

06-19-2001



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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings ⇌ ⇌ ⇌

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Class III and IV Members of Brasfield + Gorrie, L.L.C.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other members of class of limited liability corporation

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
 Name: Gorrie Holdings, L.L.C.
 Internal Address: _____
 Address: _____
 Street Address: 151 Regions Way, Suite 3D
 City: Destin State: FL Zip: 32541

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: January 1, 2001

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)
76/165,181 76/165,188
76/165,186 76/165,199
76/165,187

Additional number(s) attached Yes No

B. Trademark Registration No.(s)
MUD 6/13/01

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Kimberly Till Powell
 Internal Address: Balch + Bingham, LLP

 Street Address: 1710 6th Av. North

 City: Birmingham State: AL Zip: 35203

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41).....\$ 140.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Kimberly Till Powell Kimberly Till Powell 06/12/2001
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 62

06/18/2001 BTOM11 00000128 76165181
 01 FC:481 40.00 DP
 02 FC:482 100.00 DP

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patent & Trademarks, Box Assignments
 Washington, D.C. 20231



2 NAMES OF CONVEYING PARTIES:

<u>Name</u>	<u>Individual Residency</u>	<u>Name</u>	<u>Individual Residency</u>
Alan Anthony	Alabama	Ivan Kimbrell	Georgia
Ben Barfield	Georgia	Todd Lankford	Alabama
Brian Barr	Alabama	Scott Laye	Alabama
Clay Bright	Tennessee	Greg Maturo	Florida
Michael Byrd	Georgia	Kirk McKinnon	Florida
Jeff Calvin	Florida	Roddy McCrory	Georgia
Robert Carswell	Alabama	Tate McKee	Georgia
Mike Casey	Alabama	John Mills	Florida
Trey Clegg	Alabama	Dave Naeger	Georgia
Terry Collier	Alabama	Carey O'Cain	North Carolina
Mike Culwell	Alabama	Jimmy Pettis	Alabama
Jack Darnall	Alabama	J. O. Pike	Alabama
John Darnall	Alabama	John Robertson	Alabama
Guerry Denson	Alabama	Peyton Robertson	Florida
Scott Duckworth	North Carolina	Marshall Rodgers	Alabama
Tim Dwyer	Florida	Sandy Sanders	Alabama
Michael Freburg	Georgia	Trey Sanders	Georgia
Randy Freeman	Alabama	Mike Schor	Alabama
Tom Garrett	Alabama	Mike Seng	Alabama
Jim Gorrie	Alabama	Erik Sharpe	Alabama
Miller Gorrie	Alabama	Jeff Stone	Alabama
Chip Grizzle	Alabama	DeWayne Strickland	Alabama
Steve Haney	Alabama	George Talley	Alabama
Gary Harrington	Alabama	Rob Taylor	Georgia
Dennis Hill	Alabama	Ren Tilden	Florida
Keith Johnson	Georgia	Darrell Vines	Alabama
Lynn Jones	Alabama	Alan Weeks	Alabama
Mark Jones	North Carolina	Eric Young	Georgia
Matt Kelley	Alabama		

ASSIGNMENT OF INTELLECTUAL PROPERTY RIGHTS

This Assignment of Intellectual Property Rights ("Assignment") is made and entered into as of January 1, 2001 (the "Effective Date") by and between the Class III and Class IV Members of Brasfield & Gorrie, L.L.C., a Delaware limited liability company ("Assignors") and Gorrie Holdings, L.L.C., a Delaware limited liability company (the "Assignee").

WHEREAS, a pro rata undivided interest in the Intellectual Property (as defined in Section 1 below) was transferred to each of the Assignors by Brasfield & Gorrie, L.L.C. ("B&G") pursuant to an Assignment of Intellectual Property Rights among B&G and the Assignors (the "First Assignment");

WHEREAS, the Assignors have determined it is in their best interests to convey the Intellectual Property to the Assignee in exchange for membership interests in the Assignee; and

WHEREAS, Assignors desire to assign all of Assignors' rights in and to the Intellectual Property to the Assignee in accordance with the terms and conditions set forth below;

NOW, THEREFORE, the parties, intending to be legally bound, agree as follows:

1. Assignment. Assignors do hereby severally sell, convey, transfer, assign, and deliver unto Assignee, for the benefit of Assignee, its successors and assigns, the entire respective right, title and interest of Assignors in, to, and under any and all rights in and to trademarks, trade names, service marks, trade dress and all goodwill associated therewith; continuations and continuations-in-part, together with all registrations, reissues, reexaminations, divisionals or extensions of any kind; improvements and derivations of the foregoing; and all documents, data and information relating to the foregoing; owned, developed, or used by B&G whether or not protectable under federal copyright, patent or trademark law or state trade secret law and whether or not registered with the United States Copyright Office or the United States Patent and Trademark Office, transferred to Assignors pursuant to the First Assignment (the "Intellectual Property") and Assignor's rights and interests under the First Assignment. Intellectual Property includes, but is not limited to, the trademarks set forth in Exhibit A hereto. Assignors further covenant to cooperate, at the expense of Assignee, with any efforts by Assignee to secure and perfect its rights under this Assignment, including, without limitation, the preparation and filing of registration documents.

2. Representations and Warranties of Assignors. Assignors hereby represent and warrant severally to Assignee that they are assigning all of their individual right, title and interest to the Intellectual Property hereby, and that they convey the Intellectual Property to Assignee free and clear of any liens or encumbrances. Assignors further represent and warrant as of the Effective Date that Assignors have not heretofore assigned, licensed or otherwise transferred the Intellectual Property. Assignors further severally represent and warrant as of the Effective Date that there are no claims or threatened claims including, without limitation, cease-and-desist letters, trademark

infringement, copyright infringement, invalidity, dilution, sponsorship claims or any administrative actions against them individually as an Assignor.

3. Cooperation. Assignors each hereby agree that they will cooperate fully in and will execute and deliver any and all other documents, papers, forms and authorizations and take any and all other actions that may be necessary or desirable for transferring to Assignee all right, title and interest in and to the Intellectual Property.

4. Authority. Each of the undersigned represents and warrants that he is duly and validly authorized to execute this Assignment.

5. Entire Agreement. This Assignment constitutes the entire agreement between the parties with respect to the subject matter hereof and supersedes all prior agreements, understanding and negotiations, both oral and written, between the parties with respect to the subject matter of this Assignment. This Assignment may not be modified except by means of a writing signed by both parties.

6. Binding Effect. This Assignment is binding upon and will inure to the benefit of the parties hereto and their respective successors and assigns.

7. Counterparts. This Assignment may be executed in multiple counterparts, all of which shall be executed and delivered as an original and all of which together shall constitute one and the same instrument.

8. Governing Law. This Assignment shall be construed and interpreted according to the laws of the State of Delaware.

EXHIBIT A

Trademarks

United States

Application Number

Mark

76/165,188

BRASFIELD & GORRIE (word mark)

76/165,187

BRASFIELD & GORRIE (design mark/logo)

76/165,186

EXCEEDING OUR CUSTOMERS' EXPECTATIONS

76/165,181

BUILDING THE FUTURE, TODAY

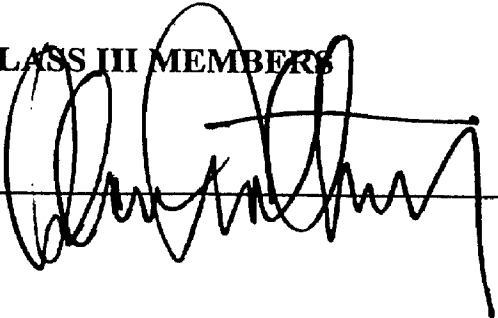
76/165,199

BRASFIELD & GORRIE BENCHMARK

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the Effective Date.

ASSIGNORS:

CLASS III MEMBERS



CLASS IV MEMBERS

M. MILLER GORRIE

JOHN P. DARNALL

M. JAMES GORRIE

ASSIGNEE:

GORRIE HOLDINGS, L.L.C.

By: 

Name: Forrest Mobley

Title: Executive Director

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the Effective Date.

ASSIGNORS:

CLASS III MEMBERS

 (BEN GARFIELD)

CLASS IV MEMBERS

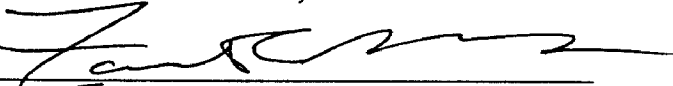
M. MILLER GORRIE

JOHN P. DARNALL

M. JAMES GORRIE

ASSIGNEE:

GORRIE HOLDINGS, L.L.C.

By: 
Name: Forrest Mobley
Title: Executive Director

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the Effective Date.

ASSIGNORS:

CLASS III MEMBERS

Henry C. Bright, III

CLASS IV MEMBERS

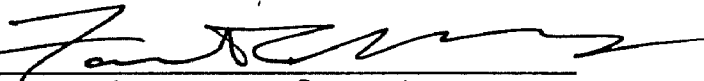
M. MILLER GORRIE

JOHN P. DARNALL

M. JAMES GORRIE

ASSIGNEE:

GORRIE HOLDINGS, L.L.C.

By: 
Name: Forrest Mobley
Title: Executive Director

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the Effective Date.

ASSIGNORS:

CLASS III MEMBERS

Michael D. Byrd

CLASS IV MEMBERS


M. MILLER GORRIE

JOHN P. DARNALL

M. JAMES GORRIE

ASSIGNEE:

GORRIE HOLDINGS, L.L.C.

By: 
Name: Forrest Mobley
Title: Executive Director

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the Effective Date.

ASSIGNORS:

CLASS III MEMBERS

Robert D. Caswell

CLASS IV MEMBERS

M. MILLER GORRIE

JOHN P. DARNALL

M. JAMES GORRIE

ASSIGNEE:

GORRIE HOLDINGS, L.L.C.

By: 

Name: Forrest Mobley

Title: Executive Director

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the Effective Date.

ASSIGNORS:

CLASS III MEMBERS

Michael L. Casey

CLASS IV MEMBERS


M. MILLER GORRIE

JOHN P. DARNALL

M. JAMES GORRIE

ASSIGNEE:

GORRIE HOLDINGS, L.L.C.

By: 


Name: Forrest Mobley

Title: Executive Director

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the Effective Date.

ASSIGNORS:

CLASS III MEMBERS



CLASS IV MEMBERS

M. MILLER GORRIE

JOHN P. DARNALL

M. JAMES GORRIE

ASSIGNEE:

GORRIE HOLDINGS, L.L.C.

By: 

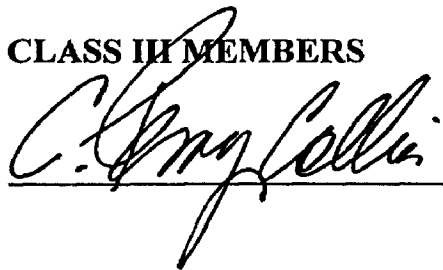
Name: Forrest Mobley

Title: Executive Director

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the Effective Date.

ASSIGNORS:

CLASS III MEMBERS



CLASS IV MEMBERS

M. MILLER GORRIE

JOHN P. DARNALL

M. JAMES GORRIE

ASSIGNEE:

GORRIE HOLDINGS, L.L.C.

By: 

Name: Forrest Mobley

Title: Executive Director

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the Effective Date.

ASSIGNORS:

CLASS III MEMBERS



SCOTT DUCKWORTH

CLASS IV MEMBERS

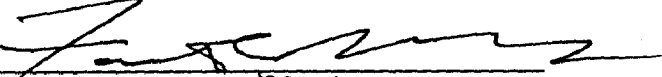
M. MILLER GORRIE

JOHN P. DARNALL

M. JAMES GORRIE

ASSIGNEE:

GORRIE HOLDINGS, L.L.C.

By: 

Name: Forrest Mobley

Title: Executive Director

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the Effective Date.

ASSIGNORS:

CLASS III MEMBERS

Randall J. Freeman

CLASS IV MEMBERS

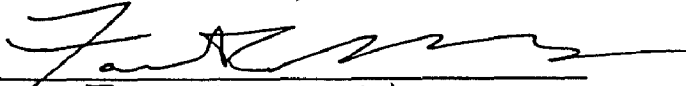
M. MILLER GORRIE

JOHN P. DARNALL

M. JAMES GORRIE

ASSIGNEE:

GORRIE HOLDINGS, L.L.C.

By: 
Name: Forrest Mabley
Title: Executive Director

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the Effective Date.

ASSIGNORS:

CLASS III MEMBERS

Tom Ganitt

CLASS IV MEMBERS

M. MILLER GORRIE

JOHN P. DARNALL

M. JAMES GORRIE

ASSIGNEE:

GORRIE HOLDINGS, L.L.C.

By: Forrest Mabley

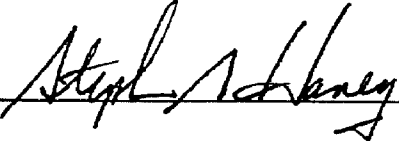
Name: Forrest Mabley

Title: Executive Director

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the Effective Date.

ASSIGNORS:

CLASS III MEMBERS



CLASS IV MEMBERS

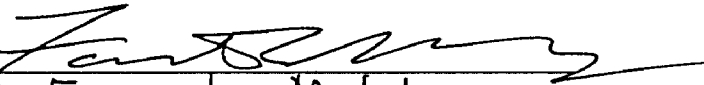
M. MILLER GORRIE

JOHN P. DARNALL

M. JAMES GORRIE

ASSIGNEE:

GORRIE HOLDINGS, L.L.C.

By: 
Name: Forrest Mobley
Title: Executive Director

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the Effective Date.

ASSIGNORS:

CLASS III MEMBERS

C Gary Hardy

CLASS IV MEMBERS

M. MILLER GORRIE

JOHN P. DARNALL

M. JAMES GORRIE

ASSIGNEE:

GORRIE HOLDINGS, L.L.C.

By: Forrest Mobley
Name: Forrest Mobley
Title: Executive Director

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the Effective Date.

ASSIGNORS:

CLASS III MEMBERS

Dennis Hill

CLASS IV MEMBERS

M. MILLER GORRIE

JOHN P. DARNALL

M. JAMES GORRIE

ASSIGNEE:

GORRIE HOLDINGS, L.L.C.

By: 

Name: Forrest Mobley

Title: Executive Director

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the Effective Date.

ASSIGNORS:

CLASS III MEMBERS

Dr. J. Lynn Jones

CLASS IV MEMBERS

M. MILLER GORRIE

JOHN P. DARNALL

M. JAMES GORRIE

ASSIGNEE:


GORRIE HOLDINGS, L.L.C.

By: *Forrest Mobley*
Name: Forrest Mobley
Title: Executive Director

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the Effective Date.

ASSIGNORS:

CLASS III MEMBERS



CLASS IV MEMBERS


M. MILLER GORRIE

JOHN P. DARNALL

M. JAMES GORRIE

ASSIGNEE:

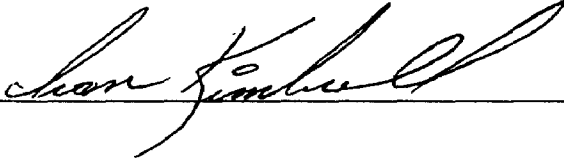
GORRIE HOLDINGS, L.L.C.

By: 
Name: Forrest Mobley
Title: Executive Director

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the Effective Date.

ASSIGNORS:

CLASS III MEMBERS



CLASS IV MEMBERS

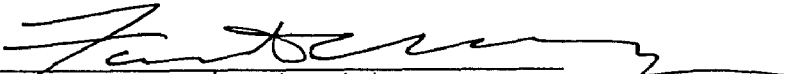
M. MILLER GORRIE

JOHN P. DARNALL

M. JAMES GORRIE

ASSIGNEE:

GORRIE HOLDINGS, L.L.C.

By: 
Name: Forrest Mobley
Title: Executive Director

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the Effective Date.

ASSIGNORS:

CLASS III MEMBERS

Todd Lankford / Todd Lankford

CLASS IV MEMBERS


M. MILLER GORRIE

JOHN P. DARNALL

M. JAMES GORRIE

ASSIGNEE:

GORRIE HOLDINGS, L.L.C.

By: 
Name: Forrest Mobley
Title: Executive Director

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the Effective Date.

ASSIGNORS:

CLASS III MEMBERS

Hugh Kirk Myer

CLASS IV MEMBERS

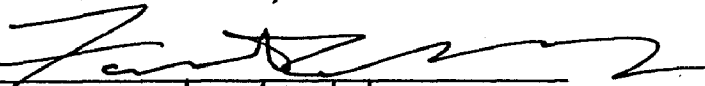
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JOHN P. DARNALL

M. JAMES GORRIE

ASSIGNEE:

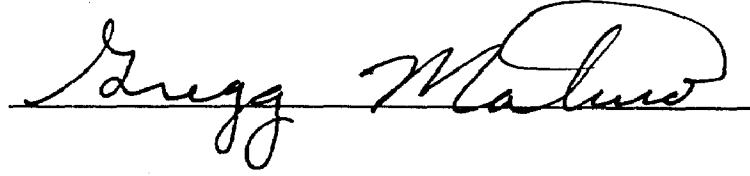
GORRIE HOLDINGS, L.L.C.

By: 
Name: Forrest Mobley
Title: Executive Director

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the Effective Date.

ASSIGNORS:

CLASS III MEMBERS



CLASS IV MEMBERS

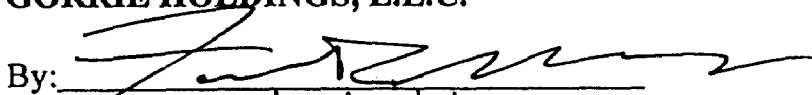
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JOHN P. DARNALL

M. JAMES GORRIE

ASSIGNEE:

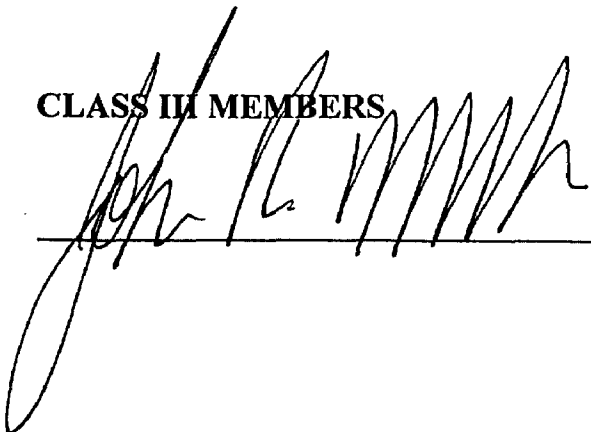
GORRIE HOLDINGS, L.L.C.

By: 
Name: Forrest Mobley
Title: Executive Director

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the Effective Date.

ASSIGNORS:

CLASS III MEMBERS



CLASS IV MEMBERS

M. MILLER GORRIE

JOHN P. DARNALL

M. JAMES GORRIE

ASSIGNEE:

GORRIE HOLDINGS, L.L.C.

By: 

Name: Forrest Mabley

Title: Executive Director

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the Effective Date.

ASSIGNORS:

CLASS III MEMBERS

Roddy Miller

CLASS IV MEMBERS

M. MILLER GORRIE

JOHN P. DARNALL

M. JAMES GORRIE

ASSIGNEE:

GORRIE HOLDINGS, L.L.C.

By: Forrest Mobley
Name: Forrest Mobley
Title: Executive Director

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the Effective Date.

ASSIGNORS:

CLASS III MEMBERS

Robert M. Miller

CLASS IV MEMBERS

M. MILLER GORRIE

JOHN P. DARNALL

M. JAMES GORRIE

ASSIGNEE:

GORRIE HOLDINGS, L.L.C.

By: Forrest Mobley

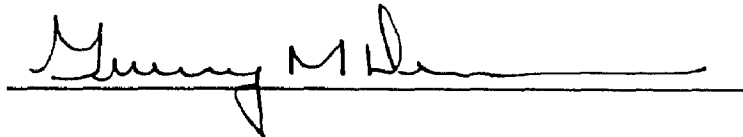
Name: Forrest Mobley

Title: Executive Director

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the Effective Date.

ASSIGNORS:

CLASS III MEMBERS



CLASS IV MEMBERS

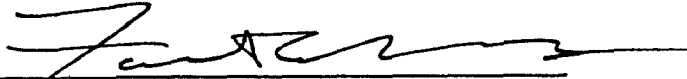
M. MILLER GORRIE

JOHN P. DARNALL

M. JAMES GORRIE

ASSIGNEE:

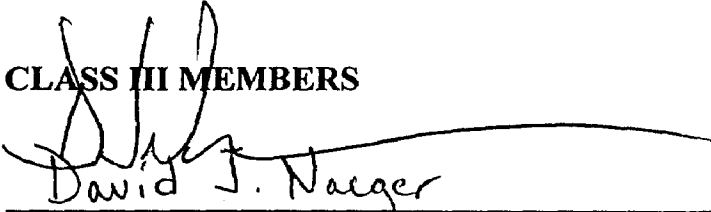
GORRIE HOLDINGS, L.L.C.

By: 
Name: Forrest Mobley
Title: Executive Director

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the Effective Date.

ASSIGNORS:

CLASS III MEMBERS



David J. Naiger

CLASS IV MEMBERS

M. MILLER GORRIE

JOHN P. DARNALL

M. JAMES GORRIE

ASSIGNEE:

GORRIE HOLDINGS, L.L.C.

By: 

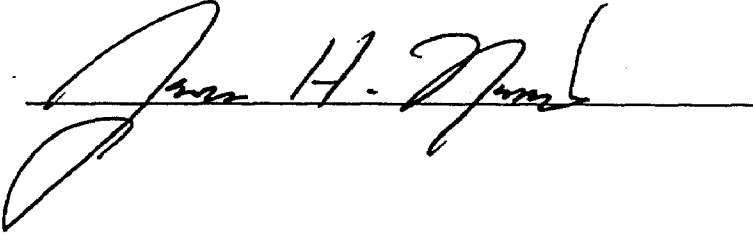
Name: Forrest Mobley

Title: Executive Director

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the Effective Date.

ASSIGNORS:

CLASS III MEMBERS



CLASS IV MEMBERS

M. MILLER GORRIE

JOHN P. DARNALL

M. JAMES GORRIE

ASSIGNEE:

GORRIE HOLDINGS, L.L.C.

By: _____

Name: Forrest Mobley

Title: Executive Director

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the Effective Date.

Jennifer C. Whitley

ASSIGNORS:

CLASS III MEMBERS

James Amy Clarke

CLASS IV MEMBERS

M. MILLER GORRIE

JOHN P. DARNALL

M. JAMES GORRIE

ASSIGNEE:

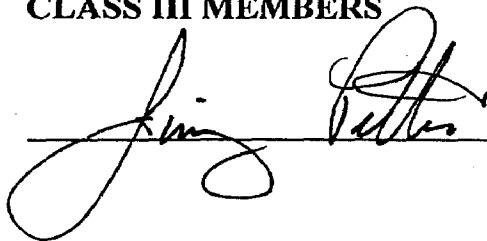
GORRIE HOLDINGS, L.L.C.

By: *Forrest Mobley*
Name: Forrest Mobley
Title: Executive Director

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the Effective Date.

ASSIGNORS:

CLASS III MEMBERS



CLASS IV MEMBERS

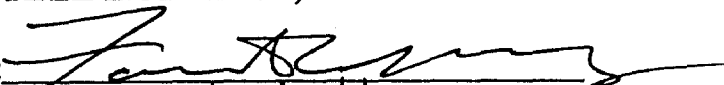
M. MILLER GORRIE

JOHN P. DARNALL

M. JAMES GORRIE

ASSIGNEE:

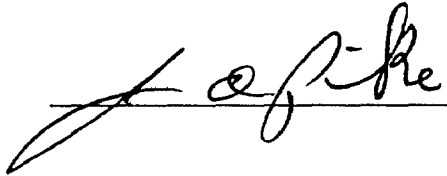
GORRIE HOLDINGS, L.L.C.

By: 
Name: Forrest Mabley
Title: Executive Director

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the Effective Date.

ASSIGNORS:

CLASS III MEMBERS



CLASS IV MEMBERS

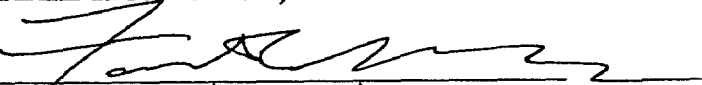
M. MILLER GORRIE

JOHN P. DARNALL

M. JAMES GORRIE

ASSIGNEE:

GORRIE HOLDINGS, L.L.C.

By: 
Name: Forrest Mabley
Title: Executive Director

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the Effective Date.

ASSIGNORS:

CLASS III MEMBERS



CLASS IV MEMBERS

M. MILLER GORRIE

JOHN P. DARNALL

M. JAMES GORRIE

ASSIGNEE:

GORRIE HOLDINGS, L.L.C.

By: 

Name: Forrest Mobley

Title: Executive Director

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the Effective Date.

ASSIGNORS:

CLASS III MEMBERS

James D Sanders III

CLASS IV MEMBERS

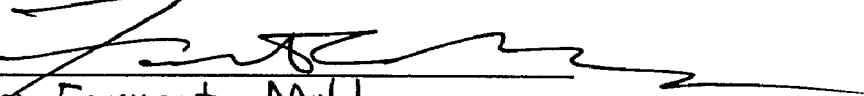
M. MILLER GORRIE

JOHN P. DARNALL

M. JAMES GORRIE

ASSIGNEE:

GORRIE HOLDINGS, L.L.C.

By: 
Name: Forrest Mabley
Title: Executive Director

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the Effective Date.

~~ASSIGNORS:~~

ASSIGNEE:

GORRIE HOLDINGS, L.L.C.
~~CLASS III MEMBERS~~



CLASS IV MEMBERS


M. MILLER GORRIE

JOHN P. DARNALL

M. JAMES GORRIE

ASSIGNOR:
~~ASSIGNEE-~~

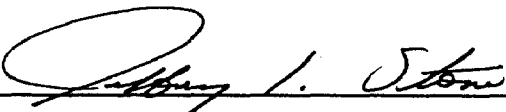
CLASS III MEMBER:
~~GORRIE HOLDINGS, L.L.C.~~

By:  *03.16.01*
Name: ERIK T. SHARPE
Title: PROJECT MANAGER

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the Effective Date.

ASSIGNORS:

CLASS III MEMBERS



CLASS IV MEMBERS

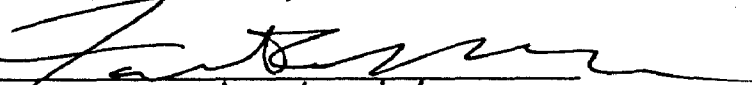
M. MILLER GORRIE

JOHN P. DARNALL

M. JAMES GORRIE

ASSIGNEE:

GORRIE HOLDINGS, L.L.C.

By: 
Name: Forrest Mobley
Title: Executive Director

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the Effective Date.

~~ASSIGNORS:~~ *ASSIGNEE:*

GORRIE HOLDINGS, L.L.C.

~~CLASS III MEMBERS~~

[Handwritten signature]

CLASS IV MEMBERS

M. MILLER GORRIE

JOHN P. DARNALL

M. JAMES GORRIE

ASSIGNEE: ASSIGNOR:

CLASS III MEMBER:


~~GORRIE HOLDINGS, L.L.C.~~

By: *[Handwritten signature]*
Name: *Dewayne Strickland*
Title: *Gen. Supt.*

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the Effective Date.

ASSIGNORS:

CLASS III MEMBERS



CLASS IV MEMBERS


M. MILLER GORRIE

JOHN P. DARNALL

M. JAMES GORRIE

ASSIGNEE:

GORRIE HOLDINGS, L.L.C.

By: 
Name: Forrest Mobley
Title: Executive Director

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the Effective Date.

ASSIGNORS:

CLASS III MEMBERS

J. Ranton Tilden

CLASS IV MEMBERS

M. MILLER GORRIE

JOHN P. DARNALL

M. JAMES GORRIE

ASSIGNEE:

GORRIE HOLDINGS, L.L.C.

By: [Signature]
Name: Forrest Mobley
Title: Executive Director

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the Effective Date.

ASSIGNORS:

CLASS III MEMBERS

Paul Tyler

CLASS IV MEMBERS

M. MILLER GORRIE

JOHN P. DARNALL

M. JAMES GORRIE

ASSIGNEE:

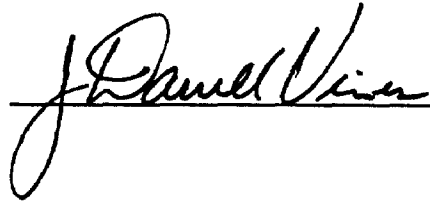
GORRIE HOLDINGS, L.L.C.

By: Forrest Mabley
Name: Forrest Mabley
Title: Executive Director

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the Effective Date.

ASSIGNORS:

CLASS III MEMBERS



CLASS IV MEMBERS

M. MILLER GORRIE

JOHN P. DARNALL

M. JAMES GORRIE

ASSIGNEE:

GORRIE HOLDINGS, L.L.C.

By: 

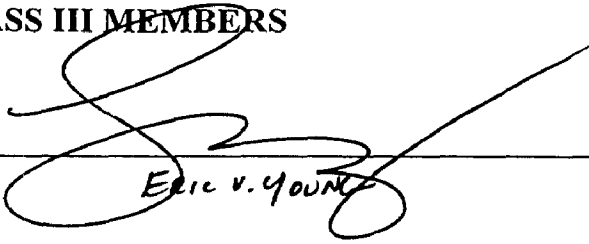
Name: Forrest Mobley

Title: Executive Director

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the Effective Date.

ASSIGNORS:

CLASS III MEMBERS



Eric V. Young

CLASS IV MEMBERS


M. MILLER GORRIE

JOHN P. DARNALL

M. JAMES GORRIE

ASSIGNEE:

GORRIE HOLDINGS, L.L.C.

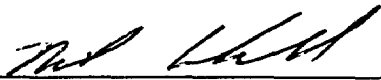
By: 

Name: Forrest Mobley
Title: Executive Director

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the Effective Date.

ASSIGNORS:

CLASS III MEMBERS



CLASS IV MEMBERS

M. MILLER GORRIE

JOHN P. DARNALL

M. JAMES GORRIE

ASSIGNEE:

GORRIE HOLDINGS, L.L.C.

By: 

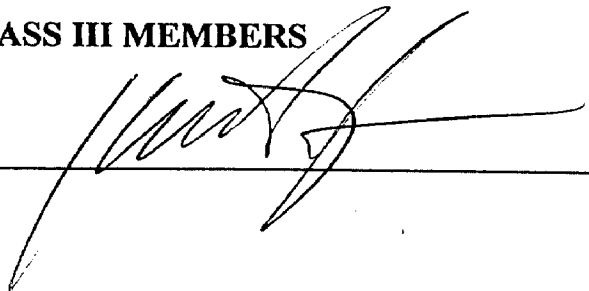
Name: Forrest Mobley

Title: Executive Director

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the Effective Date.

ASSIGNORS:

CLASS III MEMBERS



CLASS IV MEMBERS


M. MILLER GORRIE

JOHN P. DARNALL

M. JAMES GORRIE

ASSIGNEE:

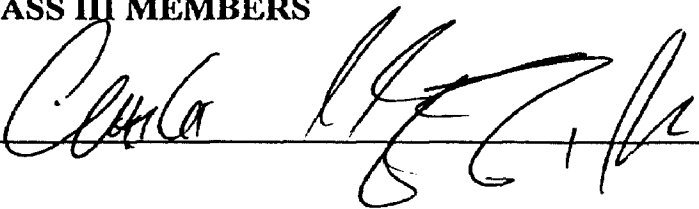
GORRIE HOLDINGS, L.L.C.

By: 
Name: Forrest Mobley
Title: Executive Director

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the Effective Date.

ASSIGNORS:

CLASS III MEMBERS



CLASS IV MEMBERS


M. MILLER GORRIE

JOHN P. DARNALL

M. JAMES GORRIE

ASSIGNEE:

GORRIE HOLDINGS, L.L.C.

By: 
Name: Forrest Mobley
Title: Executive Director

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the Effective Date.

ASSIGNORS:

CLASS III MEMBERS

Walter G. Smith III

CLASS IV MEMBERS

M. MILLER GORRIE

JOHN P. DARNALL

M. JAMES GORRIE

ASSIGNEE:

GORRIE HOLDINGS, L.L.C.

By: [Signature]
Name: Forrest Mobley
Title: Executive Director

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the Effective Date.

ASSIGNORS:

CLASS III MEMBERS



CLASS IV MEMBERS

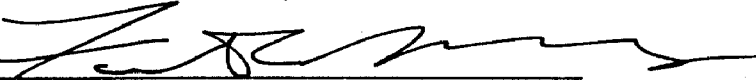
M. MILLER GORRIE

JOHN P. DARNALL

M. JAMES GORRIE

ASSIGNEE:

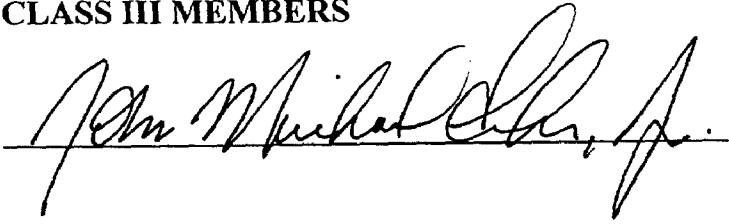
GORRIE HOLDINGS, L.L.C.

By: 
Name: Forrest Mobley
Title: Executive Director

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the Effective Date.

ASSIGNORS:

CLASS III MEMBERS



CLASS IV MEMBERS


M. MILLER GORRIE

JOHN P. DARNALL

M. JAMES GORRIE

ASSIGNEE:

GORRIE HOLDINGS, L.L.C.

By: 
Name: Forrest Mobley
Title: Executive Director

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the Effective Date.

ASSIGNORS:

CLASS III MEMBERS

12/10/83

CLASS IV MEMBERS

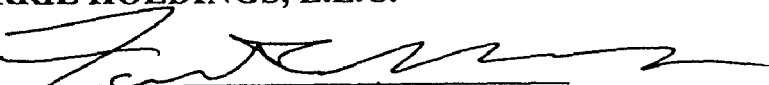
M. MILLER GORRIE

JOHN P. DARNALL

M. JAMES GORRIE

ASSIGNEE:

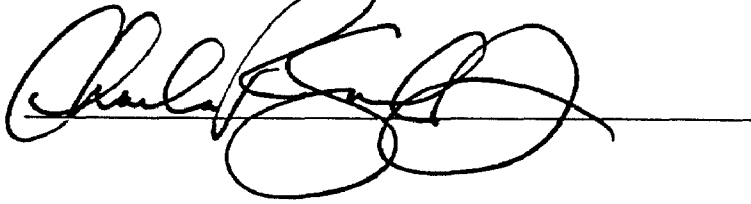
GORRIE HOLDINGS, L.L.C.

By: 
Name: Forrest Mobley
Title: Executive Director

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ASSIGNORS:

CLASS III MEMBERS



CLASS IV MEMBERS


M. MILLER GORRIE

JOHN P. DARNALL

M. JAMES GORRIE

ASSIGNEE:


GORRIE HOLDINGS, L.L.C.

By: 
Name: Forrest Mobley
Title: Executive Director

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CLASS III MEMBERS



CLASS IV MEMBERS

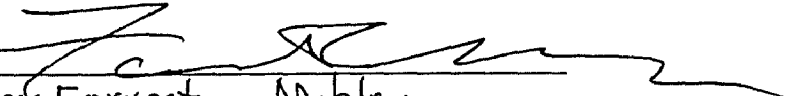
M. MILLER GORRIE

JOHN P. DARNALL

M. JAMES GORRIE

ASSIGNEE:

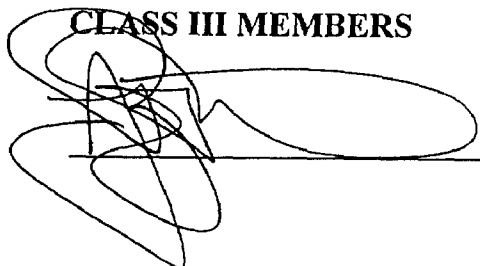
GORRIE HOLDINGS, L.L.C.

By: 
Name: Forrest Noble
Title: Executive Director

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the Effective Date.

ASSIGNORS:

CLASS III MEMBERS



CLASS IV MEMBERS

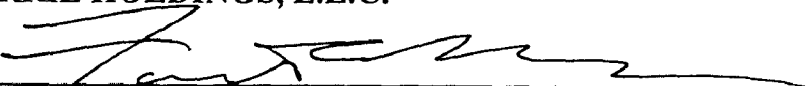
M. MILLER GORRIE

JOHN P. DARNALL

M. JAMES GORRIE

ASSIGNEE:

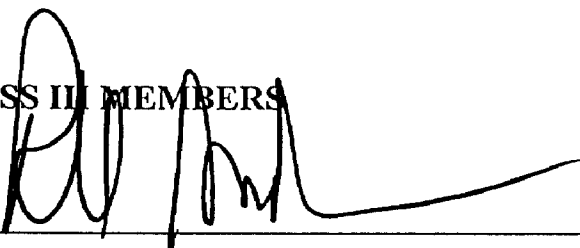
GORRIE HOLDINGS, L.L.C.

By: 
Name: Forrest Mobley
Title: Executive Director

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the Effective Date.

ASSIGNORS:

CLASS III MEMBERS



CLASS IV MEMBERS

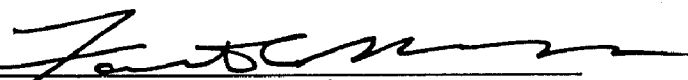
M. MILLER GORRIE

JOHN P. DARNALL

M. JAMES GORRIE

ASSIGNEE:

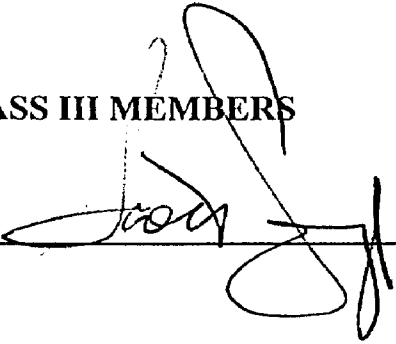
GORRIE HOLDINGS, L.L.C.

By: 
Name: Forrest Mobley
Title: Executive Director

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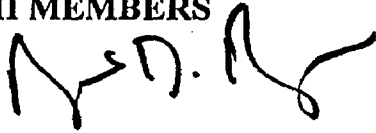
GORRIE HOLDINGS, L.L.C.

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Name: Forrest Mobley
Title: Executive Director

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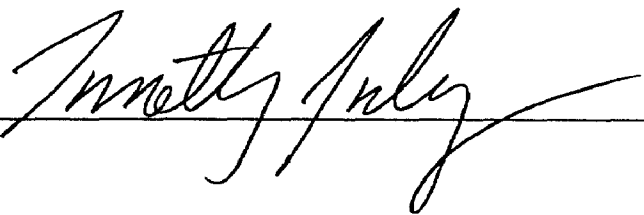
GORRIE HOLDINGS, L.L.C.

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Title: Executive Director

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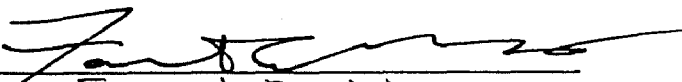
M. MILLER GORRIE

JOHN P. DARNALL

M. JAMES GORRIE

ASSIGNEE:

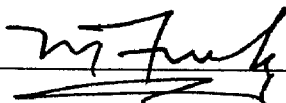
GORRIE HOLDINGS, L.L.C.

By: 
Name: Forrest Mobley
Title: Executive Director

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CLASS III MEMBERS



CLASS IV MEMBERS

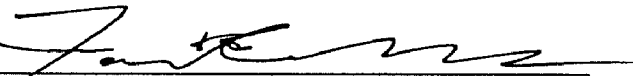
M. MILLER GORRIE

JOHN P. DARNALL

M. JAMES GORRIE

ASSIGNEE:

GORRIE HOLDINGS, L.L.C.

By: 


Name: Forrest Mobley

Title: Executive Director

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ASSIGNORS:

CLASS III MEMBERS



CLASS IV MEMBERS


M. MILLER GORRIE

JOHN P. DARNALL

M. JAMES GORRIE

ASSIGNEE:

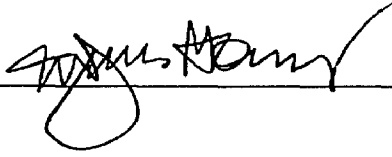
GORRIE HOLDINGS, L.L.C.

By: 
Name: Forrest Mobley
Title: Executive Director

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CLASS IV MEMBERS

M. MILLER GORRIE

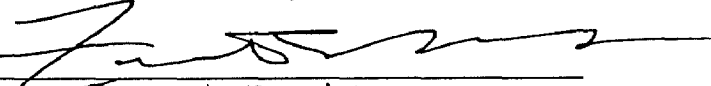
JOHN P. DARNALL



M. JAMES GORRIE

ASSIGNEE:

GORRIE HOLDINGS, L.L.C.

By: 
Name: Forrest Mobley
Title: Executive Director