

ASSIGNMENT OF NOTE AND MORTGAGE

STATE OF ALABAMA
COUNTY OF SHELBY

LOAN NO: CDC-WOB 6040813008-BIR

FOR VALUE RECEIVED, the undersigned hereby transfers, sets over and assigns unto the Small Business Administration all of its rights, titles and interest in and to the following:

1. A Promissory Note, SBA Form 1505, dated June 10, 1994 in the original principal amount of Two Hundred Five Thousands and no/100ths Dollars (\$205,000.00), executed by Grace L. Worsham and Charles R. Worsham, Sr., individually and Professional Electronics Company, Inc.

2. A Mortgage in favor of the Southern Development Council, Inc., and filed for record on June 16th, 1994 at Real Book Inst # 1994, Page 19164 et. seq., in the Office of the Judge of Probate of Shelby County, Alabama.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be executed and its seal affixed by its duly authorized agent this 10th day of June, 1994.

SOUTHERN DEVELOPMENT COUNCIL, INC.


M. D. Bedford, President

THIS INSTRUMENT PREPARED BY:
COURTNEY H. MASON, JR.
COURTNEY MASON & ASSOCIATES, P.C.
100 Concourse Parkway, Suite 350
Birmingham, Alabama 35244

Inst # 1994-19165

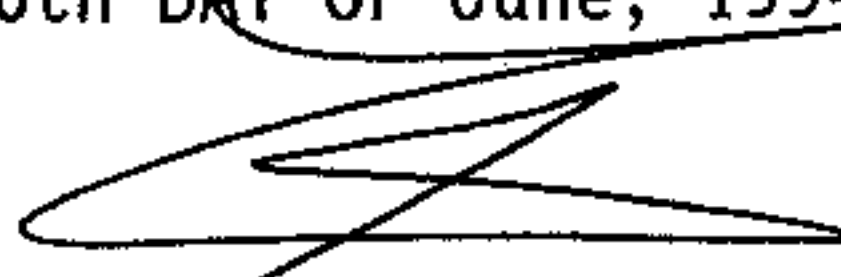
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08:39 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
001 MCD 8.50

STATE OF ALABAMA
COUNTY OF SHELBY

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that M. D. Bedford, whose name as President of the Southern Development Council, Inc., a corporation, is signed to the foregoing assignment and who is known to me, acknowledged before me on this day that, being informed of the contents of the assignment, she, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation. GIVEN UNDER MY HAND THIS THE 10th DAY OF June, 1994.

My Commission Expires:

3/5/95


Notary Public

COURTNEY H. MASON, JR.
MY COMMISSION EXPIRES
3-5-95