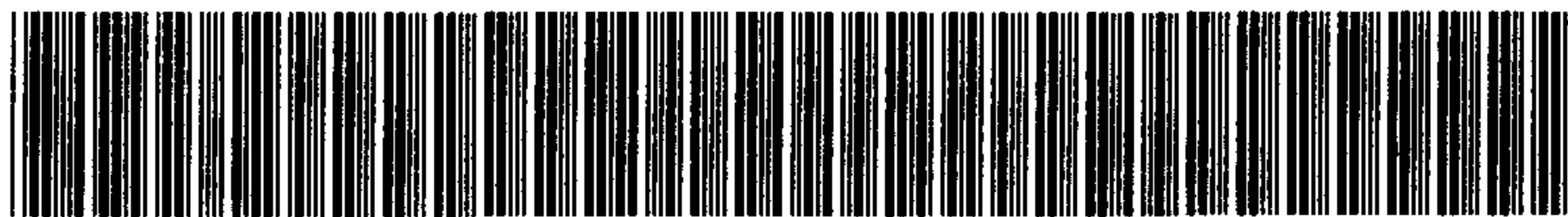


WHEN RECORDED MAIL TO:
REGIONS BANK
BIRMINGHAM RESIDENTIAL CONSTRUCTION
105 VULCAN BUILDING
4TH FLOOR
BIRMINGHAM, AL 35209

SPACE ABOVE THIS LINE IS FOR RECORDER'S USE ONLY



MODIFICATION OF MORTGAGE



DOC48000000350220880020000000

THIS MODIFICATION OF MORTGAGE dated October 26, 2004, is made and executed between PROCTOR & SONS BUILDERS INC, whose address is 1019 FAIRMONT CIRCLE, BIRMINGHAM, AL 35242-2445; A CORPORATION (referred to below as "Grantor") and REGIONS BANK, whose address is 105 VULCAN BUILDING, 4TH FLOOR, BIRMINGHAM, AL 35209 (referred to below as "Lender").

MORTGAGE. Lender and Grantor have entered into a Mortgage dated March 30, 2004 (the "Mortgage") which has been recorded in Shelby County, State of Alabama, as follows:

Recorded date 04/19/2004 in Instrument #20040419000201050 with the Judge of Probate Office.

REAL PROPERTY DESCRIPTION. The Mortgage covers the following described real property located in Shelby County, State of Alabama:
Lot 31, according to the First Amended Plat of Greystone Farms North, Phase I, as recorded in Map Book 23, Page 57, in the Probate Office of Shelby County, Alabama.

The Real Property or its address is commonly known as 611 Springbank Terrace, Birmingham, AL 35242.

MODIFICATION. Lender and Grantor hereby modify the Mortgage as follows:

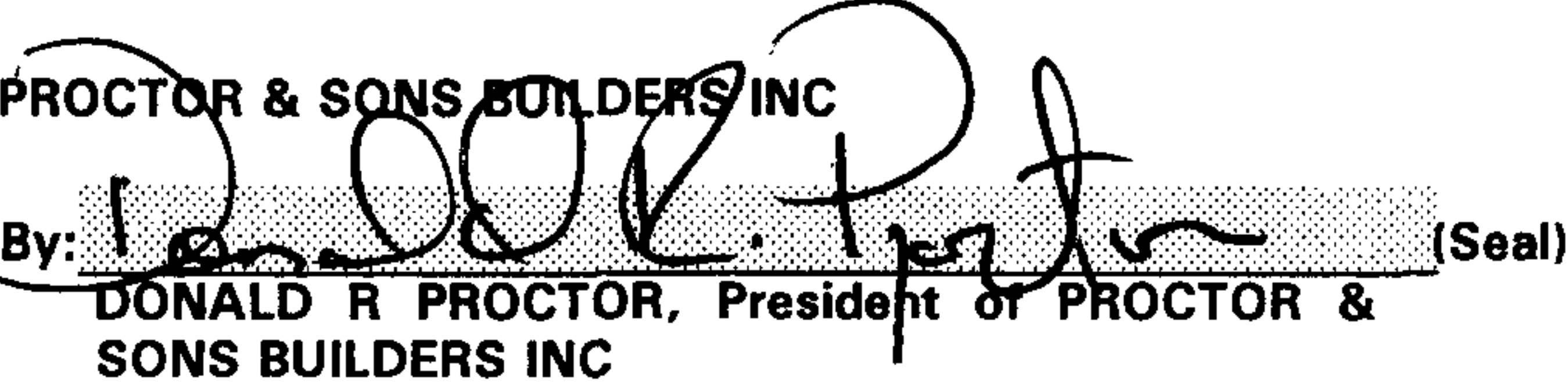
Principal increase from \$390,000.00 to \$416,000.00.

CONTINUING VALIDITY. Except as expressly modified above, the terms of the original Mortgage shall remain unchanged and in full force and effect and are legally valid, binding, and enforceable in accordance with their respective terms. Consent by Lender to this Modification does not waive Lender's right to require strict performance of the Mortgage as changed above nor obligate Lender to make any future modifications. Nothing in this Modification shall constitute a satisfaction of the promissory note or other credit agreement secured by the Mortgage (the "Note"). It is the intention of Lender to retain as liable all parties to the Mortgage and all parties, makers and endorser to the Note, including accommodation parties, unless a party is expressly released by Lender in writing. Any maker or endorser, including accommodation makers, shall not be released by virtue of this Modification. If any person who signed the original Mortgage does not sign this Modification, then all persons signing below acknowledge that this Modification is given conditionally, based on the representation to Lender that the non-signing person consents to the changes and provisions of this Modification or otherwise will not be released by it. This waiver applies not only to any initial extension or modification, but also to all such subsequent actions.

GRANTOR ACKNOWLEDGES HAVING READ ALL THE PROVISIONS OF THIS MODIFICATION OF MORTGAGE AND GRANTOR AGREES TO ITS TERMS. THIS MODIFICATION OF MORTGAGE IS DATED OCTOBER 26, 2004.

THIS MODIFICATION IS GIVEN UNDER SEAL AND IT IS INTENDED THAT THIS MODIFICATION IS AND SHALL CONSTITUTE AND HAVE THE EFFECT OF A SEALED INSTRUMENT ACCORDING TO LAW.

GRANTOR:

PROCTOR & SONS BUILDERS INC
By:  (Seal)
DONALD R PROCTOR, President of PROCTOR &
SONS BUILDERS INC

LENDER:

REGIONS BANK

X _____ (Seal)
Authorized Signer

This Modification of Mortgage prepared by:
Name: Catherine Ryan
Address: 105 VULCAN BUILDING
City, State, ZIP: BIRMINGHAM, AL 35209

MODIFICATION OF MORTGAGE
(Continued)

Loan No: 00350220880020

Page 2

CORPORATE ACKNOWLEDGMENT

STATE OF _____)
) SS
COUNTY OF _____)

I, the undersigned authority, a Notary Public in and for said county in said state, hereby certify that **DONALD R PROCTOR, President of PROCTOR & SONS BUILDERS INC**, a corporation, is signed to the foregoing Modification and who is known to me, acknowledged before me on this day that, being informed of the contents of said Modification of Mortgage, he or 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 _____ day of _____, 20_____.

Notary Public

My commission expires _____

LENDER ACKNOWLEDGMENT

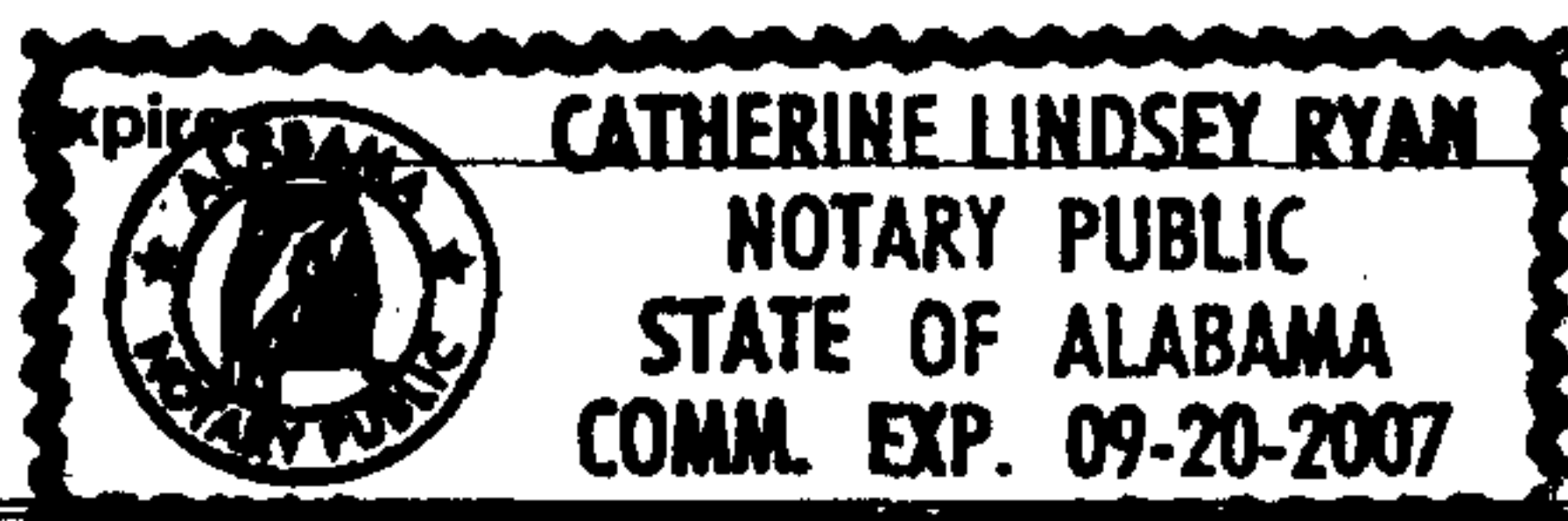
STATE OF Alabama)
) SS
COUNTY OF Jefferson)

I, the undersigned authority, a Notary Public in and for said county in said state, hereby certify that _____ a corporation, is signed to the foregoing Modification and who is known to me, acknowledged before me on this day that, being informed of the contents of said Modification of Mortgage, he or 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 26th day of November, 2004.

Catherine Lindsey Ryan
Notary Public

My commission expires _____



Prepared by: Gil Ferguson
Regions Bank
105 Vulcan Road, Suite 400
Birmingham, AL 35209

STATE OF ALABAMA)
JEFFERSON COUNTY)

AFFIDAVIT

Before me, the undersigned Notary Public in and for said County in said State, personally appeared Catherine Lindsey Ryan who, being known to me, and who is being by me first duly sworn, deposes under oath and says as follows:

1. That the undersigned is over the age of twenty-one (21) years and a resident of Birmingham, Jefferson County, Alabama, with knowledge and information pertaining to the facts in this affidavit.
2. That, at the direction of the undersigned, a modification to a mortgage was prepared, increasing the amount of the loan to \$416,000.00 on November 26, 2004, on the below described property:

Lot 31, according to the First Amended Plat of Greystone Farms North, Phase I, as recorded in Map Book 23, Page 57, in the Probate Office of Shelby County, Alabama.

3. That on said mortgage the legal description, through error, was incorrectly stated. It should have been typed as follows:

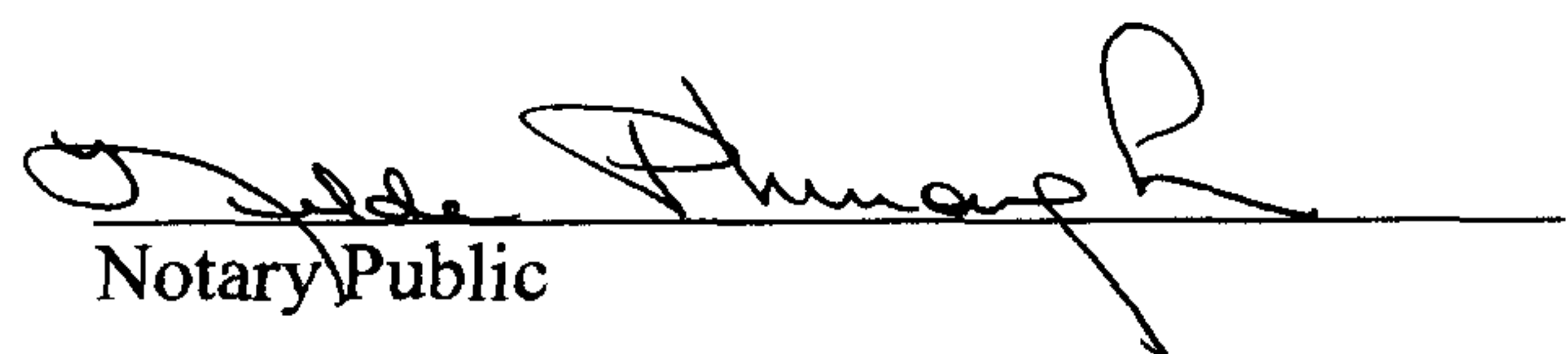
Lot 921, according to the Survey of Greystone Legacy, 9th Sector, as recorded in Map Book 32, page 44 A & B, in the Office of the Judge of Probate of Shelby County, Alabama, being situated in Shelby County, Alabama.

4. That this affidavit is given for the purpose of correcting this scrivener's error.

IN WITNESS WHEREOF, I have set my hand and seal this ____ 27th ____ day of November, 2004.


Catherine Lindsey Ryan

Sworn to and subscribed
before me this the 27th
day of November, 2004.


Notary Public

My Commission Expires 5/8/07