

This instrument to be returned to:

Birmingham Title Services Corporation
300 Office Park Drive, Suite 310
Birmingham, Alabama 35223
Attn: J. Edward Covington
(205) 870-8779

SPACE ABOVE THIS LINE FOR RECORDER'S USE

ASSIGNMENT OF NOTE, MORTGAGE,
ASSIGNMENT OF LEASES AND RENTS
AND LOAN DOCUMENTS

For and in consideration of the sum of one dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, FINANCIAL FEDERAL SAVINGS BANK ("Assignor"), whose mailing address is 1755 North Kirby Parkway, Suite 150, Memphis, Tennessee 38120, does hereby, through its duly appointed and authorized officers, bargain, sell, give, grant, convey, transfer, set over and assign, WITHOUT RECOURSE, to CITICORP REAL ESTATE, INC., whose mailing address is 599 Lexington Avenue, 44th Floor, New York, New York 10043, its successors and assigns, all of Assignor's rights, title and interest in, to and under the following instruments and documents:

- i) that certain Promissory Note, dated September 2nd, 1998, executed by BWK, INC. ("Borrower") in favor of Assignor in the original principal amount of \$2,545,000.00 (the "Note");
- ii) that certain Mortgage, Assignment of Rents and Security Agreement, dated of even date as the Note, executed by Borrower for the benefit of Assignor, recorded on September 2nd, 1998, in Volume 1998 at Page 34833 in the Mortgage/Land/Official Records for Shelby County, Alabama (the "County");
- iii) that certain Assignment of Leases and Rents, dated of even date as the Note, executed by Borrower to Assignor, recorded in Volume 1998, at Page 34834 in the County;
- iv) that certain Environmental Indemnity Agreement, dated of even date as the Note, executed by Assignor, Borrower, Jack W. Kidd and Brant W. Kidd; and
- v) all of Assignor's "Loan Documents". For the purposes hereof, "Loan Documents" shall mean all documents in the possession of Assignor pertaining to the loan evidenced by the Note, including but not limited to, loan agreements, guaranties, security agreements, affidavits and certificates, tenant estoppel certificates and/or subordinations, general credit information, credit records from Assignor, payment histories, signed loan applications, appraisals, property insurance policies, certificates of mortgage insurers, title insurance policies, escrow accounts and attorneys' opinions.

IN WITNESS WHEREOF, said Assignor has caused this Assignment to be executed on this ____ day of September, 1998, as of the ____ day of September.

Witnesses:

Name: [Signature]

Name: [Signature]

Prepared By:

Neil Harkavy, Esq.
Harkavy Shainberg Kosten Kaplan & Dunstan, PC
6060 Poplar Avenue, Suite 140
Memphis, Tennessee 38119
901-255-0303

ASSIGNOR:
FINANCIAL FEDERAL SAVINGS BANK

By: [Signature] (Seal)
Print: Richard T. Wood, III
Title: Sr. Vice President

Assignor's address:

1755 North Kirby Parkway, Suite 150
Memphis, Tennessee 38120

Assignee's address:

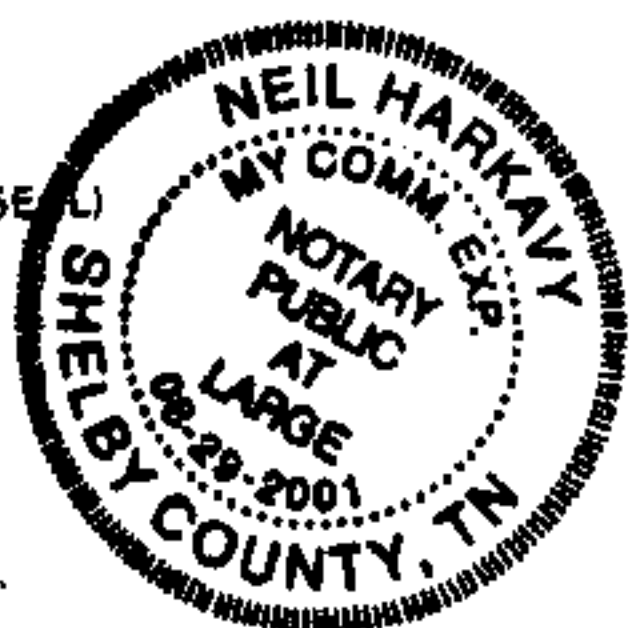
599 Lexington Avenue, 44th Floor
New York, New York 10043

STATE OF Tennessee
COUNTY OF Shelby

I, the undersigned Notary Public, in and for said County in said State, hereby certify that Richard T. Wood, III, whose name as Sr. Vice President, of FINANCIAL FEDERAL SAVINGS BANK, a Federal savings bank, 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 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 notarial seal this 1 day of September, 1998.

(AFFIX NOTARIAL SEAL)



Notary Public, Shelby County, Tennessee
My Commission Expires: 8-29-01

09/04/1998-34836
04:01 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE