

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) 116406 JULES	
UCC Direct Services P.O. Box 29071 Glendale, CA 91209-9071	5839272 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 SUITE 801		CITY MINNETONKA,	STATE MN	POSTAL CODE 55305
				COUNTRY

4. This FINANCING STATEMENT covers the following collateral:

"SEE ATTACHED EXHIBIT "A" AND "B" ATTACHED HERETO AND MADE A PART HEREOF" ALL EQUIPMENT PURSUANT TO SCHEDULE NO. 2 TO EQUIPMENT FINANCING AGREEMENT DATED 5/23/03 BETWEEN JULES AND ASSOCIATES, INC. AS SECURED PARTY AND MOORE-HANDLEY, INC. AS DEBTOR AS MORE FULLY DESCRIBED ON ATTACHED EXHIBIT "A" HERETO AND MADE A PART HEREOF, AND ALL THE PROCEEDS AND PRODUCTS, WHETHER TANGIBLE OR INTANGIBLE, OF ANY OR ALL OF THE EQUIPMENT INCLUDING PROCEEDS OF INSURANCE COVERING ANY OR ALL OF THE EQUIPMENT, OR OTHER TANGIBLE OR INTANGIBLE PROPERTY RESULTING FROM THE SALE, EXCHANGE, COLLECTION OR OTHER DISPOSITION OF ANY OF THE EQUIPMENT OF ANY PORTION THEREOF OR INTEREST THEREIN, AND THE PROCEEDS THEREOF, AND DEBTORS BOOKS AND RECORDS WITH RESPECT THERETO (COLLECTIVELY, THE "COLLATERAL"). 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.

Complete only when filing with the Judge of Probate:

The initial indebtedness secured by this financing statement is \$ N/A

Mortgage tax due (\$.15 per \$100.00 or fraction thereof) \$ 605.02

5. ALTERNATIVE DESIGNATION [if applicable] <input type="checkbox"/> LESSEE/LESSOR <input type="checkbox"/> CONSIGNEE/CONSIGNOR <input type="checkbox"/> BAILEE/BAILOR <input type="checkbox"/> SELLER/BUYER <input type="checkbox"/> AG. LIEN <input type="checkbox"/> NON-UCC FILING				
6. <input checked="" type="checkbox"/> 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) [ADDITIONAL FEE] <input type="checkbox"/> All Debtors <input type="checkbox"/> Debtor 1 <input type="checkbox"/> Debtor 2 [optional]				
8. OPTIONAL FILER REFERENCE DATA				

5839272

6/23/03

2656

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

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116406 JULES

6/23/03

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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 515 S. FIGUEROA ST, SUITE 1950		CITY LOS ANGELES	STATE CA	POSTAL CODE 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 LEGAL DESCRIPTION

16. Additional collateral 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 N. PARKWAY STE.
315,ATLANTA,GEORGIA,30339

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

EXHIBIT "A"
JULES AND ASSOCIATES, INC.
EQUIPMENT FINANCING AGREEMENT DATED MAY 23, 2003
SCHEDULE NO. 2

QUANTITY **EQUIPMENT DESCRIPTION:**

EQUIPMENT LOCATION: 3140 PELHAM PARKWAY, PELHAM, AL 351243

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

<u>VENDOR:</u>	<u>INVOICE#</u>	<u>Project Descr.</u>
Birmingham Industrial Products	5083	Conveyor Project
Birmingham Industrial Products	5087	Conveyor Project
Birmingham Industrial Products	5088	Conveyor Project - Rewiring
Birmingham Industrial Products	5085	Conveyor Project
All-South Handling Systems	2854	Racking - Warehouse
All-South Handling Systems	2861	Rack insert shelving - warehouse
All-South Handling Systems	2867	Racking - Warehouse
All-South Handling Systems	2855	Conveyor Project - End Cap Protectors
Alscan, Inc.	1006966	Lock up cage - warehouse
All-South Handling Systems	2863	Conveyor Project
Emedco	683896-01	Signage (per OSHA review)
Emedco	683896-00	Signage (per OSHA review)
Trammell Equipment Company	45602	Shelf dividers & decking - whse
Trammell Equipment Company	45626	Shelf dividers & decking - whse
Trammell Equipment Company	45601	Shelf dividers & decking - whse
Trammell Equipment Company	45625	Shelf dividers & decking - whse
Reeve Electric Co.	1108	RF Gun Project
Reeve Electric Co.	1144	RF Gun Project
CDW	IG97439	Computers
CDW	IJ68894	Computers
CDW	HX98341	Computers
CDW	IF40351	Computers
CDW	IH64879	Software
CDW	IA90847	Internet video conf. Camera
CDW	II77682	Computers
All-South Handling	2874	Racking - Warehouse
All-South Handling	2871	Carts (3) and ramp transition plate-whse
All-South Handling	2869	Carts (3) and ramp transition plate-whse
All-South Handling	2872	Lock up cage - warehouse
Birmingham Industrial Prod.	5088	Conveyor Project
Birmingham Industrial Prod.	5089	Conveyor Project
All-South Handling	2870	Shelf dividers & decking - whse

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. 2 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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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 348.51 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 515.55 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 313.80 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) 180.88 feet (title deed) to a point on the

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EXHIBIT B (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) 564.02 feet (title deed) to the POINT OF BEGINNING.

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