

ASSIGNMENT OF NOTE AND SECURITY

FOR VALUE RECEIVED, the undersigned hereby transfers, sets over and assigns unto Small Business Administration, an Agency of the United States pursuant to Title 15, United States Code, Section 631 et seq., all of its right, title and interest in and to the following:

Promissory Note, SBA Form 147 dated April 15, 1986, in the original principal amount of \$177,000.00 with interest as provided therein, payable in monthly installments each in the amount of \$2,985.00, including principal and interest beginning one (1) month from date of Note with the balance of the principal and interest payable on or before seven (7) years from date of Note executed by Automotive Audio and Accessories Company, Inc. in favor of Third National Bank in Nashville.

Real property mortgage not dated, executed by Julio Bonilla and wife, Dora Bonilla in favor of Third National Bank in Nashville and filed for record on December 5, 1988, in Real Property Mortgage Book 216 at Page 230 et seq., in the Office of Judge of Probate of Shelby County, Alabama.

Real property mortgage dated April 15, 1986, executed by Marco Julio Bonilla and wife, Antoinette M. Bonilla in favor of Third National Bank in Nashville and filed for record on April 17, 1986 in Real Property Mortgage Book 068 at Page 473 et seq., in the Office of Judge of Probate of Shelby County, Alabama.

Real property mortgage dated April 15, 1986, executed by Ruben Bonilla, a single person in favor of Third National Bank in Nashville and filed for record on April 17, 1986 in Real Property Mortgage Book 2893 at Page 473 et seq., in the Office of Judge of Probate of Jefferson County, Alabama.

Real property mortgage dated April 15, 1986, executed by Marco J. Bonilla and wife, Antoinette M. Bonilla, and Ruben Bonilla, a single person in favor of Third National Bank in Nashville and filed for record on April 17, 1986 in Real Property Mortgage Book 2893 at Page 469 et seq., in the Office of Judge of Probate of Jefferson County, Alabama.

Security Agreement dated April 15, 1986 covering all equipment and machinery, including power-driven machinery and equipment, furniture and fixtures now owned or hereafter acquired, together with all replacements thereof, all attachments, accessories, parts and tools belonging thereto or for use in connection therewith, all inventory, raw materials, work in process and supplies now owned or hereafter acquired, all accounts receivable now outstanding or hereafter arising, executed by Automotive Audio and Accessories Company, Inc.

Security Agreement dated April 15, 1986 covering all equipment and machinery, including power-driven machinery and equipment, furniture and fixtures now owned or hereafter acquired, together with all replacements thereof, all attachments, accessories, parts and tools belonging thereto or for use in connection therewith, all inventory, raw materials, work in process and supplies now owned or hereafter acquired, all accounts receivable now outstanding or hereafter arising, executed by The Car Stereo Shop, Inc.

Security Agreement dated December 6, 1988 covering all accounts, general intangibles, contract rights, royalties and commissions, now owned or to be owned, including all proceeds of the collateral, executed by U. S. Mobilphone Company, Inc.

Financing Statement filed with the Secretary of State of Tennessee, on April 28, 1986, as File No. 331946, executed by Automotive Audio and Accessories Company, Inc.

Financing Statement filed with the Register's Office, Davidson County, Tennessee, on April 17, 1986, as File No. 92534, D12539, Book 6831, Page 908, executed by Automotive Audio and Accessories Company, Inc.

12.00 for H.C.C.

024328

Financing Statement filed with the Secretary of State of Alabama, on April 18, 1986, as File No. A200804R, executed by Automotive Audio and Accessories Company, Inc.

Financing Statement filed with the Office of Judge of Probate of Jefferson County, Alabama, on April 17, 1986, as File No. 604301, executed by Automotive Audio and Accessories Company, Inc.

Financing Statement filed with the Register's Office, Davidson County, Tennessee, on April 17, 1986, as File No. 92533, D12538, Book 6831, Page 906, executed by The Car Stereo Shop, Inc.

Financing Statement filed with the Secretary of State of Tennessee, on April 28, 1986, as File No. 331947, executed by The Car Stereo Shop, Inc.

Financing Statement filed with the Secretary of State of Alabama on April 18, 1986, as File No. A200805R, executed by The Car Stereo Shop, Inc.

Financing Statement filed with the Secretary of State of Alabama on April 18, 1986, as File No. A200803R, executed by The Car Stereo Shop, Inc.

Financing Statement filed with the Secretary of State of Alabama, on April 18, 1986, as File No. A200806R, executed by The Car Stereo Shop, Inc.

Financing Statement filed with the Office of Judge of Probate of Shelby County, Alabama, on April 17, 1986, as File No. 014196, executed by The Car Stereo Shop, Inc.

Financing Statement filed with the Office of Judge of Probate of Jefferson County, Alabama, on April 17, 1986, as File No. 604300, executed by The Car Stereo Shop, Inc.

Financing Statement filed with the Office of Judge of Probate of Jefferson County, Alabama, on April 17, 1986, as File No. 604299, executed by The Car Stereo Shop, Inc.

Financing Statement filed with the Secretary of State of Alabama, on December 14, 1988, as File No. A304301R, executed by U. S. Mobilphone Company, Inc.

Financing Statement filed with the Secretary of State of Tennessee, on December 13, 1988, as File No. 603814, executed by U. S. Mobilphone Company, Inc.

Guaranty dated April 15, 1986 executed by Ruben R. Bonilla.

Guaranty dated April 15, 1986 executed by Julio B. Bonilla and Dora Bonilla.

Guaranty dated April 15, 1986 executed by Marco J. Bonilla and Antoinette Bonilla.

Guaranty dated April 15, 1986 executed by The Car Stereo Shop, Inc.

The assignment of the following life insurance policies:

North American Company for Life & Health Insurance policy #L009769880 in the amount of \$59,000.00 on the life of Marco J. Bonilla

North American Company for Life & Health Insurance policy #L009769890 in the amount of \$59,000.00 on the life of Ruben R. Bonilla

SMA Life Assurance Company policy #1873008 in the amount of \$150,000.00 on the life of Julio B. Bonilla

Authorization and Loan Agreement dated April 15, 1986 executed by Automotive Audio and Accessories Company, Inc.

And all other documents and instruments necessary and pertinent to enforce rights and interest created in favor of Third National Bank in Nashville in connection with the loan evidenced by the aforescribed instruments.

THIS ASSIGNMENT IS MADE without representation, warranty or recourse upon the undersigned this 20th day of November, 1989.

THIRD NATIONAL BANK IN NASHVILLE
NASHVILLE, TENNESSEE

BY: Lewis Howard

TITLE: Asst Vice President

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Before me, Gloria S. Gladieux, of the state and county aforesaid personally appeared Lewis Howard, with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be Assistant Vice President of Third National Bank in Nashville, the within named bargainor, a corporation, and that he as such Assistant Vice President, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by himself as Assistant Vice President.

Witness my hand, and seal, at office, in Nashville, Tennessee this 20th day of November, 1989.

Gloria S. Gladieux
NOTARY PUBLIC

My Commission Expires:

May 8, 1991

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

89 DEC -6 AM 11:17

Thomas A. J. J. J.
JUDGE OF PROBATE

1. Deed Tax	\$ 7.50
2. ...	3.00
3. ...	1.00
4. ...	\$ 11.50

THIS INSTRUMENT PREPARED BY:
Gloria S. Gladieux
P. O. Box 305110
Nashville, Tennessee 37230-5110

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