

**STATE OF ALABAMA — UNIFORM COMMERCIAL CODE — FINANCING STATEMENT
FORM UCC-1 ALA.**

Important: Read Instructions on Back Before Filling out Form.

REORDER FROM
Registre, Inc.
514 PIERCE ST.
P.O. BOX 218
ANOKA, MN, 55303
(612) 421-1713

The Debtor is a transmitting utility as defined in ALA CODE 7-9-105(n).
No. of Additional Sheets Presented: **3**

This FINANCING STATEMENT is presented to a Filing Officer for filing pursuant to the Uniform Commercial Code.

1. Return copy or recorded original to:
**MDFC Equipment Leasing Corporation
4060 Lakewood Blvd 6th Floor
Long Beach, CA 90808-1700**

Pre-paid Acct. # _____

THIS SPACE FOR USE OF FILING OFFICER
Date, Time, Number & Filing Office

**Inst # 1994-32349
10/28/1994-32349
12:34 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 WCD 18.00**

2. Name and Address of Debtor (Last Name First if a Person)
**Flagstar Enterprises, Inc.
2296 Pelham Parkway
Pelham, AL 35124**

Social Security/Tax ID # _____

2A. Name and Address of Debtor (IF ANY) (Last Name First if a Person)
Social Security/Tax ID # _____

Additional debtors on attached UCC-E

FILED WITH:
Shelby County

3. NAME AND ADDRESS OF SECURED PARTY (Last Name First if a Person)
**MDFC Equipment Leasing Corporation
4060 Lakewood Blvd., 6th Floor
Long Beach, CA 90808**

Social Security/Tax ID # _____

4. ASSIGNEE OF SECURED PARTY (IF ANY) (Last Name First if a Person)

Additional secured parties on attached UCC-E

5. The Financing Statement Covers the Following Types (or Items) of Property:

See Exhibits "A", "B" and "C" attached hereto.

5A. Enter Code(s) From Back of Form That Best Describes The Collateral Covered By This Filing:

3250-8-002

Check X if covered: Products of Collateral are also covered.

6. This statement is filed without the debtor's signature to perfect a security interest in collateral (check X, if so)

already subject to a security interest in another jurisdiction when it was brought into this state.
 already subject to a security interest in another jurisdiction when debtor's location changed to this state.
 which is proceeds of the original collateral described above in which a security interest is perfected.
 acquired after a change of name, identity or corporate structure of debtor
 as to which the filing has lapsed.

7. Complete only when filing with the Judge of Probate:
The initial indebtedness secured by this financing statement is \$ _____
Mortgage tax due (15¢ per \$100.00 or fraction thereof) \$ _____

8. This financing statement covers timber to be cut, crops, or fixtures and is to be cross indexed in the real estate mortgage records (Describe real estate and if debtor does not have an interest of record, give name of record owner in Box 5)

Signature(s) of Debtor(s)
[Signature]

Signature(s) of Debtor(s)
Flagstar Enterprises, Inc.
Type Name of Individual or Business

Signature(s) of Secured Party(ies) or Assignee
[Signature]

Signature(s) of Secured Party(ies) or Assignee
MDFC Equipment Leasing Corporation
Type Name of Individual or Business

EXHIBIT "A"

Debtor/Lessee: Flagstar Enterprises, Inc.

Secured Party/Lessor: MDFC Equipment Leasing Corporation

All of the machinery, equipment, fixtures and other personal property set forth on the attached Exhibit "B" whether held as equipment, inventory or otherwise, wherever located, all attachments, parts, accessories, accessions, replacements, substitutions, additions and improvements thereto now or hereafter acquired or attached thereto; all proceeds of any of the foregoing, including but not limited to accounts, contract rights, general intangibles, equipment, inventory, money, deposit accounts, goods, chattel paper, documents, notes, drafts, instruments, or any other tangible or intangible property received upon the sale, exchange, collection or other disposition of any of the foregoing; and insurance proceeds payable by reason of loss or damage to any of the foregoing. Debtor/Lessee has no right to sell or otherwise dispose of any of the collateral.

THIS FINANCING STATEMENT COVERS FIXTURES, CONSTITUTES A
FIXTURE FILING, AND IS TO BE RECORDED IN THE REAL ESTATE
RECORDS.

Some or all of the items described above and on the attached Exhibit "B" may be or become fixtures on the real property located in the City of Pelham, County of Shelby, State of Alabama, legally described as commonly known as: 2296 Pelham Parkway and having the legal description on the attached Exhibit "C". The name of the record owner of the property is Flagstar Enterprises, Inc.

This financing statement is to record a true lease transaction and has been filed for precautionary purposes only.

INITIALS: LESSEE CS
LESSOR [Signature]

Exhibit "B"

All furniture, fixtures and equipment located at:

#0546 2296 Pelham Parkway, Pelham, AL 35124

INITIALS: LESSEE CS
LESSOR [Signature]

PELHAM

A parcel of land located in the SW 1/4 of the SW 1/4 of Section 31, Township 19 South, Range 2 West and the NW 1/4 of the NW 1/4 of Section 6, Township 20 South, Range 2 West, more particularly described as follows:

Commence at the Northwest corner of said SW 1/4 of the SW 1/4 of Section 31; thence in an easterly direction along the northerly line of said 1/4-1/4 Section, a distance of 1228.08 feet to the intersection with the westerly right of way line of U.S. Highway 31 South; thence 95 degrees 55 minutes 44 seconds right, in a southerly direction along said right of way line, a distance of 1307.99 feet to the point of beginning; thence continue along last described course, a distance of 200.00 feet; thence 90 degrees right, in a northwesterly direction, a distance of 200.00 feet; thence 90 degrees right, in a northeasterly direction, a distance of 200.00 feet; thence 90 degrees right, in a southeasterly direction, a distance of 200.00 feet to the point of beginning.

Situated in Shelby County, Alabama.

TOGETHER WITH a perpetual, non-exclusive easement for ingress and egress over and across a certain parcel of land located between the property described above (the "Dominant Property") and U. S. Highway 31, which parcel is more particularly described as follows:

A parcel of land located in the SW 1/4 of the SW 1/4 of Section 31, Township 19 South, Range 2 West and the NW 1/4 of the NW 1/4 of Section 6, Township 20 South, Range 2 West, more particularly described as follows:

Commence at the Northwest corner of said SW 1/4 of the SW 1/4 of Section 31; thence in an easterly direction along the northerly line of said 1/4-1/4 Section, a distance of 1228.08 feet to the intersection with the westerly right of way line of U. S. Highway 31 South; thence 95 degrees 55 minutes 44 seconds right in a southerly direction along said right of way line, a distance of 1118.99 feet to the point of beginning of a proposed access easement; thence continue along last described course a distance of 50.00 feet; thence 90 degrees right in a northwesterly direction a distance of 20.00 feet; thence 90 degrees left in a southerly direction, a distance of 139.00 feet; thence 90 degrees right in a northwesterly direction, a distance of 24.00 feet; thence 90 degrees right in a northeasterly direction, a distance of 189.00 feet; thence 90 degrees right in a southeasterly direction, a distance of 44.00 feet to the point of beginning.

Situated in Shelby County, Alabama.

This easement shall be appurtenant to the Dominant Property.

Inst # 1994-32349

10/28/1994-32349

12:34 PM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE

004 MCD 18.00