

**ASSIGNMENT OF
RIGHT TO RECEIVE
LOT ENHANCEMENT FEES**

THIS ASSIGNMENT (the "Assignment") is made as of the 10th day of March, 2003, by and between Total Environmental Solutions, Inc. (the "Assignor") and Total Environmental Solutions Management Company of Louisiana, Inc. (the "Assignee").

RECITALS:

Whereas, qualifying Foxwood Hills Resort lot owners whose lots have access to water and sewer services but are not yet receiving water and sewer service (the "Lot Owners") are required to pay an annual lot enhancement fee ("Enhancement Fee") by virtue of the Agreement to Purchase Real Estate through which the lot was originally purchased; and

Whereas, the Foxwood Corporation ("Foxwood") previously collected the Enhancement Fees paid by the Lot Owners; and

Whereas, on November 15, 1992, Foxwood entered into a Purchase Agreement with Johnson Properties, Inc. ("Johnson") Foxwood, among other things, assigned to Johnson Foxwood's rights to collect the Enhancement Fees; and

Whereas, Johnson filed for protection under Chapter 11 of the United States Bankruptcy Code; and

Whereas, pursuant to Article II(B) of the Chapter 11 Bankruptcy Reorganization Plan issued in connection with Johnson's bankruptcy action, Assignor acquired all of Johnson's rights to collect the Enhancement Fees.

NOW, THEREFORE, for and in consideration of the above recitals, the sum of Five (\$5.00) Dollars paid by Assignee to Assignor, along with other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. Assignor does hereby immediately and absolutely sell, assign, transfer, and set over unto the Assignee, its successors and assigns, all of Assignor's rights and interest in the Enhancement Fees.
2. The Assignor covenants and represents that (i) it has full right, title and authority to assign to the Assignee the Enhancement Fees due or to become due; and (ii) it has not assigned any interest thereof to a third party.
3. Assignor does hereby authorize and empower Assignee, its successors and assigns, to collect the Enhancement Fees, as they shall become due.
4. This Assignment shall be governed by, and construed in accordance with, the laws of the State of South Carolina.

IN WITNESS WHEREOF, the Assignor and Assignee have caused this Assignment to be duly executed under seal as of the date first above-written.

WITNESS:

ASSIGNOR:

TOTAL ENVIRONMENTAL SOLUTIONS, INC.

Catherine D. Champagne
Witness 1

By: *Paul R. Meeker*
Its: President

Phyllis P. Louque
Witness 2

ASSIGNEE:

TOTAL ENVIRONMENTAL SOLUTIONS, MANAGEMENT COMPANY OF LOUISIANA INC.

Catherine D. Champagne
Witness 1

By: *P. D. Meeker*
Its: Chief Executive Officer

Phyllis P. Louque
Witness 2

STATE OF Louisiana)
Lafayette)
COUNTY OF Iberia)

PROBATE

Personally appeared before me Catherine D. Champagne who being duly sworn, deposes, and says she saw the within-named Paul R. Meeker sign, seal and deliver the foregoing Assignment; and that he with Phyllis Louque witnessed the execution thereof.

Catherine D. Champagne

SWORN TO AND SUBSCRIBED BEFORE ME

This 10th day of March, 2003

[Signature]
Notary Public for _____

RESOLUTION

BE IT RESOLVED by the Board of Directors of Total Environmental Solutions, Inc. (TESI) that its President, Brian Rivet, be and he is hereby authorized, directed and empowered, for and on behalf of the corporation:

- (1) To sign a document entitled, "Assignment of Right to Receive Lot Enhancement Fees" on behalf of TESI to Total Environmental Solutions Management Company of Louisiana, Inc.; and
- (2) Do and perform all such other acts or things and to execute all such other documents, instruments and writings as in the sole and uncontrolled discretion of said officer, he may deem necessary, wise, desirable or prudent in order to effect the intent and purpose of this resolution.

This is to certify that the above and foregoing resolution was duly adopted at a special meeting of the Board of Directors of Total Environmental Solutions, Inc., held at the corporation's office in Houma, Louisiana, on the 10th day of March, 2003, pursuant to proper notice and call, at which meeting all members of the Board of Directors were present and voting throughout.

I do further certify that I am the duly elected, qualified and acting Secretary of this corporation and that in my capacity as such, I am the custodian of the books and records of said corporation, including the minute book.

I do further certify that the above and foregoing resolution remains in full force and effect and has not been modified, repealed or rescinded, in whole or in part.

WITNESS MY HAND at Houma, Louisiana, this 10th day of March, 2003.

Tracy V. Deval
SECRETARY

ATTEST:

Brian Rivet
PRESIDENT

RESOLUTION

BE IT RESOLVED by the Board of Directors of Total Environmental Solutions Management Company of Louisiana, Inc. that its Chief Executive Officer, Paul E. Maeder, be and he is hereby authorized, directed and empowered, for and on behalf of the corporation:

- (1) To sign a document entitled, "Assignment of Right to Receive Lot Enhancement Fees" on behalf of Total Environmental Solutions Management Company of Louisiana, Inc. from Total Environmental Solutions, Inc.; and
- (2) Do and perform all such other acts or things and to execute all such other documents, instruments and writings as in the sole and uncontrolled discretion of said officer, he may deem necessary, wise, desirable or prudent in order to effect the intent and purpose of this resolution.

This is to certify that the above and foregoing resolution was duly adopted at a special meeting of the Board of Directors of Total Environmental Solutions Management Company of Louisiana, Inc., held at the corporation's office in Houma, Louisiana, on the 10th day of March, 2003, pursuant to proper notice and call, at which meeting all members of the Board of Directors were present and voting throughout.

I do further certify that I am the duly elected, qualified and acting Secretary of this corporation and that in my capacity as such, I am the custodian of the books and records of said corporation, including the minute book.

I do further certify that the above and foregoing resolution remains in full force and effect and has not been modified, repealed or rescinded, in whole or in part.

WITNESS MY HAND at Houma, Louisiana, this 10th day of March, 2003.

Tracy V. Deval
SECRETARY

ATTEST
Brian Ruit
PRESIDENT