

ASSIGNMENT OF NOTE AND SECURITY

STATE OF ALABAMA
SHELBY COUNTY

LOAN NUMBER CDC-WOB-6361114007-BIR

FOR VALUE RECEIVED, the undersigned hereby transfers, sets over, and assigns unto the SMALL BUSINESS ADMINISTRATION all of its right, title, and interest in and to the following:

Promissory Note, SBA Form 1505, dated this date, in the original principal amount of \$352,000.00, executed by MARCA MANAGEMENT SYSTEMS (MMS), L.L.C., MARCA & ASSOCIATES, INC., and SCOUT COMMUNICATIONS, INC. in favor of the SOUTHERN DEVELOPMENT COUNCIL, INC..

Real Property Mortgage dated this date, executed by MARCA MANAGEMENT SYSTEMS (MMS), L.L.C., MARCA & ASSOCIATES, INC., and SCOUT COMMUNICATIONS, INC. in favor of SOUTHERN DEVELOPMENT COUNCIL, INC., and filed for record on 2/26, 2004, as Instrument No. 20040226000098710 in the Office of Judge of Probate of Shelby County, Alabama.

Assignment of Leases and Rents dated this date, executed by MARCA MANAGEMENT SYSTEMS (MMS), L.L.C. in favor of SOUTHERN DEVELOPMENT COUNCIL, INC., and filed for record on 2/26, 2004, as Instrument No. 20040226000098720 in the Office of 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 officer this 23 day of February, 2004.

SOUTHERN DEVELOPMENT COUNCIL, INC.

BY: [Signature]
(Its President or Vice-President)

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Marty Bedford, whose name as President or Vice-President of SOUTHERN DEVELOPMENT COUNCIL, INC., a corporation, 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 said instrument, he/she, as such officer, and with full authority, executed the same voluntarily, as an act of said corporation, acting in its capacity as aforesaid.

Given under my hand and official seal, this the 23 day of February, 2004.

[Signature]
NOTARY PUBLIC

My Commission Expires: 6/1/07

THIS INSTRUMENT PREPARED BY:
William B. Hairston III
ENGEL, HAIRSTON & JOHANSON, P.C.
P.O. Box 11405
Birmingham, Alabama 35202