

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

STATE OF ALABAMA)

SHELBY COUNTY)

**MODIFICATION OF MORTGAGE & ASSIGNMENT OF
RENTS AND LEASES**

This Agreement is by and between Compass Bank ("Bank") and Pelham Retail Investments, LLC ("Borrower").

WHEREAS, Borrower is indebted to Bank as evidenced by a Promissory Note dated May 30, 2003; and secured by a Mortgage on real property situated in Shelby County, Alabama, such Mortgage being recorded in Instrument No. 2003-34231 in the office of the Judge of Probate, Shelby County, Alabama ("Mortgage") together with Assignment of Rents and Leases recorded in Instrument No. 2003-34232; and

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

NOW, THEREFORE, for and in consideration of the premises, Borrower and Bank agree that the Mortgage and Assignment of Rents and Leases are modified as follows:

The principal amount of the mortgage is hereby increased from \$955,000.00 to \$1,055,000.00.

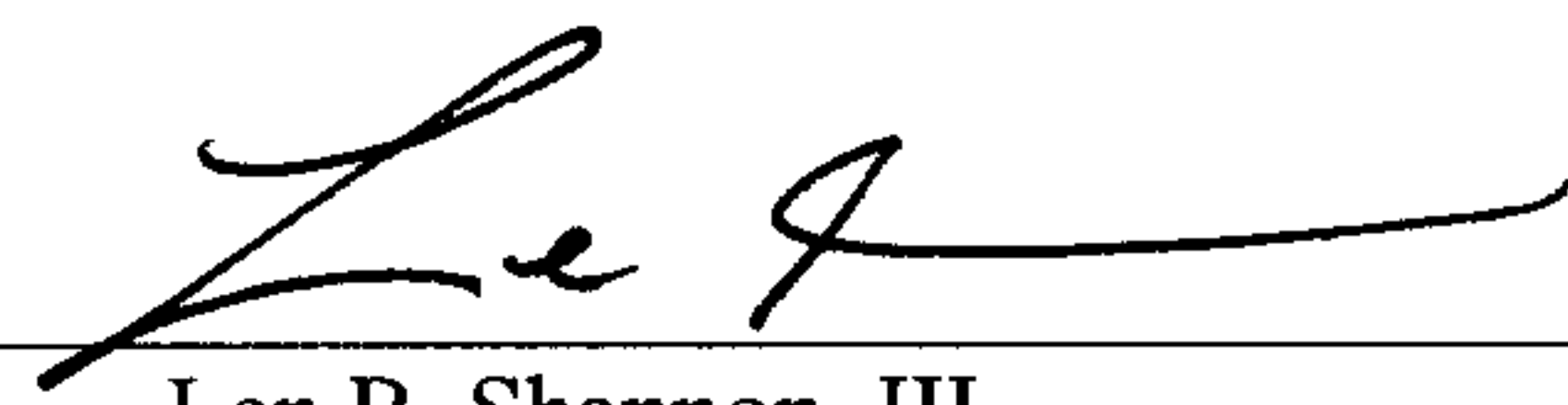
Except as modified herein, all of the terms and conditions of the Mortgage and Assignment of Rents and Leases shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be executed effective the 9th day of November, 2004.

ATTEST

Pelham Retail Investments, LLC

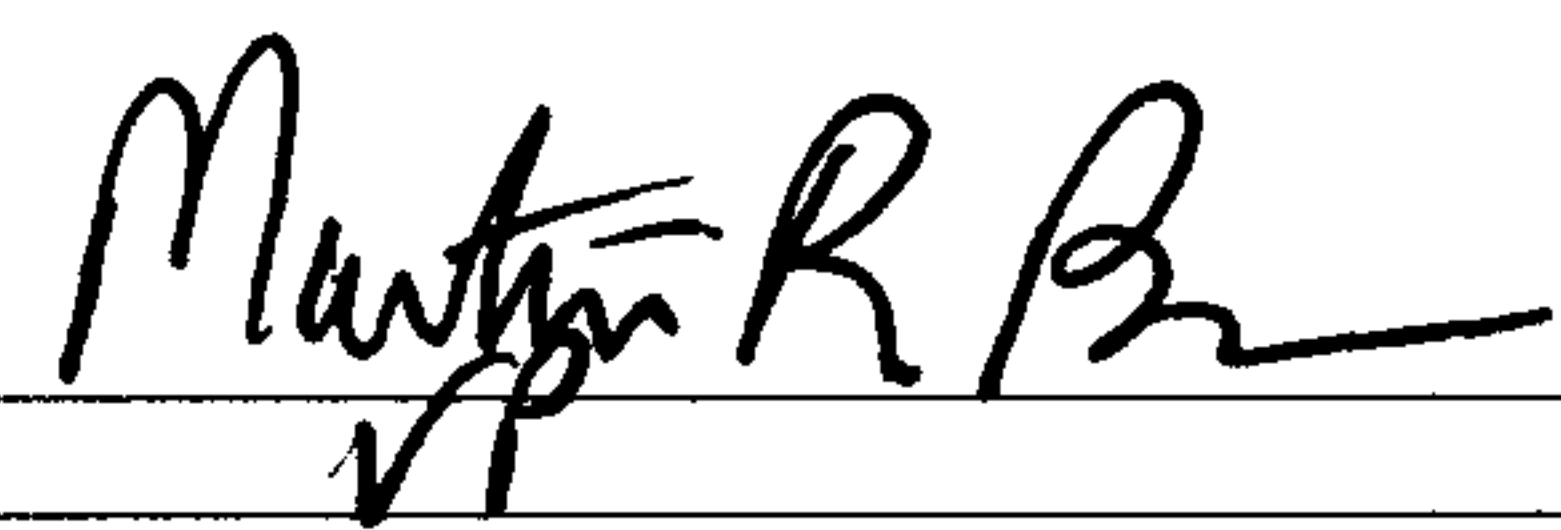
By: Shannon Investment Realty, LLC, Member


By: Len B. Shannon, III
Its: Member

ATTEST

Compass Bank

Its _____


By: _____
Its: _____

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned Notary Public in and for said County in said State, hereby certify that Len B. Shannon, III, whose name as Member of Shannon Investment Realty, LLC, a limited liability company and member of Pelham Retail Investments, LLC, a 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 document, he, as such member and with full authority, executed the same voluntarily for and as the act of said limited liability companies.

Given under my hand and official seal this 19th day of November, 2004.

Rhonda Pichon Copenhaver

Notary Public

My Commission Expires: 1/27/07

STATE OF ALABAMA)
COUNTY OF JEFFERSON)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Martin R. Brown whose name as Vice President of Compass Bank, 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 officer 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 29th day of November, 2004.

Delicia L. Ridd

Notary Public

My commission expires: 2/1/07