 degrees, 54 minutes, 00 seconds and a radius of 20.00 feet; thence run in a Northwesterly direction along the arc of said curve for a distance of 24.75 feet to a point; thence turn an angle to the left from the chord of last stated curve of 144 degrees, 33 minutes, 00 seconds and run in a Southwesterly direction along the Northeast right of way line of said Berwick Road for a distance of 135.56 feet to the point of beginning; said part containing 3,781 square feet, more or less.

EXHIBIT B

Real Property Added to or Deleted from Legacy Course

Exhibit A to the SNDA is amended by deleting the following described real property from the legal description of the real property constituting the Legacy Course:

Legacy Course Deletions

A parcel of land situated in the Southwest quarter of Section 14, Township 18 South, Range 1 West, Shelby County, Alabama, being more particularly described as follows:

Commence at the Northwest corner of said Southwest quarter and run in a Southeasterly direction for a distance of 102.56 feet to a point on a curve to the right, having a central angle of 06 degrees, 50 minutes, 18 seconds and a radius of 401.10 feet, said point also being on the South right of way line of proposed Legacy Drive; thence turn an angle to the left to the chord of said curve of 86 degrees, 32 minutes, 26 seconds and run in a Northeasterly direction along the arc of said curve and also along the South right of way line of said proposed Legacy Drive for a distance of 47.87 feet to a point; thence run tangent to last stated curve in a Northeasterly direction along the South line of said proposed Legacy Drive for a distance of 176.46 feet to a point on a curve to the right, having a central angle of 14 degrees, 16 minutes, 17 seconds and a radius of 655.33 feet; thence run along the arc of said curve in a Northeasterly direction and also along the South right of way line of said proposed Legacy Drive for a distance of 163.23 feet to the point of beginning; thence turn an angle to the right from the chord of said curve of 100 degrees, 33 minutes, 31 seconds and run in a Southwesterly direction along the West line of Lot 819 in proposed Greystone Legacy 8th Sector for a distance of 189.91 feet to a point; thence turn an angle to the left of 37 degrees, 50 minutes, 11 seconds and run in a Southeasterly direction along the Southwest line of said proposed Lot 819 for a distance of 131.38 feet to a point; thence turn an angle to the left of 102 degrees, 49 minutes, 45 seconds and run in a Northeasterly direction along the Southeast line of said Lot 819 for a distance of 70.45 feet to a point; thence turn an angle to the right of 57 degrees, 56 minutes, 44 seconds and run in a Southeasterly direction along the South line of said Lot 819 for a distance of 72.06 feet to a point; thence turn an angle to the right of 05 degrees, 39 minutes, 02 seconds and run in a Southeasterly direction along the South line of Lot 818 in said proposed Greystone Legacy 8th Sector for a distance of 150.31 feet to a point at the Southeast corner of said Lot 818; thence turn an angle to the left of 170 degrees, 42 minutes, 52 seconds and run in a Northwesterly direction for a distance of 278.28 feet to a point; thence turn an angle to the right of 73 degrees, 20 minutes, 34 seconds and run in a Northeasterly direction for a distance of 175.65 feet to a point on a curve to the left, said point also being on the South right of way line of said Legacy Drive, having a central angle of 08 degrees, 58 minutes, 56 seconds and a radius of 655.33 feet; thence run in a Northwesterly to Southwesterly direction along the South right of way line of said Legacy Drive for a distance of 102.74 feet to the point of beginning; said parcel of land containing 32,277 square feet, more or less.