

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional] Phone: (800) 331-3282 Fax: (818) 662-4141	
B. SEND ACKNOWLEDGEMENT TO: (Name and Address)	
UCC Direct Services P.O. Box 29071 Glendale, CA 91209-9071	116406 IJULES 5819343 ALAL
File with: Shelby, AL	

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME MOORE-HANDLEY, INC.				
OR				
1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS 3140 PELHAM PARKWAY		CITY PELHAM	STATE AL	POSTAL CODE 35124
1d. TAX ID #: SSN OR EIN		ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION Corporation	1f. JURISDICTION OF ORGANIZATION DE
		1g. ORGANIZATIONAL ID #, if any 0926794		<input type="checkbox"/> NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME				
OR				
2b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
2c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
				COUNTRY
2d. TAX ID #: SSN OR EIN		ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION
		2g. ORGANIZATIONAL ID #, if any		<input type="checkbox"/> NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME TCF LEASING, INC.				
OR				
3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS 11100 WAYZATA BLVD, STE. 801		CITY MINNETONKA	STATE MN	POSTAL CODE 55305
				COUNTRY

4. This FINANCING STATEMENT covers the following collateral:

"SEE EXHIBIT "A" ATTACHED HERETO AND MADE A PART HEREOF" ALONG WITH ALL ADDITIONS, SUBSTITUTIONS, ATTACHEMENTS, REPLACEMENTS AND ACCESSIONS THEREOF, PLUS THE PROCEEDS OF ALL THE FOREGOING INCLUDING AMOUNTS PAYABLE UNDER ANY INSURANCE POLICY. THE FOREGOING EQUIPMENT IS ON LEASE TO THE ABOVE NAMED LESSEE (DEBTOR). THIS FILING IS FOR INFORMATIONAL PURPOSES ONLY.

Complete only when filing with the Judge of Probate:

The initial indebtedness secured by this financing statement is \$0.00

Mortgage tax due (\$.15 per \$100.00 or fraction thereof) \$0.00

5. ALTERNATIVE DESIGNATION [if applicable] ☐ LESSEE/LESSOR ☐ CONSIGNEE/CONSIGNOR ☐ BAILEE/BAILOR ☐ SELLER/BUYER ☐ AG. LIEN ☐ NON-UCC FILING

6. ☒ This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. Attach Addendum [if applicable] 7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) ☐ All Debtors ☐ Debtor 1 ☐ Debtor 2 [ADDITIONAL FEE] [optional]

8. OPTIONAL FILER REFERENCE DATA

5819343

6/4/03

2637

FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT

OR	9a. ORGANIZATION'S NAME MOORE-HANDLEY, INC.		
	9b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME,SUFFIX

10. MISCELLANEOUS

5819343-40-1

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6/4/03

2637

File with: Shelby, AL

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (11a or 11b) - do not abbreviate or combine names

OR	11a. ORGANIZATION'S NAME			
	11b. INDIVIDUAL'S LAST NAME			
		FIRST NAME	MIDDLE NAME	SUFFIX
11c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
				COUNTRY
11d. TAX ID#: SSN OR EIN	ADD'L INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION	11f. JURISDICTION OF ORGANIZATION	
			11g. ORGANIZATIONAL ID #, if any	
			<input type="checkbox"/> NONE	

12. ☐ ADDITIONAL SECURED PARTY'S or ☒ ASSIGNOR S/P's NAME - insert only one name (12a or 12b)

OR	12a. ORGANIZATION'S NAME JULES AND ASSOCIATES, INC.			
	12b. INDIVIDUAL'S LAST NAME			
		FIRST NAME	MIDDLE NAME	SUFFIX
12c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
515 S. FIGUEROA ST, SUITE 1950		LOS ANGELES	CA	90071
				COUNTRY

13. This FINANCING STATEMENT covers ☐ timber to be cut or ☐ as-extracted collateral or is filed as a ☒ fixture filing.

14. Description of real estate:

Description: SEE ATTACHED EXHIBIT B FOR LEGAL DESCRIPTION

15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):

GMAC COMMERCIAL FINANCE LLC
210 INTERSTATE NORTH PKWY, STE 315, ATLANTA,
GA 30339,ATLANTA,GEORGIA,30339

16. Additional collateral description:

17. Check only if applicable and check only one box.

Debtor is a ☐ Trust or ☐ Trustee acting with respect to property held in trust or ☐ Decedent's Estate

18. Check only if applicable and check only one box.

- ☐ Debtor is a TRANSMITTING UTILITY
☐ Filed in connection with a Manufactured-Home Transaction -- effective 30 years
☐ Filed in connection with a Public-Finance Transaction -- effective 30 years

THIS IS A FIXTURE FILING. THIS FINANCING STATEMENT IS TO BE RECORDED IN THE REAL ESTATE RECORDS OF THE COUNTY RECORDER. PLEASE REFER TO EXHIBITS "A" AND "B" FOR A FURTHER DESCRIPTION OF REAL PROPERTY AND EQUIPMENT.

EXHIBIT B

PARCEL A:

Commence at the Southwest corner of Section 13, Township 20 South, Range 3 West, City of Pelham, Shelby County, Alabama; thence South 87 degrees 59 minutes 35 seconds East a distance of 764.69 feet; thence North 10 degrees 17 minutes 35 seconds West a distance of 662.23 feet; to the POINT OF BEGINNING; thence continue Northerly along the last described course, a distance of 655.57 feet; thence North 87 degrees 59 minutes 35 seconds West a distance of 848.51 feet to a point on the Easterly right of way line of Old Ashville-Montevallo Highway; thence South 01 degrees 48 minutes 25 seconds West and along said right of way a distance of 249.15 feet; thence South 04 degrees 35 minutes 39 East and along said right of way a distance of 283.08 feet; thence North 85 degrees 12 minutes 49 seconds East and leaving said right of way a distance of 315.55 feet; thence South 04 degrees 47 minutes 11 East a distance of 222.33 feet; thence North 85 degrees 12 minutes 49 seconds East a distance of 621.22 feet to the POINT OF BEGINNING.

PARCEL B:

Commence at the Southwest corner of Section 13, Township 20 South, Range 3 West, City of Pelham, Shelby County, Alabama; thence South 87 degrees 59 minutes 35 seconds East a distance of 764.69 feet; thence North 10 degrees 17 minutes 35 seconds West a distance of 317.80 feet (title deed calls for 217.80 feet which is a misprint) to the POINT OF BEGINNING; thence continue Northerly along the last described course, a distance of 344.43 feet; thence South 85 degrees 12 minutes 49 seconds West, a distance of 621.22 feet; thence North 04 degrees 47 minutes 11 seconds West a distance of 222.33 feet; thence South 85 degrees 12 minutes 49 seconds a distance of 315.80 feet to the Easterly right of way line of Old Ashville-Montevallo Highway; thence South 04 degrees 35 minutes 35 seconds East and along said right of way a distance of 518.42 feet; thence South 25 degrees 20 minutes 35 seconds East and along said right of way a distance of 130.72 feet; thence South 87 degrees 59 minutes 35 seconds East leaving said right of way to the Northerly right of way line of Cummings Street, a distance of 476.70 feet; thence North 10 degrees 17 minutes 35 seconds West and leaving said right of way a distance of 188.73 feet; thence South 87 degrees 59 minutes 36 seconds East a distance of 471.99 feet (measure) 472.00 feet (title deed) to the POINT OF BEGINNING.

PARCEL C:

Commence at the Southwest corner of Section 13, Township 20 South, Range 3 West, City of Pelham, Shelby County, Alabama; thence North 87 degrees 50 minutes 29 seconds West a distance of 201.98 feet to the approximate center line of Atlantic Coast Line Railroad right of way; thence North 25 degrees 15 minutes 29 seconds West and along said right of way, a distance of 196.31 feet to the approximate intersection of the center line of the Old Ashville-Montevallo Road; thence North 04 degrees 40 minutes 29 seconds West and along said center line of road, a distance of 712.23 feet (measure) 703.74 feet (title deed); thence South 85 degrees 19 minutes 31 seconds West and leaving said road center line a distance of 30.52 feet (measure) 30.00 feet (title deed) to the POINT OF BEGINNING; thence South 85 degrees 15 minutes 28 seconds West a distance of 185.27 feet (measure) 180.83 feet (title deed) to a point on the

EXHIBIT A (CONTINUED)

Northeast right of way line of Atlantic Coast Line Railroad; thence North 25 degrees 15 minutes 48 seconds West and along said right of way, a distance of 584.82 feet (measure) 594.74 feet (title deed) to the point of beginning of a non tangent curve to the left having a radius of 2,914.82 feet, a central angle of 08 degrees 07 minutes 53 seconds and subtended by a chord which bears North 29 degrees 28 minutes 31 seconds West and a chord distance of 413.32 feet; thence along the arc of said curve and said right of way a distance of 413.67 feet; thence South 87 degrees 59 minutes 35 seconds East and leaving said right of way a distance of 670.32 feet to a point on the Westerly right of way line of above said Old Ashville-Montevallo Highway, said point also being the beginning of a non tangent curve to the left, having a radius of 2,775.35 feet a central angle of 02 degrees 23 minutes 04 seconds and subtended by a chord which bears South 06 degrees 23 minutes 41 seconds West and a chord distance of 115.49 feet; thence along the arc of said curve and said right of way a distance of 115.50 feet (measure) 115.69 feet (title deed); thence South 05 degrees 11 minutes 55 seconds West and along said right of way a distance of 180.82 feet to the beginning of a non tangent curve to the left, having a radius of 3,223.53 feet, a central angle of 09 degrees 52 minutes 42 seconds and subtended by a chord which bears South 00 degrees 18 minutes 59 seconds West and a chord distance of 555.08 feet; thence along the arc of said curve and said right of way a distance of 555.76 feet (measure) 564.92 feet (title deed) to the POINT OF BEGINNING.

EXHIBIT "A"
JULES AND ASSOCIATES, INC.
EQUIPMENT FINANCING AGREEMENT DATED MAY 23, 2003
SCHEDULE NO. 1

QUANTITY **EQUIPMENT DESCRIPTION:**

EQUIPMENT LOCATION: 3140 PELHAM PARKWAY, PELHAM, AL 351243

The various pieces of computer equipment, office equipment, conveyors, racking, scan guns, radios, miscellaneous improvements and used forklift, as more particularly described on the invoices listed below:

COMSOUTH, INC.	26928
COMSOUTH, INC.	27000
COMSOUTH, INC.	26984
CDW COMPUTER CENTERS, INC.	HO38213
CDW COMPUTER CENTERS, INC.	HN93862
CDW COMPUTER CENTERS, INC.	IA03581
STRATIX	0060435-IN
STRATIX	0064882-IN
STRATIX	00+53+2-IN
CDW COMPUTER CENTERS, INC.	HW54835
CDW COMPUTER CENTERS, INC.	HW29517
CDW COMPUTER CENTERS, INC.	HX42770
STRATIX	0062925-IN
BIRMINGHAM INDUSTRIAL PRODUCTS	5065
BIRMINGHAM INDUSTRIAL PRODUCTS	5068
BIRMINGHAM INDUSTRIAL PRODUCTS	5067
BIRMINGHAM INDUSTRIAL PRODUCTS	5068
BIRMINGHAM INDUSTRIAL PRODUCTS	5069
BIRMINGHAM INDUSTRIAL PRODUCTS	5070
BIRMINGHAM INDUSTRIAL PRODUCTS	5071
BIRMINGHAM INDUSTRIAL PRODUCTS	5072
BIRMINGHAM INDUSTRIAL PRODUCTS	5073
BIRMINGHAM INDUSTRIAL PRODUCTS	5074
BIRMINGHAM INDUSTRIAL PRODUCTS	5075
AVERITT EXPRESS	251265873
ALL-SOUTH HANDLING SYSTEMS, INC.	2777
ALL-SOUTH HANDLING SYSTEMS, INC.	2796
PENN ELECTRIC CO., INC.	6012
SULLIVAN COMMUNICATIONS	309544
CDW COMPUTER CENTERS, INC.	HT47890
CDW COMPUTER CENTERS, INC.	HS17087
CDW COMPUTER CENTERS, INC.	HW36154
CDW COMPUTER CENTERS, INC.	HQ04827
CDW COMPUTER CENTERS, INC.	HU93547
CDW COMPUTER CENTERS, INC.	HT30715
CDW COMPUTER CENTERS, INC.	HU35977
CDW COMPUTER CENTERS, INC.	HX65264
CDW COMPUTER CENTERS, INC.	HW17223

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ITECHNOVATIONS, INC.	3022801
BIRMINGHAM INDUSTRIAL PRODUCTS	5081
TRANSMISSION SUPPLY COMPANY, INC.	70967
LANIER WORLDWIDE, INC.	73158232
ALL-SOUTH HANDLING SYSTEMS, INC.	2380
ALL-SOUTH HANDLING SYSTEMS, INC.	2826
ALL-SOUTH HANDLING SYSTEMS, INC.	2841
ALL-SOUTH HANDLING SYSTEMS, INC.	2848
ALL-SOUTH HANDLING SYSTEMS, INC.	2826
ALL-SOUTH HANDLING SYSTEMS, INC.	2846
ALL-SOUTH HANDLING SYSTEMS, INC.	2835
ALL-SOUTH HANDLING SYSTEMS, INC.	2849

Along with all additions, substitutions, attachments, replacements, and accessions thereof, plus the proceeds of all the foregoing including amounts payable under any insurance policy.

This Exhibit "A" is attached to and part of Jules and Associates, Inc. Equipment Financing Agreement dated May 23, 2003 Schedule No. 1 and constitutes a true and accurate description of the equipment.

DEBTOR: MOORE-HANDLEY, INC.

ACKNOWLEDGED & ACCEPTED BY:

BY


GARY C. MERCER

TITLE : CFO

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