

JKP-129 03/14/90 1000

**CORRECTIVE AMENDMENT OF MORTGAGE  
AND SECURITY AGREEMENT**

THIS AMENDMENT is made this 22nd day of March, 1990 to the Mortgage and Security Agreement dated September 28, 1988 and recorded in Madison County, Iowa in Book 151, Page 331, on September 30, 1988 (the "Mortgage") by and between MTC WEST, INC., a Delaware corporation, having an office at One PPG Place, Suite 2260, Pittsburgh, Pennsylvania 15222 (the "Mortgagor") and FIDELITY NATIONAL BANK, NATIONAL ASSOCIATION, a national banking association, having an address at Broad and Walnut Streets, Philadelphia, Pennsylvania 19109 (the "Mortgagee") as agent for (i) itself, (ii) Perpetual Savings Bank, FSB, (iii) Wilmington Savings Fund Society FSB, (iv) First Pennsylvania Bank N.A. and (v) any replacement or additional banks which may become a lender pursuant to that certain Credit Agreement dated September 30, 1988 (the "Credit Agreement") (collectively, the "Banks").

WITNESSETH:

A. Mortgagor, Mortgagee and Banks entered into the Credit Agreement pursuant to which the Banks agreed to make certain loans (the "Loans") to Mortgagor in the aggregate principal amount not to exceed Fifty Millions Dollars (\$50,000,000.00). The Loans are evidenced by individual notes initially issued September 30, 1988, in varying principal amounts. The Credit Agreement provides that notes evidencing the Loans may be from time to time replaced or reissued and that all notes issued under the Credit Agreement to evidence the Loans shall be deemed to be Notes as defined therein. The Loans and Notes are secured, inter alia, by this Mortgage as well as by mortgages or deeds of trusts on other parcels of real property.

B. The recital in the Mortgage states that the Notes and the Mortgage are of even date. However, the Mortgage was executed on September 28, 1988 whereas the Credit Agreement was dated as of September 30, 1988 and the Notes were initially issued on September 30, 1988.

C. The Mortgagor, the Mortgagee and the Banks intended that the Mortgage secure the Notes notwithstanding the fact that, for the convenience of the parties, the Mortgage was executed prior to the initial issuance of the Notes.

NOW THEREFORE, in consideration of the covenants herein contained, and intending to be legally bound hereby, the parties agree as follows:

**Completed**

NO.   
REC.   
PAGE

FILED NO. **913**

BOOK 157 PAGE 554

90 OCT 29 AM 10:06

MARY E. WELTY  
RECORDER  
MADISON COUNTY, IOWA

Fee \$25.00

1. The first sentence of the recital describing the Credit Agreement, the Loans and the Notes is hereby amended by substituting "dated September 30, 1988" in lieu of "of even date herewith" in the second line of the recital.

2. The first sentence of the recital describing the Credit Agreement, the Loans and the Notes is hereby amended further by substituting "issued under the Credit Agreement" in lieu of "of even date herewith" in the sixth line of the recital.

3. The Mortgage is hereby amended by adding Section 41 to the Mortgage as follows:

41. Effective Date. This Mortgage is intended to become effective as of the initial issuance and delivery of the Notes, September 30, 1988.

4. This Amendment is corrective in nature and in no way affects the rights, duties or obligations of the parties, or diminishes the priority of the lien created by the Mortgage.


5. The parties hereby ratify and confirm the Mortgage as herein amended.

IN WITNESS WHEREOF, the parties hereto have executed these presents the day and year first above written.

Attest:

MTC WEST, INC.

  
\_\_\_\_\_

By:   
\_\_\_\_\_

(Corporate Seal)

Print Name: Jan Beresford

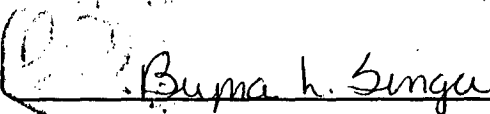
Print Name: James Wilkinson

Print Title: Vice President

Print Title: Secretary

Attest:

FIDELITY NATIONAL BANK, NATIONAL ASSOCIATION

  
\_\_\_\_\_

By:   
\_\_\_\_\_

(Corporate Seal)

Print Name: Douglas D. Dimmig

Print Name: BRYNA L. SINGER

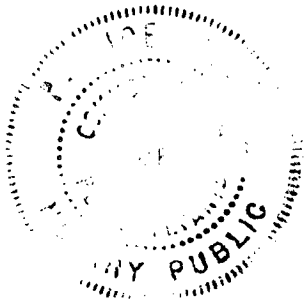
Print Title: Vice President

Print Title: MEMORANDUM SECRETARY

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COMMONWEALTH OF PENNSYLVANIA :  
COUNTY OF Allegheny : SS.

On this 19th day of March, 1990, before me, a Notary Public in and for the State and County aforesaid, personally appeared Jan Bessford, to me personally known, who being by me duly sworn, acknowledged <sup>herself</sup> ~~himself~~ to be the Vice President of MTC West, Inc., a Delaware corporation, that the seal affixed to said instrument is the seal of the corporation, and that said instrument was signed and sealed on behalf of the corporation by authority of its Board of Directors, and she acknowledged the execution of said instrument to be the voluntary act and deed of said corporation by it voluntarily executed.



Patrice Reed  
Notary Public

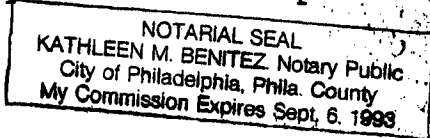
My Commission Expires:

NOTARIAL SEAL  
PATRICE REED, NOTARY PUBLIC  
PITTSBURGH, ALLEGHENY COUNTY  
MY COMMISSION EXPIRES AUG. 5, 1991

Member, Pennsylvania Association of Notaries

COMMONWEALTH OF PENNSYLVANIA :  
: SS.  
COUNTY OF PHILADELPHIA :

On this 22 day of March, 1990, before me, a Notary Public in and for the State and County aforesaid, personally appeared Douglas D. Deming, to me personally known, who being by me duly sworn, acknowledged himself to be the Vice President of Fidelity National Bank, National Association, a national banking association, that the seal affixed to said instrument is the seal of the bank, and that said instrument was signed and sealed on behalf of the bank by authority of its Board of Directors, and he acknowledged the execution of said instrument to be the voluntary act and deed of said bank by it voluntarily executed.

Kathleen M. Benitez  
Notary Public  
My Commission Expires: 

## EXHIBIT "A"

The East 459.65 feet of the Southwest Quarter of the Southeast Quarter of the Southwest Quarter, except the North 25 feet of the east 25 feet thereof, and except the South 165 feet of the East 132 feet thereof, of Section 36, Township 76 North, Range 28 West of the 5th P.M., Madison County, Iowa.