

IN THE CIRCUIT COURT OF SHELBY COUNTY, ALABAMA

LIGHTHOUSE FINANCIAL CORP., a North Carolina corporation,

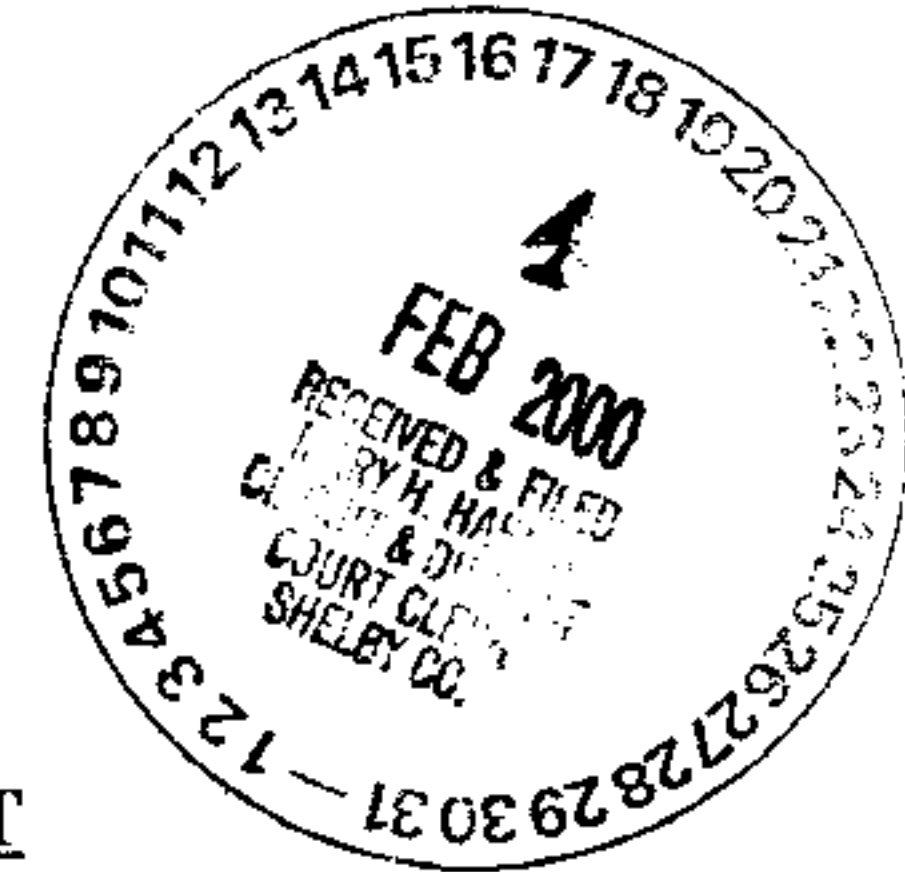
Plaintiff,

v.

DCMB Holding Company, L.L.C., an Alabama limited liability company,

Defendant.

CIVIL ACTION NO. CV 2000-54



**CONSENT ORDER ON MOTION FOR
PREJUDGMENT WRIT OF ATTACHMENT**

This matter came before the Court on February 17, 2000, on the Verified Motion for Prejudgment Writ of Attachment (the "Motion") filed by Plaintiff, Lighthouse Financial Corp. ("Lighthouse"). Upon representations by counsel for the Plaintiff and Defendant that an agreement has been reached with regard to the Motion which includes presentation of this consent order, and based on the pleadings of record, the Court hereby finds and concludes as follows:

1. On January 21, 2000, Lighthouse filed a Complaint against DCMB Holding Company L.L.C. ("DCMB") seeking recovery of the outstanding amount due by DCMB to Cahaba Valley Millwork, Inc. ("Cahaba Valley") pursuant to a Note dated June 12, 1995 (the "Note").
2. To secure its obligations under the Note, DCMB executed a Real Estate Mortgage and Security Agreement, granting to Cahaba Valley a mortgage on certain real property located on Highway 280 in Shelby County, Alabama as more particularly described in Exhibit A hereto (the "Real Property").

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3. Lighthouse seeks to recover under the Note pursuant to a Turnover Agreement executed by Cahaba Valley and Lighthouse, whereby Cahaba Valley assigned its right in and to the Note to Lighthouse.

4. Also on January 21, 2000, Lighthouse filed the Motion seeking an Order of this Court to protect its interest in the Real Property to prohibit DCMB from disposing of the Real Property pending the trial in this matter.

5. DCMB claims that it has certain offsets to its obligations under the Note, and therefore is not indebted to Cahaba Valley, or Lighthouse pursuant to the Turnover Agreement, in any amount.

6. The parties have agreed to entry of this Order with regard to the Motion pending the outcome of the underlying lawsuit.

NOW THEREFORE, IT IS HEREBY ORDERED AND AGREED AS FOLLOWS:

A. DCMB shall be prohibited from transferring, assigning, or otherwise disposing of the Real Property absent providing written notice to Lighthouse as set forth herein.

B. DCMB shall give counsel for Lighthouse twenty-one day written notice prior to the transfer, assignment, sale, or other disposition of the Real Property by DCMB. Notice shall be given by facsimile and first class mail to:

Timothy M. Lupinacci, Esq.
Burr & Forman LLP
P.O. Box 830719
Birmingham, Alabama 35283-0719
Telephone: (205) 458-5205
Facsimile: (205) 458-5100

C. Upon receipt of written notice of the sale, or other disposition of the Real Property by DCMB, Lighthouse may petition this Court seeking an Order prohibiting the sale, and/or

providing for the escrow of certain proceeds from the sale that exceed the first mortgage obligation on the Real Property, if any.

D. Lighthouse shall record this Order in the Probate Office of Shelby County as evidence that the Real Property shall not be transferred, assigned or otherwise disposed of by DCMB absent compliance with this Order, and any such transfer, assignment or disposition by DCMB shall be ineffective and void.

E. Nothing contained in this Order shall prohibit the sale or transfer of the Real Property by foreclosure of the first mortgage or by deed in lieu of foreclosure signed by DCMB.

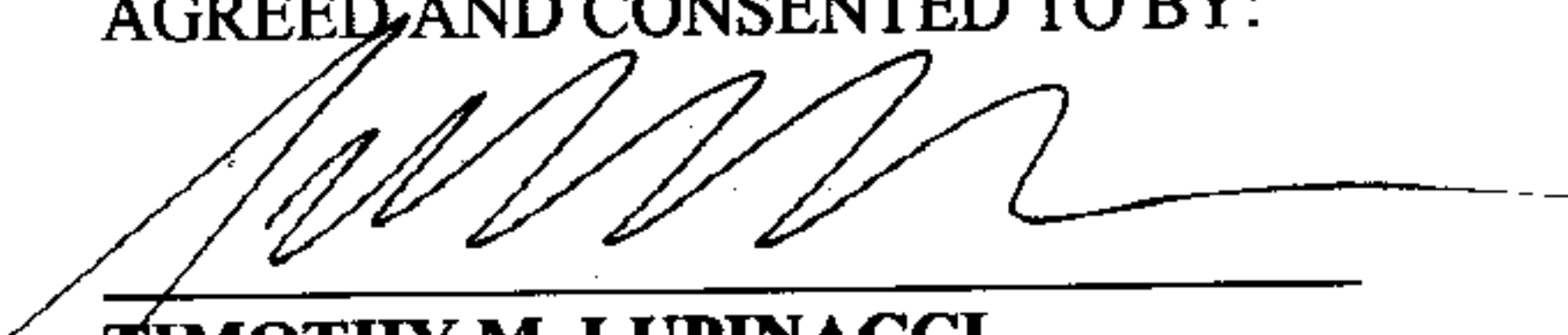
F. Nothing contained in this Order shall constitute, or be deemed to constitute, an admission on the part of any party hereto.

G. The entry of this Order shall be without prejudice to DCMB and Lighthouse to assert its respective positions in this matter.

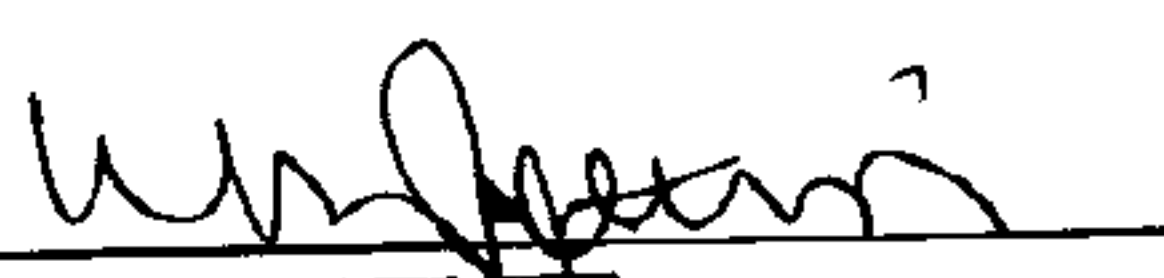
ENTERED THIS 18th DAY OF FEBRUARY, 2000.


CIRCUIT COURT JUDGE

AGREED AND CONSENTED TO BY:


TIMOTHY M. LUPINACCI

Burr & Forman LLP
3100 SouthTrust Towers
420 North 20th Street
Birmingham, AL 35203
Attorney for Lighthouse Financial Corp.


WILLIAM A. RATLIFF
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Attorney for DCMB Holding Company, LLC

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