

STATE OF ALABAMA)
)
COUNTY OF SHELBY) **AGREEMENT REGARDING MAINTENANCE**
) **OF UNENCUMBERED OWNERSHIP OF**
) **CERTAIN TANGIBLE ASSETS**

This Agreement is entered into as of September 9 , 2011, by **THE BISHOP OF BIRMINGHAM IN ALABAMA**, an Alabama corporation sole (the “Owner”), for the benefit of **COMPASS BANK**, an Alabama banking corporation (“Lender”).

PREAMBLE


Lender has made or is making a certain \$3,279,366.11 term loan (as amended, the “Credit Facility”) to Owner. Among other agreements, undertakings and obligations, Owner has agreed to maintain unencumbered ownership of the real property described on Exhibit A hereto, until such time as the Credit Facility has been paid and satisfied in full.

AGREEMENT

NOW, THEREFORE, for and in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are acknowledged hereby, Owner, intending to be legally bound hereby, agrees as follows with and for the benefit of Lender and its successors, assigns and transferees:

At all times until the Credit Facility has been paid and satisfied in full and Lender has no further obligation to provide financing to Owner under the Credit Facility, Owner shall maintain ownership of the real property described on Exhibit A hereto and all rights and interests related thereto, free and clear of all liens, mortgages, security interests and other encumbrances.

This Agreement shall be binding upon Owner and its successors and assigns and shall constitute a covenant running with the real property.


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Shelby Cnty Judge of Probate, AL
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IN WITNESS WHEREOF, Owner has executed this Agreement on the 1st day of September, 2011.

OWNER:

THE BISHOP OF BIRMINGHAM IN ALABAMA, an Alabama corporation sole

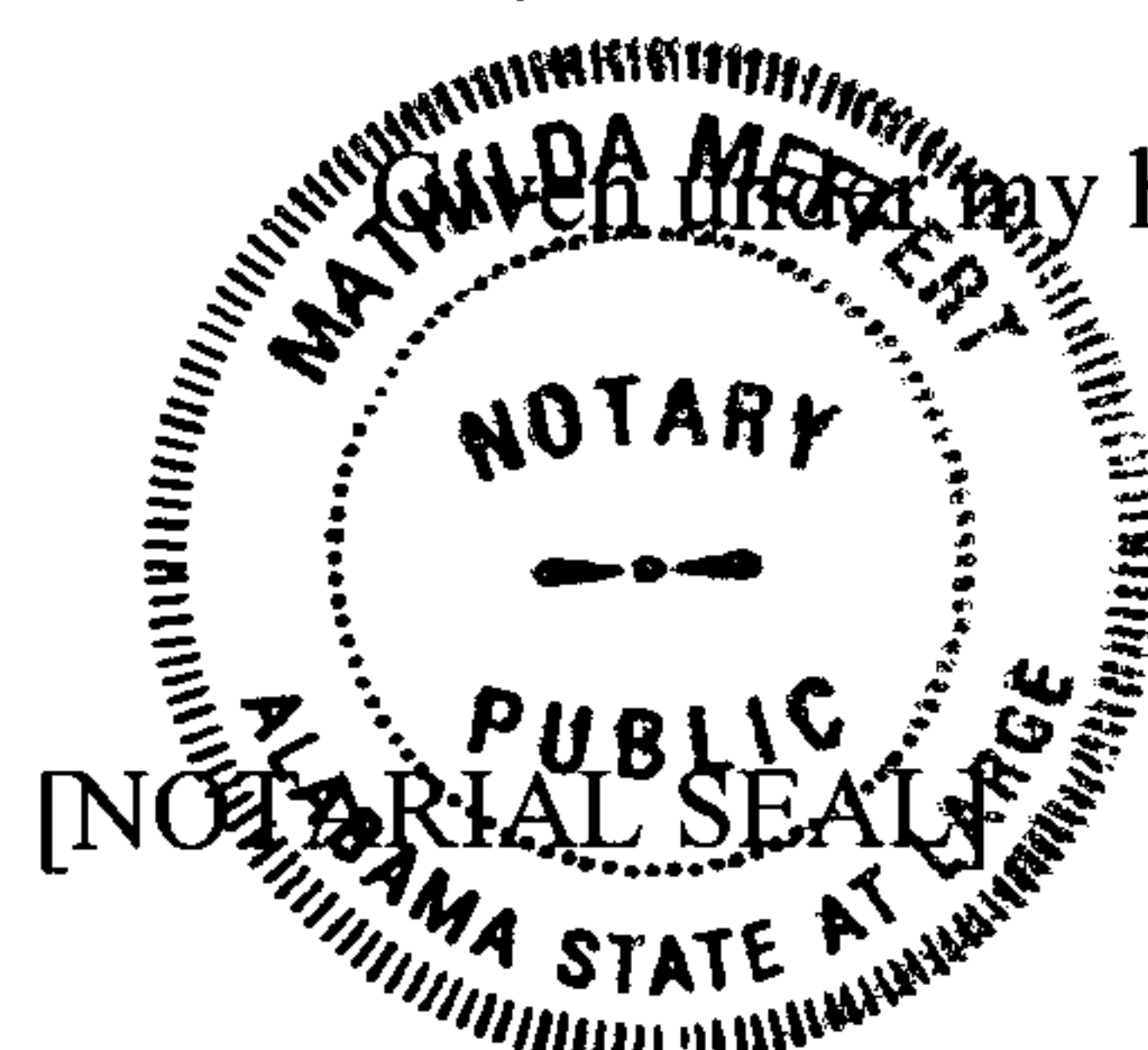
By: + Robert J. Baker
Name: Robert J. Baker
Title: Bishop

STATE OF ALABAMA)

COUNTY OF Jefferson)

I, the undersigned, Notary Public in and for said County in said State, hereby certify that Robert J. Baker whose name as _____ of **THE BISHOP OF BIRMINGHAM IN ALABAMA**, an Alabama corporation sole, 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, he executed the same voluntarily for and as the act of said corporation sole.

I gave my hand this the 1st day of Sept., 2011.



Mathilda R. Meffert
Notary Public
My commission expires: June 19, 2012



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EXHIBIT A

Description of Real Property

The following described real property located in Shelby County, Alabama:

Parcel No. 1:

A parcel of land located in the SE 1/4 of the SW 1/4 and the SW 1/4 of the SE 1/4 of Section 22, Township 19 South, Range 2 West more particularly described as follows: Begin at the SW corner of said SW 1/4 of SE 1/4; thence in an easterly direction along the south line of said 1/4-1/4 section, a distance of 332.73 feet; thence 79 deg. 44 min. left in a northeasterly direction a distance of 79.68 feet; thence 10 deg. 16 min. left in a northerly direction a distance of 260 feet; thence 90 deg. right in an easterly direction of 10 feet; thence 90 deg left in a northerly direction a distance of 393 feet, more or less to the southeasterly right of way line of the new Cahaba Valley Road; thence in a southwesterly direction along said right of way line a distance of 620 feet to the intersection with Bishop Creek; thence in a southwesterly direction along said Bishop Creek a distance of 800 feet to the intersection with the southerly line of said SE 1/4 of SW 1/4; thence in an easterly direction along said southerly line of said SE 1/4 of SW 1/4 a distance of 800 feet to the point of beginning. Shelby County, Alabama.

Parcel No. 2:


Begin at the Northwest corner of the E 1/2 of the E1/2 of the NW 1/4 of Section 27, Township 19 South, Range 2 West, thence run easterly along the north boundary line of said Section 27 for 997.86 feet to the Northeast corner of the W 1/2 of the W 1/2 of the NW 1/4 of the NE 1/4 of said Section 27; thence turn an angle of 88 deg. 38 min. to the right and run southerly 108.42 feet; thence turn an angle of 97 deg. 33 min. to the right and run northwesterly 1006.3 feet, more or less, to the point of beginning; This land being a part of the North one-half of Section 27, Township 19 South, Range 2 West.

Parcel No. 3:

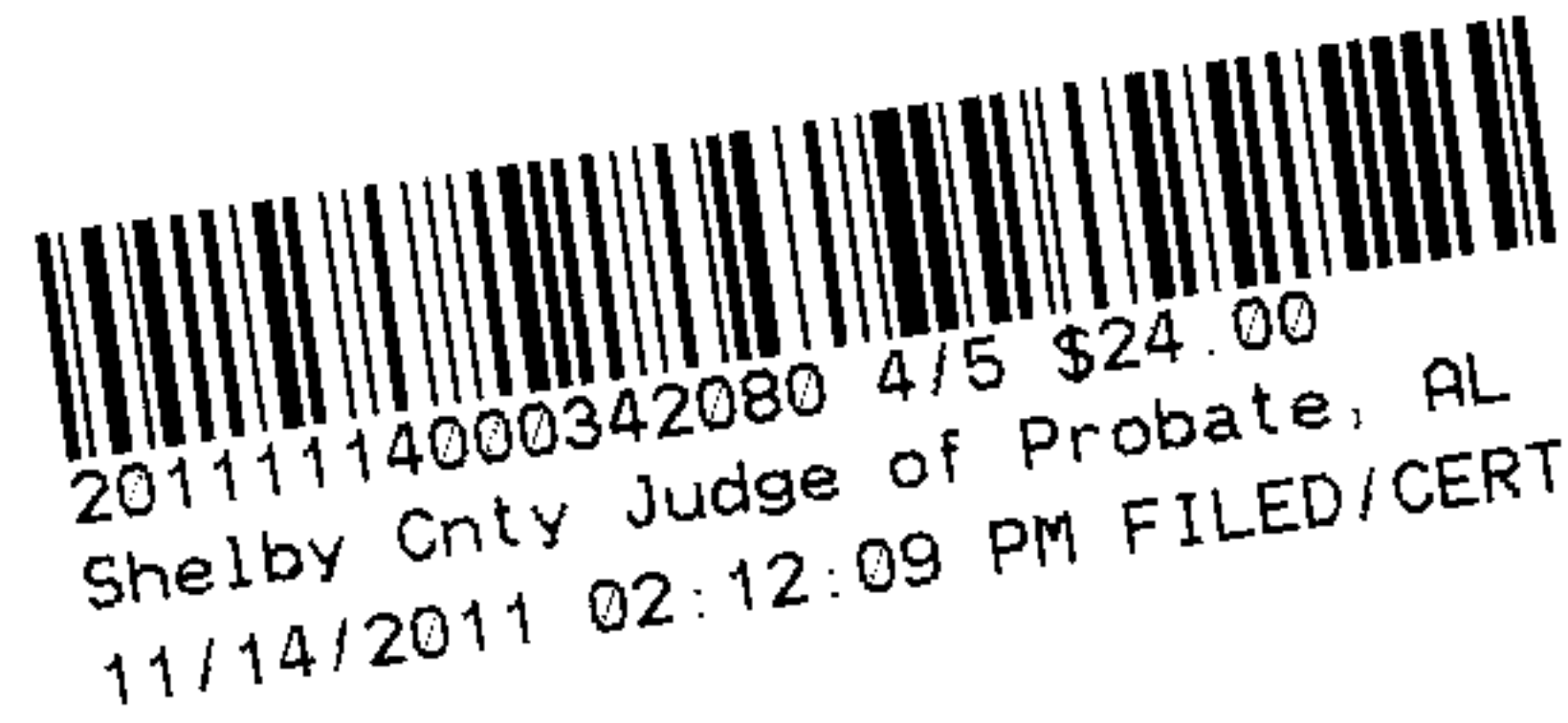
Lots 5, 11 and 12 in Block 1 according to "Cherokee Forest", First Sector Subdivision which is situated in SE 1/4 of Section 22 and the NE 1/4 of Section 27, both in Township 19 South, Range 2 West, as shown by map of said subdivision recorded in Map Book 5 page 17 in the Probate Office of Shelby County, Alabama. Also begin at a point where the West right of way line of the Forest View Drive intersects the South line of the New Cahaba Valley Road and run in a Westerly direction along the South line of said New Cahaba Valley Road a distance of 420 feet to a point; thence turn at an angle of 97 deg. 12' 30" to the left and run Southerly 206.70 feet to the Northwest corner of Lot 5 Block 1 according to said "Cherokee Forest" First Sector Subdivision; thence turn at a 90 deg. angle to the left and run East 200 feet to the West right of way line of Forest View Drive; thence run in a Northerly direction along West right of way line of Forest View Drive a distance of 435.70 feet to point of beginning.

Less and except the following:

Th South 50.00 foot of Lot 12, Block 1, First Sector—Cherokee Forest us recorded in Map Book 5, Page 17 in the office of the Judge of Probate of Shelby County, Alabama and a part of the NW 1/4 of the NE 1/4 of Section 27, Township 19 South, Range 2 West, all being more particularly described as follows:

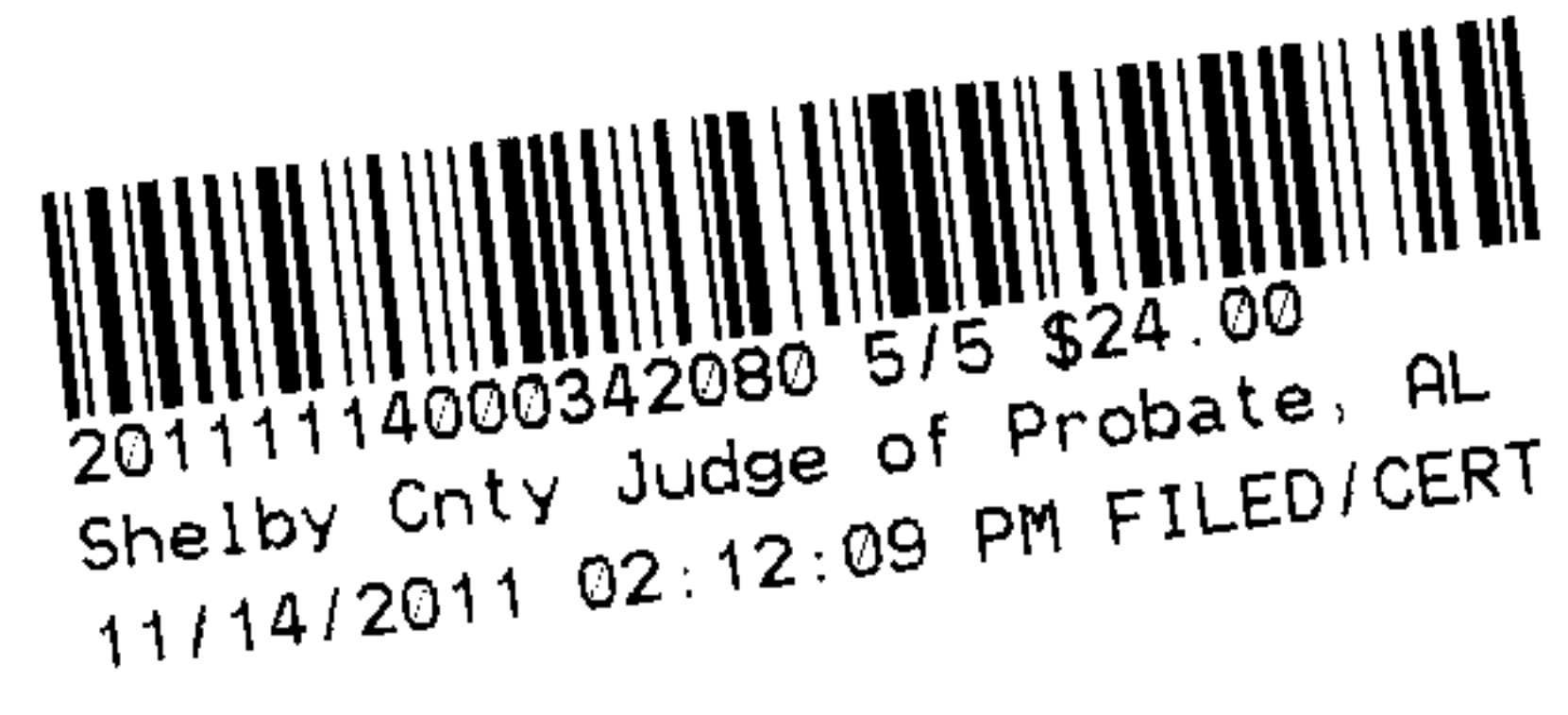

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Beginning at the Southeast corner of Lot 12, Block 1, First Sector— Cherokee Forest as recorded in Map Book 5, Page 17 in the office of the Judge of Probate of Shelby County, Alabama and run thence in a Northerly direction along the east line of said Lot 12 a distance of 50.00 feet to a point; thence 90° 00' to the left in a westerly direction and parallel to the south line of Lot 12 a distance of 520.37 feet to a point; thence 91° 24' 45" to the left in a southerly direction a distance of 34.53 feet to a point; thence 83° 01' 34" to the left in a Southeasterly direction a distance of 298.96 feet to a point on the west line of Lot 13-A, A Resurvey of Lots 13 and 14, Block 1, Cherokee Forest as recorded in Map Book 6, Page 46, in the office of the Judge of Probate of Shelby County, Alabama; thence 96° 30' 26" to the left in a northerly direction along the west line of Lot 13-A a distance of 13.49 feet to the Southwest corner of Lot 12, Block 1, First Sector—Cherokee Forest; thence 90° 56' 45" to the right in an easterly direction along the south line of said Lot 12, a distance of 222.19 feet to the point of beginning.



After recording please return to:

Compass Bank
Corporate Funding
8080 N. Central Exprwy Ste. 120
Dallas, Texas 75206
214-346-4015 phone



Prepared by:

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