

ASSIGNMENT OF NOTE AND SECURITY

STATE OF ALABAMA
COUNTY OF SHELBY

LOAN NO: CDC- 7753613001

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 26, 1996 in the original principal amount of \$ 448,000.00, executed by C. Robert Mitchell as President of Odyssey Child Development, Inc.

2. A Mortgage, in favor of the SOUTHERN DEVELOPMENT COUNCIL, INC., and filed for record ~~inst. # 496-27794~~, 1996 at Real Book , Page 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 26th day of June, 1996.

SOUTHERN DEVELOPMENT COUNCIL, INC.



ITS Vice-President

THIS INSTRUMENT PREPARED BY:
SOUTHERN DEVELOPMENT COUNCIL, INC.
4101-C WALL STREET
MONTGOMERY, ALABAMA 36106

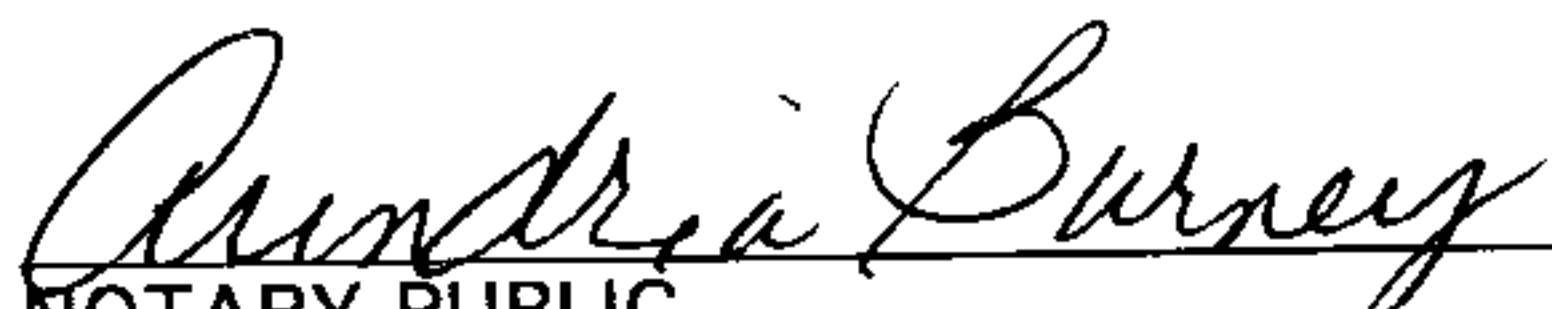
Inst # 1996-27795

08/26/1996-27795
10:39 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
001 SNA 8.50

STATE OF ALABAMA
COUNTY OF

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that William P. Barry, whose name as Vice-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 date that, being informed of the contents of the assignment, he, 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 26th day of June, 1996.



NOTARY PUBLIC

MY COMMISSION EXPIRES: 2-26-97