

This instrument was prepared by
and should be returned to:

Re: Instrument Number 1999-36699
Recorded: 09/01/99
Office of the Probate Judge

Please Return To:

National Corporate Research, Ltd.
41 State Street, Suite 600
Albany, New York 12207
(800)828-0938 (518)434-0938

STATE OF ALABAMA

COUNTY OF SHELBY

ASSIGNMENT

KNOW ALL MEN BY THESE PRESENTS, that this ASSIGNMENT dated as of May 30th, 2000 by and between **FLEET NATIONAL BANK**, f/k/a BANKBOSTON, N.A., a national banking association ("**Assignor**"), having a place of business at 100 Federal Street, Boston, Massachusetts 02110 as agent for itself and each of the financial institutions from time to time a "**Lender**" party to the Loan Agreement (as hereinafter defined), and **FLEET CAPITAL CORPORATION**, a Rhode Island corporation ("**Assignee**"), having a place of business at 300 Galleria Parkway, Suite 800, Atlanta, Georgia 30339 provides:

FOR VALUABLE CONSIDERATION, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby grants, conveys, assigns, sets over, sells and transfers to Assignee, all of Assignor's right, title and interest in, to and under that certain Alabama Mortgage, Security Agreement and Assignment of Leases and Rents dated as of August 27, 1999, recorded on September 1, 1999 in Instrument No. 1999-36699, in the Office of the Judge of Probate of Shelby County, Alabama (the "Mortgage") and the other Loan Documents, as defined in that certain Loan and Security Agreement dated as of August 27, 1999, as amended by Amendment No. 1 dated as of March 30, 2000 (said Loan and Security Agreement, as the same may have been and may hereafter be amended, supplemented, restated or otherwise modified, is hereinafter referred to as the "Loan Agreement"), among WINSLOEW FURNITURE, INC. a Florida corporation, WINSTON FURNITURE COMPANY OF ALABAMA, INC., an Alabama corporation, LOEWENSTEIN, INC., a Florida corporation, TEXACRAFT, INC., a Texas corporation, TROPIC CRAFT, INC., a Florida corporation, WINSTON PROPERTIES, INC., an Alabama corporation, POMPEII FURNITURE CO., INC., a Florida corporation (collectively, the "Borrowers"), the Lenders party thereto from time to time, HELLER FINANCIAL, INC. and CIBC INC. as co-agents (each a "Co-Agent" and collectively, "Co-Agents"), and Assignor, as administrative agent (the "Administrative Agent") for the Lenders (unless otherwise defined herein, the capitalized terms used herein shall have the same meaning ascribed to them in the Loan Agreement). Assignee, by its acceptance hereof, assumes all of Assignor's rights, duties and obligations under the Mortgage.

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11:54 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
005 MMS 18.50

The undersigned, Administrative Agent named in the Loan Agreement as of the date of the first loans made and hereunder, certifies that Fleet Capital Corporation has been properly appointed to replace the undersigned as such Administrative Agent in accordance with the applicable provisions of the Loan Agreement.

The name and address to which notice may henceforth be mailed or delivered to the Administrative Agent, in its capacity as Mortgagee is as follows:

Fleet Capital Corporation
300 Galleria Parkway
Suite 800
Atlanta, Georgia 30339
Phone: (770) 859-2424
Fax: (770) 859-2437 or 2483
Attention: Elizabeth Waller

[SIGNATURES COMMENCE ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF, Assignor and Assignee have caused this Assignment to be executed, delivered and sealed the day and year first above written.

ASSIGNOR:

FLEET NATIONAL BANK, f/k/a
BankBoston, N.A., a national banking
association

By: Elizabeth Waller
Elizabeth Waller
Authorized Officer

[AFFIX SEAL]

ASSIGNEE:

FLEET CAPITAL CORPORATION, a Rhode
Island corporation

By: Elizabeth Waller
Elizabeth Waller
Senior Vice President

[AFFIX SEAL]

[ACKNOWLEDGMENTS APPEAR ON FOLLOWING PAGE]

ACKNOWLEDGMENT OF ASSIGNOR

STATE OF Georgia)
) ss:
COUNTY OF Cobb)

BEFORE ME, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared Elizabeth L. Waller, with whom I am personally acquainted, and who, upon oath, acknowledged herself to be an Authorized Officer of Fleet National Bank, f/k/a BankBoston, N.A., the within Assignor, a national banking association, and that she executed the foregoing instrument for the purposes therein contained, by signing the name of the Assignor, by herself as the duly authorized representative thereof.

WITNESSED under my hand and official seal, this 30th day of May, 2000.

Kendra A. Moss
Notary Public

Cobb County, GA

My Commission Expires:

Notary Public, Cobb County, Georgia.
My Commission Expires Feb. 25, 2002.

[NOTARY SEAL]

[ACKNOWLEDGMENT OF ASSIGNEE APPEARS ON FOLLOWING PAGE]

ACKNOWLEDGMENT OF ASSIGNEE

STATE OF Georgia)
) SS:
COUNTY OF Cobb)

BEFORE ME, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared Elizabeth Waller, with whom I am personally acquainted, and who, upon oath, acknowledged herself to be Senior Vice President of Fleet Capital Corporation, the within Assignee, a Rhode Island corporation, and that she executed the foregoing instrument for the purposes therein contained, by signing the name of the Assignee, by herself as the duly authorized representative thereof.

WITNESSED under my hand and official seal, this 30th day of May, 2000.

Kendra A. Plow
Notary Public

Cobb County, GA

My Commission Expires:

Notary Public, Cobb County, Georgia.
My Commission Expires Feb. 25, 2002.

[NOTARY SEAL]

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