

131
STATE OF ALABAMA)
SHELBY COUNTY)

ASSIGNMENT

KNOW ALL MEN BY THESE PRESENTS: that the undersigned **FIRST COMMERCIAL BANK** (the "Assignor"), in consideration of the sum of Ten Dollars (\$10.00) and other valuable consideration paid by **PROTECTIVE LIFE INSURANCE COMPANY** (the "Assignee"), the sufficiency of which is hereby acknowledged, does hereby assign, without recourse, but with all warranties pursuant to Section 3-417(2) of the Uniform Commercial Code, unto the Assignee, its successors and assigns, all of the Assignor's right, title and interest in and to:

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1. The \$840,000 principal amount First Mortgage Industrial Revenue (Rainbow Technology Corporation Project), Series 1990-A Bond (the "Series 1990-A Bond") issued by The Industrial Development Board of the City of Pelham (the "Board");
 2. Mortgage Indenture between The Industrial Development Board of the City of Pelham and Assignor dated as of September 1, 1990, and recorded October 3, 1990, in Real 312, Page 633 in the Office of the Judge of Probate of Shelby County, Alabama;
 3. The Guaranty Agreement dated as of September 1, 1990 (the "Series 1990-A Company Guaranty"), between the Rainbow Technology Corporation (the "Company") and Assignor, as Mortgages;
 4. The Shareholder Guaranty Agreement dated as of September 1, 1990 (the "Series 1990-Shareholders Guaranty"), between the Larry Joe Steeley, Sr. and Sarah Dean Steeley ("Shareholders") and Assignor, as Mortgagee;
 5. UCC Financing Statement filed with the Judge of Probate of Shelby County, Alabama (No. 026622) further securing the Series 1990-A Bond;
 6. Opinion Letter of Messers. Steiner, Byars, Haskell, Slaughter, Young & Johnston and Howard Donovan regarding the issuance and validity of the Series 1990-A Bond and securing documents;
 7. All of the certificates, resolutions, agreements and other documents executed and in connection with the issuance by the Board of the Series 1990-A Bond or to secure payment of the Series 1990-A Bond.

✓ Richard C. Gruentchenicht

IN WITNESS WHEREOF, First Commercial Bank, by its duly authorized officer, has caused this Assignment to be executed on this the 9th day of September 1991.

FIRST COMMERCIAL BANK

By: [Signature]
Its Assistant Vice President

Date of Execution: Sept 9th, 1991

STATE OF ALABAMA
I CERTIFY THIS
INSTRUMENT WAS FILED

91 SEP 11 PM 12:02

JUDGE OF PROBATE

ATTEST:

By: [Signature]
Its VICE PRES

[SEAL]

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STATE OF ALABAMA)
JEFFERSON COUNTY)

1. Deed Tax	_____
2. Mig. Tax	_____
3. Recording Fee	<u>500</u>
4. Indexing Fee	<u>300</u>
5. No Tax Fee	<u>100</u>
6. Certified Fee	<u>900</u>
Total	<u>900</u>

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Paul B. Wallace, whose name as AVP of **FIRST COMMERCIAL BANK**, an Alabama banking corporation having its principal office in Birmingham, Alabama, 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 said instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

GIVEN under my hand and official seal of office, this 9th day of Sept. 1991.

[NOTARIAL SEAL]

[Signature]
Notary Public

My Commission Expires: 6-2-92