(8 West Des Moines, Iowa)

COMPARED (8)

FILED NO. 1488
LLZ PAGE 445
1971 NOV -2 AM 11: 12
MARY E. WELTY
RECORDER
MADISON COUNTY, IOWA

Free
#6 50

I.M.M

SUBORDINATION OF MORTGAGE

TO PRODUCTION PAYMENT

WHEREAS, Penn-Dixie Cement Corporation ("Penn-Dixie") by a Mortgage dated December 10, 1970, did sell, convey and mortgage unto Franklin National Bank, as trustee ("Trustee"), having an address at 410 Madison Avenue, New York, New York, certain premises owned by Penn-Dixie in Madison County, Iowa, to secure notes in the aggregate amount of $27,075,000, with interest payable as therein provided, to Franklin National Bank, Bank of The Commonwealth, The Bank of New York, Chemical Bank, Continental Illinois National Bank and Trust Company of Chicago, The Chase Manhattan Bank (National Association), Fulton National Bank of Atlanta, and Union Bank & Trust Company ("Banks"), which mortgage was duly recorded on December 14, 1970, in Book 116, at page 327, and in Book 4177, at page 17, in the office of the Recorder of Madison and Polk Counties, Iowa, respectively; and

WHEREAS, under the terms of said Mortgage and on certain conditions therein provided, the Banks agreed to subordinate said Mortgage to certain production payments sold with respect to said premises; and

WHEREAS, Penn-Dixie has complied with said conditions or said conditions have been waived by the Banks with respect to a Conveyance of Production Payment relating to said premises to be made by Penn-Dixie to Allis-Chalmers Financial Corporation, Box 512, Milwaukee, Wisconsin 53201, on or about October 29, 1971, which Conveyance of Production Payment was recorded on November 2, 1971, in Book 117 at Page 416, in the office of Recorder, Madison County, Iowa; and

WHEREAS, the Banks wish to subordinate the lien of said Mortgage to said Conveyance and have directed the Trustee to execute this agreement;

NOW, THEREFORE, in consideration of the premises and to induce said Allis-Chalmers Financial Corporation to execute said Conveyance of Production Payment, and of the sum of $1.00 to Trustee in hand paid, Trustee does hereby covenant and agree that the lien of said Mortgage shall be subordinate to all rights and privileges granted to Allis-Chalmers Financial Corporation under said Conveyance of Production Payment and does hereby agree that said Conveyance of Production Payment shall have priority and precedence over said Mortgage to the extent that said Conveyance is valid and perfected.

THIS AGREEMENT shall be binding on, and enure to the benefit of the successors and assigns of Franklin National Bank, as trustee and Allis-Chalmers Financial Corporation.

IN WITNESS WHEREOF, Franklin National Bank has caused this instrument to be executed by a Vice President.

Franklin National Bank

By R P Fechtel
Vice President R. P. Fechtel

[Corporate Seal]

Attest: G St C Perkins
G. St. C. Perkins

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On the 28 day of October, 1971, before me personally came R. P. FECHTEL, to me personally known, who, being by me fuly sworn, did depose and say that he resides at 12 EAGLES BLVFF PORT CHESTER N.Y. that he is a Vice President of Franklin National Bank, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed pursuant to a general authority granted by the Board of Directors of said corporation; and that he signed his name thereto by like authority.

Robert P. Campbell
Notary Public

ROBERT P. CAMPBELL
NOTARY PUBLIC, State of New York
No. 24-0549228
Qualified in Kings County
Commission Expires March 30, 1973

[Notarial Seal]