

ASSIGNMENT OF NOTE AND MORTGAGE

THIS ASSIGNMENT AGREEMENT ("this Assignment"), is made this 14th day of May, 2002, by **WYNLAKE DEVELOPMENT, LLC**, an Alabama limited liability company (herein referred to as the "Assignor"), in favor of **HERITAGE BANK**, an Alabama state banking corporation (the "Bank").

WITNESSETH:

WHEREAS, TAMBRIDGE BUILDING CO., INC., an Alabama Corporation (the "Borrower"), has executed and delivered to Assignor that certain Promissory Note dated the 2nd day of May, 2002, in the principal amount of \$87,600.00 (the "Note"), which is secured by, inter alia, (1) that certain Mortgage and Security Agreement executed by Borrower (the "Mortgage") of even date encumbering certain real estate and filed for record in Instrument 20020612000276710, in the Probate Office of Shelby County, Alabama, (2) UCC-1 Financing Statements (the "UCC-I's"), (3) that certain guaranty agreement (the "Guaranty") of even date executed by C. Aaron Parsons, Jr., an individual (the "Guarantor"), and (4) that certain environmental indemnity agreement of even date executed by Borrower and Guarantor (the "Environmental Indemnity"); and Borrower has further executed and delivered to Assignor certain corporate resolutions, documents and affidavits (the Note, Mortgage, UCC-I's, Guaranty, Environmental Indemnity and other documents now or hereafter executed in connection with the Note being herein collectively referred to as "Loan Documents"); and

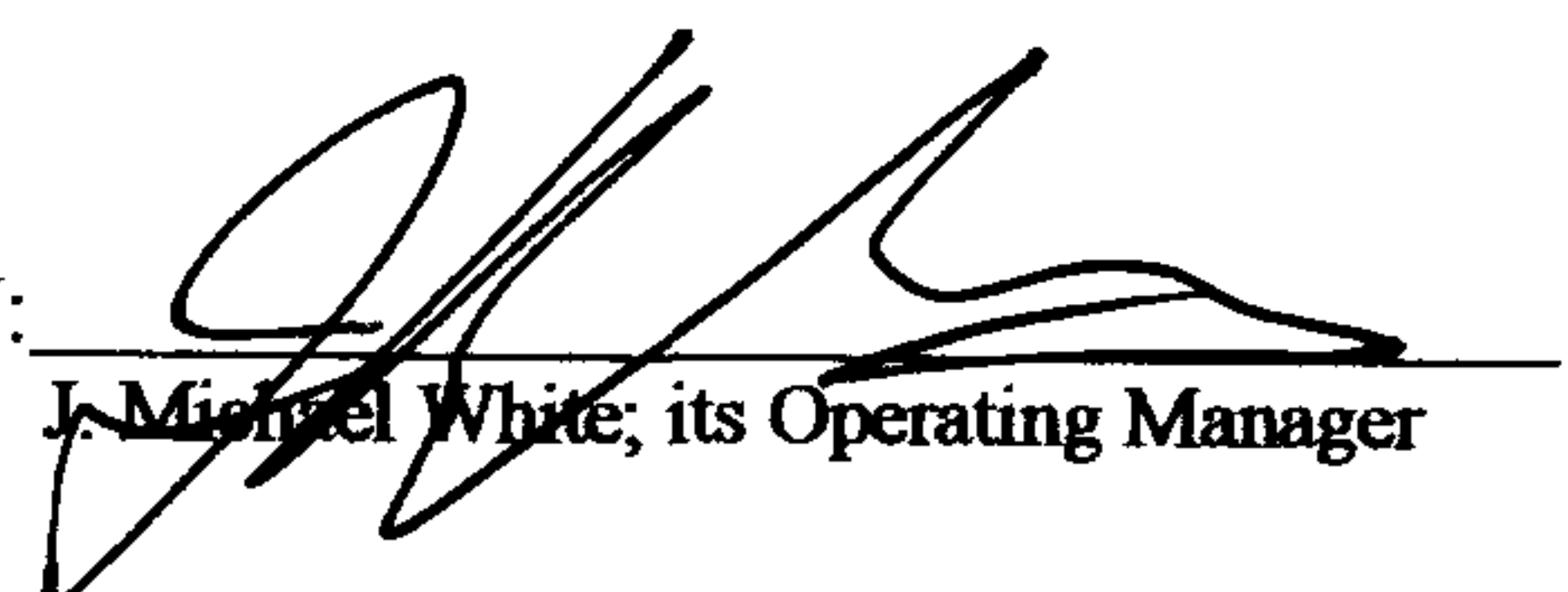
WHEREAS, Assignor wishes to assign its interest in the Loan Documents to Bank as collateral for a loan to fund the Note (the "Loan").

NOW, THEREFORE, in consideration of the Loan, advance or other credit, now or hereafter made or extended by Bank to Assignor, the Assignor hereby assigns to Bank all right, title and interest in and to the Loan Documents and authorizes Bank to do everything necessary, in its name or otherwise, to collect and discharge the obligations of the Borrower and Guarantor contained therein.

IN WITNESS WHEREOF, the Assignor has duly executed this Assignment on and as of the date and year first above written.

WynLake Development, LLC
an Alabama limited liability company

BY: **SERMA Holdings, LLC**
an Alabama limited liability company
Its Senior Manager

BY: 
J. Michael White, its Operating Manager