



20031014000686450 Pg 1/5 34.00
 Shelby Cnty Judge of Probate, AL
 10/14/2003 09:00:00 FILED/CERTIFIED

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 IJULES
UCC Direct Services	5959200
P.O. Box 29071	ALAL
Glendale, CA 91209-9071	FIXTURE
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
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 WELLS FARGO EQUIPMENT FINANCE, INC.				
OR				
3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS 733 MARQUETTE AVENUE		CITY MINNEAPOLIS	STATE MN	POSTAL CODE 55479

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

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) [if applicable]		[ADDITIONAL FEE] [optional]			
8. OPTIONAL FILER REFERENCE DATA			<input type="checkbox"/> All Debtors <input type="checkbox"/> Debtor 1 <input type="checkbox"/> Debtor 2			

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FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

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

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

10. MISCELLANEOUS

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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

11a. ORGANIZATION'S NAME						
OR	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)

12a. ORGANIZATION'S NAME JULES AND ASSOCIATES, INC.						
OR	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.

16. Additional collateral description:

14. Description of real estate:

Description: SEE ATTACHED 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 PRKWY, 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. 3

QUANTITY EQUIPMENT DESCRIPTION:

EQUIPMENT LOCATION: 3140 PELHAM PARKWAY, PELHAM, AL 351243

The various pieces of New RF Guns and Accessories; New shelving Dividers; New Scanner; New Laptop Computers; RF Project Wiring; RF Gun Project; Horton Van; New Racking for Warehouse; Can Trailer and Cabinet Work; Conveyor Project; New Van Accessories; Horton Trailer; Email & Web Servers; New Crash Guard Around Conveyor; Rack Insert Shelving and Waterproofing, as more particularly described on the invoices listed below:

VENDOR:	INVOICE#	Project Descr.
Stratix	0067428-IN	RF Guns and Accessories
Stratix	0067992-IN	RF Guns and Accessories
Stratix	0068216-IN	RF Guns and Accessories
Trammell Equipment Co.	45700	Shelving dividers
CDW	IB18749	Scanner
Stratix	0068147-IN	RF Project - Wiring
CDW	IO46982	Laptop computers (3)
CDW	IL80410	Laptop computers (3)
Reeve Electric	1375	RF Project - Wiring
Stratix	0068685-IN	RF Gun Project
Horton Vans		Van
Horton Vans	deposit	Van (deposit)
All-South Handling	2888	Racking - Warehouse
Stratix	70294-IN	RF Guns and Accessories
Magnum Force	2092	Van (trailer & cabinet work)
Birmingham Industrial	5091	Conveyor Project
Southern Imperial	270770	Van accessories
H. L. Coshatt Co.	5871	Van accessories
Lozier	638383-001	Van accessories
Horton Vans		Trailer
Birmingham Industrial	5093	Conveyor Project
Birmingham Industrial	5094	Conveyor Project
CDW	IWO9089	Replace outdated laptops
CDW	IR88253	Replace outdated laptops
CDW	I287982	Exchange 2000 and new email server
CDW	I287997	Exchange 2000 and new email server
CDW	JE33654	Exchange 2000 and new email server
CDW	JF34458	Web server
CDW	JE34637	Web server
CDW	JD41383	Web server
CDW	JC64313	Web server
CDW	JE79119	Web server
All-South Handling	2915	Crash guard around conveyor
All-South Handling	2920	Rack insert shelving - warehouse
Russell & Alford	992	Landscape & waterproof outside north wall
All-South Handling	2922	Crash guard around conveyor
CDW	JM95855	Ram for exchange server
CDW	JN86375	Socket cards for laptops
CDW	JN72487	5 Laptops
CDW	JG13170	3 Computers
CDW	J186264	Exchange server bits
Roy Hicks/Magnum Force	2119	Cabinet work for Van #3
Main Street Decorating	29165	Carpet for van #3
Main Street Decorating	29156	Carpet for van #2
DHI Acquisition	30894498	Inventory for HH Van #3
Sign Express	37882	Custom lettering for Van #2
Horton Vans	23885	Hardware House Van #4
Paxar Americas	337387	Monarch scanner
All-South	2947	End cap protectors-racking project
Sign Express	37883	Lettering on van 3
Sign Express	38108	Lettering on van 4

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. 3 and constitutes a true and accurate description of the equipment.

DEBTOR: MOORE-HANDLEY, INC.

ACKNOWLEDGED & ACCEPTED BY:

BY :

[Signature]
GARY C. MERCER

TITLE : CFO

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 315.80 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) 180.88 feet (title deed) to a point on the

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 355.76 feet (measure) 364.02 feet (title deed) to the POINT OF BEGINNING.