

3914

STATE OF ALABAMA)
) Assignment and Termination Agreement
COUNTY OF TALLADEGA)

In consideration of one dollar (\$1.00) and other good and valuable consideration, in hand paid to Shelby Motel Group, Inc. (Shelby), and in order to comply with that certain Agreement entered into by and between Shelby Motel Group, Inc., James L. Deupree, Jr., Charles A. Deupree, James L. Deupree, Sr., Ann H. Deupree, Joy P. Deupree, First Alabama Bank, an Indenture Trustee, and the Industrial Development Board of the Town of Vincent, Alabama, dated the 21st day of November, 1990, Shelby does hereby (a) terminate any and all right, title, and interest, whether possessory or non-possessory, in and to, or arising out of, that certain Lease Agreement by and between The Industrial Development Board of the Town of Vincent, Alabama, as Lessor, and Shelby, as Lessee, dated September 1, 1986, (b) assign any and all of its right, title and interest and claim in and to the Project (as defined in the Agreement) arising out of the aforesaid Lease Agreement or otherwise by the issuance by Lessor of its \$4,400,000 in Principal Amount of Industrial Development Revenue Bonds (Shelby Motel Group, Inc., Project) Series 1986, and (c) give, grant, bargain, sell and convey unto First Alabama Bank, as Indenture Trustee, any and all of its right, title and interest in and to any contract rights, personalty and fixtures (whether tangible or intangible and including any additions or accessions thereto or any proceeds there, of) used in, on, about or in connection with the Project, including any right of Shelby to use, manage and operate.

In witness whereof, Shelby has herunto set its hand and seal on this the 21st day of November, 1990.

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NOTARIAL PUBLIC
I CERTIFY THIS
INSTRUMENT WAS FILED

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STATE OF ALABAMA)
)
COUNTY OF TALLADEGA)

SHELBY MOTEL GROUP, INC.

BY James L. Deupree, Jr.
ITS PRESIDENT

Rec'd 2.50
Fees 3.00
Cost 1.00
6.50

Before me, the undersigned authority in and for said County and said State, duly appeared JAMES L. DEUPREE, JR., whose name as President of Shelby Motel Group, Inc., an Alabama Corporation and who is known to me, acknowledged before me on this day that, being informed of the contents of the above and foregoing instrument, he as such officer and with full authority, executed the same voluntarily for and as the act of said corporation on the day the same bears date.

Given under my hand and official seal of this office this the 21st day of November, 1990.

Dusan Abernathy
NOTARY PUBLIC

My commission expires 04/19/93

PAPPANASTOS & DEVEREAUX, P.C.