

Prepared By and Return To:
Steve Gohring
FH Partners, L.P.
Post Office Box 8216
Waco, Texas 76714-8216
(254) 751-1750

Sort No.: 29.00
Asset Name: ALABAMA VINYL SUPPLY LLC
FCSC Asset No.: 330210290
Property Location: BIRMINGHAM, AL 35242

ASSIGNMENT OF LOAN AND LIENS

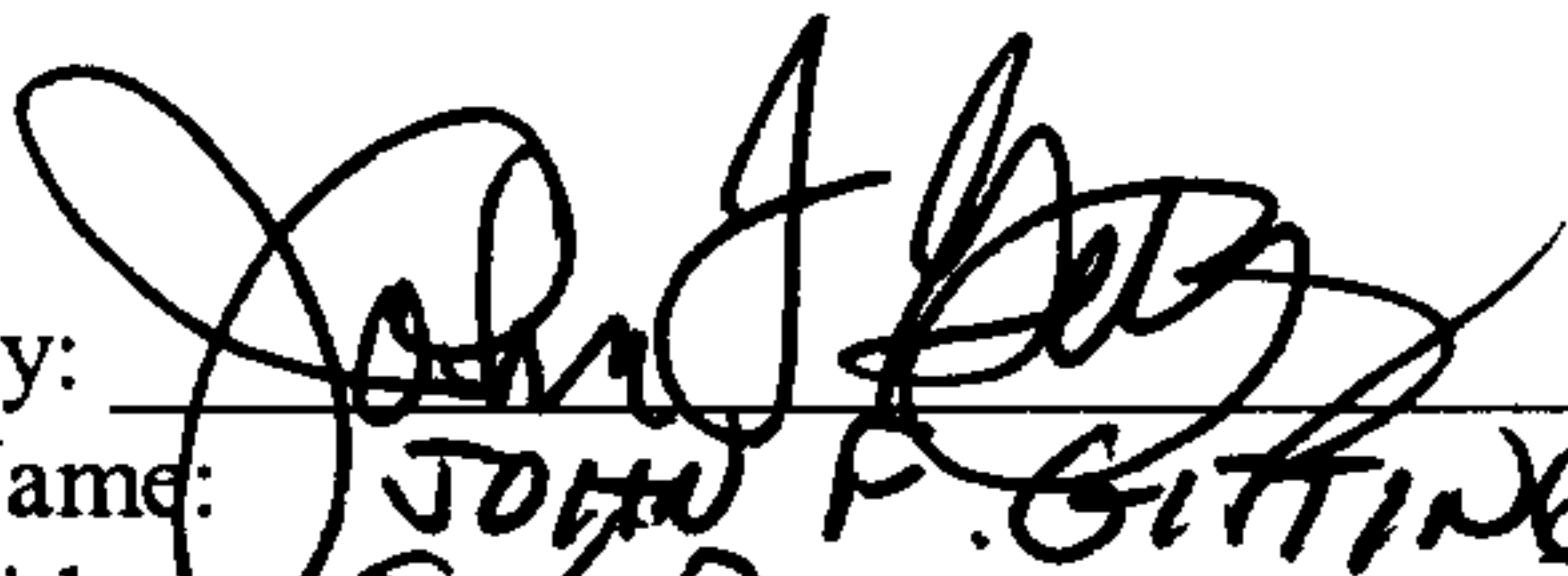
THE BANK (the "Assignor"), having an address, for purposes of this Assignment, of 17 North 20th Street, Birmingham, Alabama 35203, Attention: Hampton McFadden, hereby sells, transfers, assigns, and conveys to **FH Partners, L.P.** (the "Assignee"), a Texas limited partnership, having an address of P.O. Box 8216, 6400 Imperial Drive (delivery only), Waco, Texas 76714-8216, without recourse or warranty, express or implied, except only as specifically provided in that certain Sale and Assignment Agreement dated September 30, 2004, by and among Assignor and Assignee (the "Agreement"), all right, title, and interest in the Assets (as such term is defined in the Agreement) (whether one or more, herein so called) identified in Attachment I, attached hereto and made a part hereof, together with, and all documents and instruments evidencing, securing, governing and guaranteeing the indebtedness evidenced by the Assets and all renewals, modifications, amendments, supplements and restatements thereof (collectively, the "Collateral Documents"), including, without limitation, those more specifically described in Attachment I.

EXCEPT AS EXPRESSLY SET FORTH IN THE AGREEMENT, ASSIGNOR MAKES NO REPRESENTATIONS OR WARRANTIES, EXPRESS OR IMPLIED, OF ANY TYPE, KIND, CHARACTER, OR NATURE WITH RESPECT TO THE ASSETS OR ANYTHING RELATING THERETO (INCLUDING THE COLLATERAL OR THE COLLATERAL DOCUMENTS)

IN WITNESS WHEREOF, this Assignment of Loan and Liens is executed effective as of September 30, 2004.

ASSIGNOR:

THE BANK

By: 

Name: JOHN P. GITTING

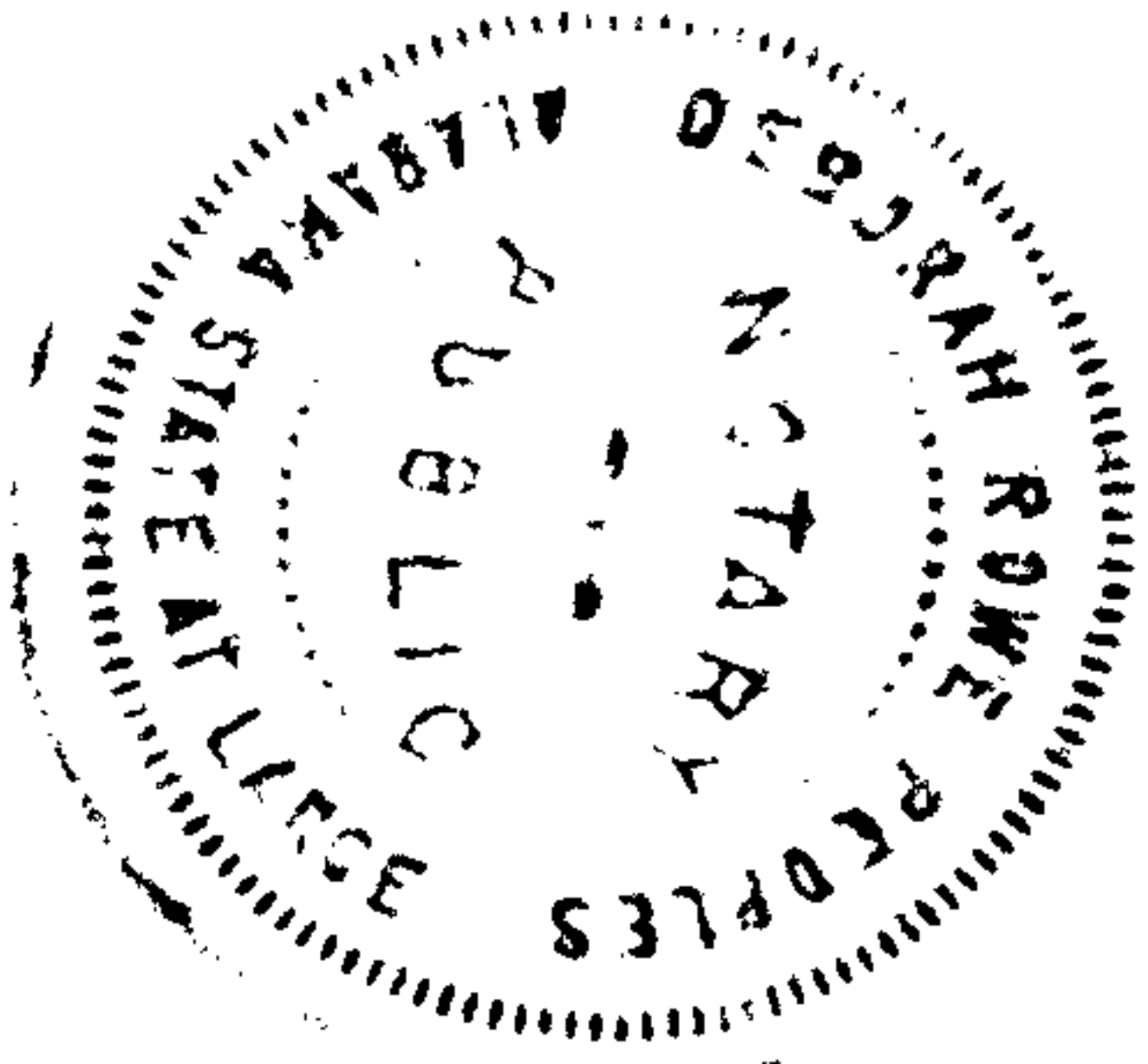
Title: SVP

THE STATE OF ALABAMA
COUNTY OF JEFFERSON

BEFORE ME, the undersigned, a Notary Public in and for said county and state, on this day personally appeared John F. Gittings, who is the Sr. Vice President for The Bank, known to me to be the person whose name is subscribed to the foregoing instrument, and he acknowledged to me that he executed the same for the purposes and consideration therein expressed, as the act and deed of said bank and in the capacity therein stated.

Given under my hand and seal of office this 10th day of November, 2004.

Leboral Rowe Peoples
Notary Public, State of ALABAMA



Attachment I

Asset Name: Alabama Vinyl Supply LLC
Purchaser's Asset No.: 33010290
Property Location: Birmingham, AL

Universal Note dated November 2, 1998, in the original principal amount of \$156,550.00 executed by Alabama Vinyl Supply, Inc. payable to the order of Commerce Bank of Alabama.

Universal Note dated March 2, 2000, in the original principal amount of \$150,060.00 executed by Alabama Vinyl Supply, Inc. payable to the order of The Bank.

Mortgage dated November 2, 1998 executed by Alabama Vinyl Supply, LLC, Mark H. Filkins and Carolyn A. Filkins in favor of Commerce Bank of Alabama recorded on December 16, 1998 as Instrument No. 1998-50111 in the office of the Judge of Probate of Shelby County, Alabama.