

ASSIGNMENT OF NOTE AND SECURITY

STATE OF ALABAMA
SHELBY COUNTY

FOR VALUE RECEIVED, **FIRST AMERICAN BANK (formerly known as NATIONAL BANK OF COMMERCE OF BIRMINGHAM)** (the "Assignor") hereby transfers, sets over, and assigns without recourse or warranty of any kind unto the **ALIANBANK** (the "Assignee") all of its right, title, and interest in and to the following:

1. Amended, Restated and Bifurcated Promissory Note dated February 6, 2003, in the original principal amount of \$ 1,250,000.00 executed by DEVELOPMENT - 119, LLC in favor of Assignor, which was a renewal and refinancing of a portion of the obligations of DEVELOPMENT - 119, LLC to Assignor originally evidenced by an \$4,225,000.00 Promissory Note dated December 21, 2000;
2. Renewal Promissory Note dated December 20, 2004, in the original principal amount of \$470,000.00 executed by DEVELOPMENT - 119, LLC in favor of Assignor, which was a renewal and refinancing of an Amended, Restated and Bifurcated Promissory Note dated February 6, 2003 which was a renewal and refinancing of a portion of the obligations of DEVELOPMENT - 119, LLC to Assignor originally evidenced by an \$4,225,000.00 Promissory Note dated December 21, 2000;
3. Future Advance Mortgage dated December 21, 2000, executed by DEVELOPMENT - 119, LLC in favor of Assignor and filed for record on December 28, 2000, as Instrument 2000-45271 in the Office of Judge of Probate of Shelby County, Alabama;
4. Absolute Assignment of Rents and Leases dated December 21, 2000, executed by DEVELOPMENT - 119, LLC in favor of Assignor and filed for record on December 28, 2000, as Instrument 2000/45272 in the Office of Judge of Probate of Shelby County, Alabama; and
5. Security Agreement (general) dated December 21, 2000 and executed by DEVELOPMENT - 119, LLC in favor of Assignor.

Further Assignor authorizes Assignee to file a UCC financing statement amendment amending the UCC financing statement recorded as instrument 2000/45273 in the Office of the Judge of Probate of Shelby County and as 2000-49828 in the Office of the Secretary of State of Alabama to show Assignee thereon as Secured Party.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be executed and its seal affixed by its duly authorized officer this 25th day of May, 2005.

FIRST AMERICAN BANK (formerly known as NATIONAL BANK OF COMMERCE OF BIRMINGHAM)

BY: _____

(Its Vice President)

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Stephen F. Vickery, whose name as Vice President of FIRST AMERICAN BANK (formerly known as NATIONAL BANK OF COMMERCE OF BIRMINGHAM), 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 26 day of May, 2005.

Linda S. Williams

NOTARY PUBLIC

My Commission Expires: _____

NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Jan 24, 2008
~~BONDED THRU NOTARY PUBLIC UNDERWRITERS~~

THIS INSTRUMENT PREPARED BY:

William B. Hairston III

ENGEL, HAIRSTON & JOHANSON, P.C.

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