


*This instrument was prepared by:
Wachovia Bank, National Association
P.O. Box 2554
Birmingham, Alabama 35290
Attention: Residential Lending*


20050712000347930 1/4 \$1227.80
Shelby Cnty Judge of Probate, AL
07/12/2005 11:00:44AM FILED/CERT

AMENDMENT TO MORTGAGE AND SECURITY AGREEMENT

This Amendment to Mortgage and Security Agreement is entered into on June 9, 2005.

CHELSEA PARK HOMES, INC., an Alabama corporation ("Grantor") has made and delivered to **Wachovia Bank, National Association, successor by merger to SouthTrust Bank**, an Alabama banking corporation ("Bank"), a Mortgage and Security Agreement ("Mortgage") dated October 14, 2004, recorded in Instrument No. **20041101000600080**, with the Judge of Probate of Shelby County, Alabama in order to secure a Promissory Note from Thornton Construction Company, Inc. ("Borrower") dated February 24, 2004 (as the same may hereafter be extended, renewed, amended, or modified, the "Note") evidencing a revolving loan in the principal amount of up to Ten Million and No/100 Dollars (\$10,000,000.00) outstanding from time to time, interest thereon and certain other indebtedness and obligations of Borrower and Grantor (or either of them) from time to time owing to Bank.

Grantor has requested that the Mortgage be amended to add additional property, and Bank has consented to amend the Mortgage to do so.

NOW, THEREFORE, in consideration of the above provisions, and in further consideration of the mutual covenants contained in this Amendment, the parties agree as follows:

1. Amendments to Mortgage. The Mortgage is amended as follows:

Exhibit A to the Mortgage is amended by adding the real property described in Exhibit A hereto with the same effect as if such property were described in Exhibit A to the original Mortgage, including, without limitation, all improvements now existing or hereafter constructed or located thereat, all appurtenances and all tangible and intangible personal property relating thereto (collectively, the "Added Property"). Grantor hereby grants, bargains, sells, conveys, mortgages and assigns the Added Property to Bank, subject to the terms and conditions of the Mortgage.

2. Continued Effectiveness of Documents. In all other respects the Mortgage shall remain unchanged and in full force and effect, and Grantor affirms that it has no offsets or defenses to its obligations pursuant to the Mortgage or other documents executed in connection therewith.

* * *

IN WITNESS OF THESE AMENDMENTS, the parties have executed this Amendment as of the date appearing as of the first page of this Amendment.

GRANTOR:

CHELSEA PARK HOMES, INC.,
an Alabama corporation

BY: Mary Thornton Taylor
Its: Vice President

STATE OF ALABAMA)
COUNTY OF JEFFERSON)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Mary Thornton Taylor, whose name as Vice-President of Chelsea Park Homes, Inc., an Alabama 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 the instrument, s/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 9th day of June, 2005

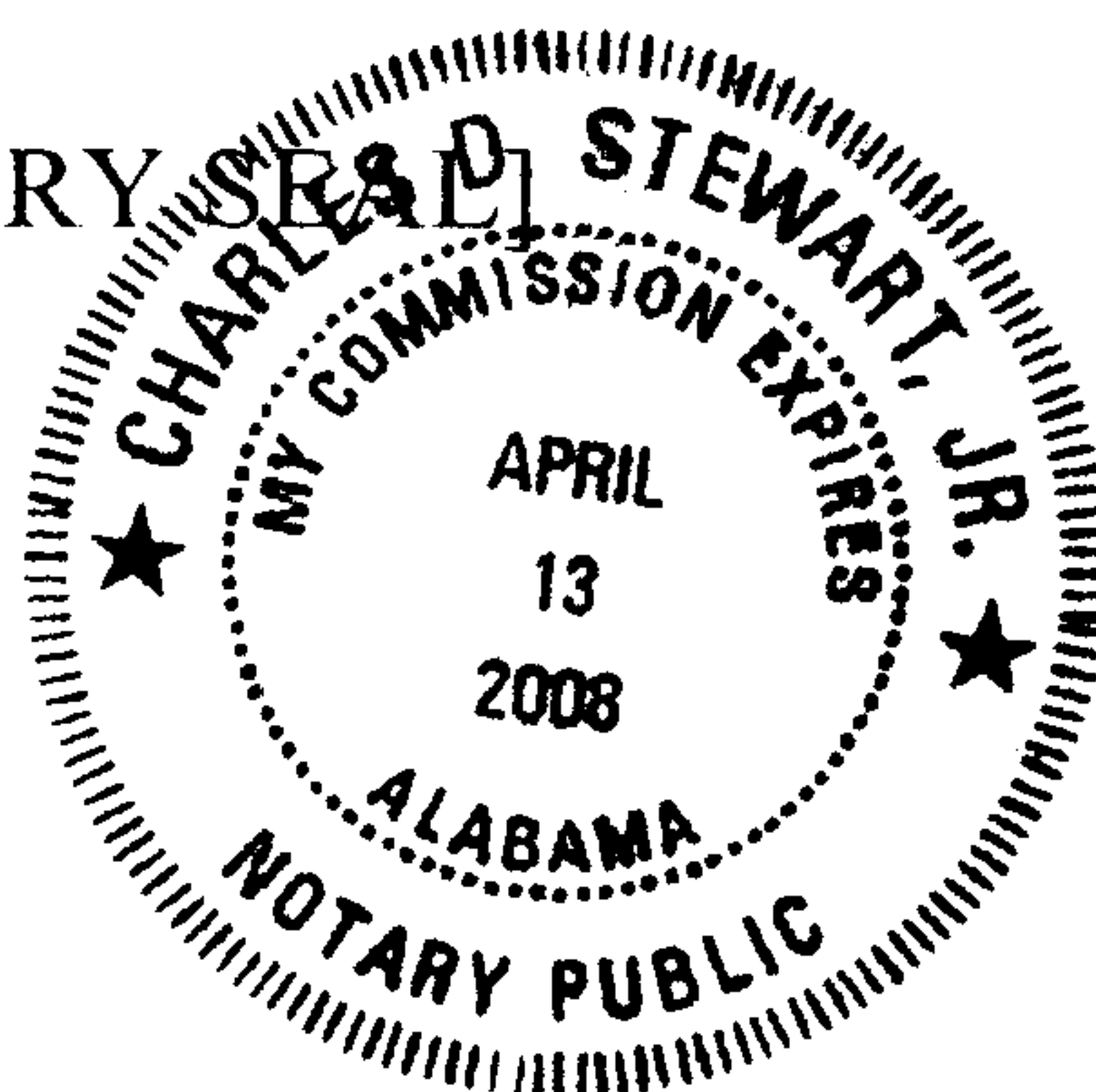
[Signature]

Notary Public

My commission expires:

4-13-08

[NOTARY SEAL]

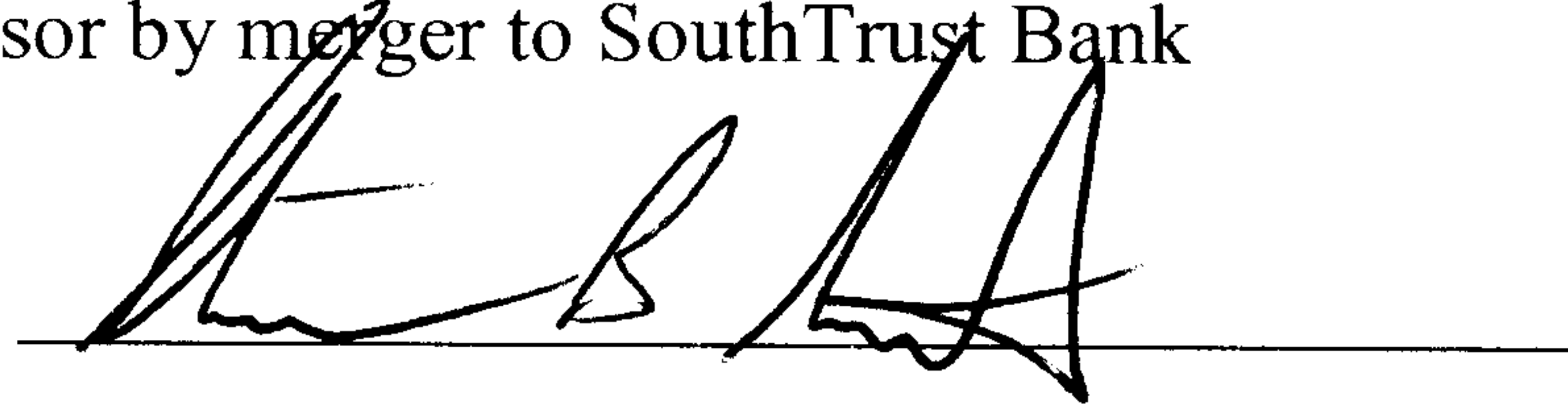


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The undersigned hereby consents to the Amendment and certifies that the total additional principal advances upon which the recording taxes have not been paid are \$805,200 and mortgage recording taxes are paid based on such amount.

WACHOVIA BANK, NATIONAL ASSOCIATION
Successor by merger to SouthTrust Bank

BY:



Steve Smith
Its: Asst. Vice-President



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EXHIBIT A

LOT 3-32 ACCORDING TO THE PLAT OF CHELSEA PARK 3RD SECTOR AS RECORDED
IN MAP BOOK 34, PAGE 23 A & B IN THE PROBATE OFFICE OF SHELBY COUNTY,
ALABAMA.

LOT 4-25, LOT 4-64, LOT 4-84, LOT 4-95, LOT 4-90, LOT 4-113, LOT 4-58
ACCORDING TO THE MAP AND SURVEY OF CHELSEA PARK, 4TH SECTOR, AS RECORDED
IN MAP BOOK 34, PAGE 147 A & B, IN THE OFFICE OF THE JUDGE OF PROBATE OF
SHELBY COUNTY, ALABAMA.