



20040615000324790 Pg 1/3 30.00
Shelby Cnty Judge of Probate, AL
06/15/2004 14:19:00 FILED/CERTIFIED

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]
B. SEND ACKNOWLEDGMENT TO: (Name and Address)
VINCE C. MANOPOLI PRIME ACQUISITION GROUP, LLC SUITE 320 BOCA RATON, FL 33487

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	PINELAWN CEMETERY, LLC			
OR 1b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
1c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
104 PITTS DRIVE	COLUMBIANA	AL	35051	USA
1d. TAX ID #: SSN OR EIN	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION	1f. JURISDICTION OF ORGANIZATION	1g. ORGANIZATIONAL ID #, if any
		Limited Liability Co.	ALABAMA	<input checked="" 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	LETLOW-BOLTON, INC.			
OR 2b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
2c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
207 HIGHWAY 47 SOUTH	COLUMBIANA	AL	35051	USA
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
		CORPORATION	ALABAMA	<input checked="" 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				
OR 3b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
3c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY

4. This FINANCING STATEMENT covers the following collateral:

SEE EXHIBIT "A" LEGAL DESCRIPTION AS ATTACHED HERETO, AS TO DEBTOR #1

SEE EXHIBIT "B" COLLATERAL DESCRIPTION AS ATTACHED HERETO, AS TO DEBTOR #1

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

LEGAL DESCRIPTION
EXHIBIT "A"

COLUMBIANA PROPERTY:

A parcel of land situated in the West 1/2 of the S.W.1/4 of Section 25, Township 21 South, Range 1 West and in the S.E.1/4 of the S.E.1/4 of Section 26, Township 21 South, Range 1 West, Shelby County, Alabama, being more particularly described as follows:

Commence at the Northeast corner of the N.W.1/4 of the S.E.1/4 of Section 25, Township 21 South, Range 1 West and run in a Westerly direction along the North line of the N.W.1/4 of the S.E.1/4 then along the North line of the N.E.1/4 of the S.W.1/4 and then along the North line of the N.W.1/4 of the S.W.1/4 of said section a distance of 3341.36 feet, more or less, to the point of intersection of the North line of the N.W.1/4 of the S.W.1/4 of said section and the West line of Briarwood Subdivision, First Sector, as recorded in Map Book 5, Page 23 in the office of the Judge of Probate of Shelby County, Alabama; thence $88^{\circ}49'30''$ to the left in a Southerly direction along the West line of the said Briarwood Subdivision and along the East line of the Government Housing Project, and along the East line of the Columbiana Cemetery a distance of 1095.82 feet to a point; thence $89^{\circ}15'36''$ to the right in a Westerly direction a distance of 880.31 feet to a point on the Northeasterly right-of-way line of Shelby County Road No. 47; thence $97^{\circ}29'28''$ to the left in a Southeasterly direction along the Northeasterly right-of-way line of said County Road a distance of 91.85 feet to the P.C. (point of curve) of a curve to the left having a radius 5694.58 feet and a central angle of $2^{\circ}52'32''$; thence in a Southeasterly direction along the Northeasterly right-of-way line of said County Road and along the arc of said curve 285.80 feet to the POINT OF BEGINNING, said point being the point of intersection of the Southeasterly right-of-way line of Pitts Drive and the Northeasterly right-of-way line of County Road No. 47, also being on a curve to the left having a radius of 5694.58 feet and a central angle of $2^{\circ}15'28''$; thence in a Southeasterly direction along the Northeasterly right-of-way line of said County Road and along the arc of said curve a distance of 224.40 feet to the P.T. (point of tangent) of said curve; thence $90^{\circ}00'$ to the right (angle measured to tangent) in a Southwesterly direction a distance of 5.00 feet to a point; thence $90^{\circ}00'$ to the left in a Southeasterly direction along the Northeasterly right-of-way line of said County Road a distance of 75.50 feet to the P.C. (point of curve) of a curve to the left having a radius of 2261.83 feet and a central angle of $5^{\circ}39'31''$; thence in a Southeasterly direction along the Northeasterly right-of-way line of said County Road and along the arc of said curve 223.38 feet to a point; thence $66^{\circ}14'43''$ to the left in an Easterly direction 38.97 feet to a point; thence $4^{\circ}57'51''$ to the left in an Easterly direction a distance of 672.62 feet to a point; thence $90^{\circ}00'15''$ to the left in a Northerly direction a distance of 706.04 feet to a point on the Southeasterly right-of-way line of Bolton Lane, said point being on a curve to the left having a radius of 1879.86 feet and a central angle of $7^{\circ}43'18''$; thence $95^{\circ}59'06''$ to the left in a Southwesterly direction along the Southeasterly right-of-way line of said Bolton Lane and along the arc of said curve a distance of 253.35 feet to the P.T. (point of tangent) of said curve; thence tangent to said curve in a Southwesterly direction along the Southeasterly right-of-way line of Bolton Lane a distance of 45.16 feet to the point of intersection with the Southeasterly right-of-way line of Pitts Drive, said point being on a curve to the right having a radius of 612.96 feet and a central angle of $10^{\circ}39'46''$; thence in a Southwesterly direction along the Southeasterly right-of-way line of Pitts Drive and along the arc of said curve a distance of 114.07 feet to the P.T. (point of tangent) of said curve; thence tangent to said curve in a Southwesterly direction along the Southeasterly right-of-way line of Pitts Drive a distance of 442.80 feet to the POINT OF BEGINNING. Containing approximately 11.092 acres.

EXHIBIT "B"

COLLATERAL DESCRIPTION

In addition to and without limitation upon the property constituting the Collateral defined in Section I of this Security Agreement, the Collateral of this Security Agreement is of the following description:

**All of Debtors right, title and interest in the "Assets" of the Cemetery
The Assets consists of:**

All personal and intangible property of the Debtors of every kind and description wherever located which are used in connection with or for the operation of the Cemetery, including but not limited to, inventory, furniture, fixtures, equipment, caskets, service items, morgue supplies, urns, clothing, Pre-Need Trust Funds, Pre-Need Accounts Receivable, Pre-Paid Deposits, accounts receivables, licenses, trademarks, trade names, websites, domain names, vehicles, supplier files, lists and records of the Debtors and all files, lists and records of the funeral services performed for decedents and cremation or burial records of the Debtors, all insurance policies, equipment warranties, service contracts, maintenance contracts, business telephone numbers, mailing addresses and all advertising for the Debtors.