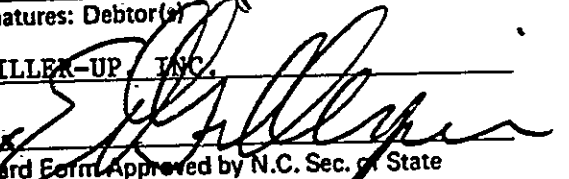



NORTH CAROLINA
UNIFORM COMMERCIAL CODE – FINANCING STATEMENT
(READ INSTRUCTIONS ON BACK BEFORE COMPLETING THIS FORM)

UCC-1

This FINANCING STATEMENT is presented to a Filing Officer for filing pursuant to the Uniform Commercial Code.		No. of Additional Sheets Presented:
(1) Debtor(s) (Last Name First) and Address(es): U-Filler-Up, Inc. PO Box 9718 1327 Beaman Place Greensboro, NC 27408	(2) Secured Party(ies) (Name(s) And Address(es): Sanwa Business Credit Corporation One South Wacker Drive Suite 3900 Chicago, Illinois 60606	<div style="text-align: right;"> FILED L.E. SPEAS REGISTER OF DEEDS FORSYTH COUNTY, N.C. </div> <div style="text-align: center;"> JAN 5 11 56 AM '87 </div> <div style="text-align: center;"> \$10000.00 \$2000.00 </div> <div style="text-align: center;"> 2000.00 </div> <div style="text-align: center;"> FIX </div> <div style="text-align: center;"> FIXTURES </div> <div style="text-align: center;"> For Filing Officer </div>
(3) (a) <input type="checkbox"/> Collateral is or includes fixtures. (b) <input type="checkbox"/> Timber, Minerals or Accounts Subject to G.S. 25-9-103(5) are covered (c) <input type="checkbox"/> Crops Are Growing Or To Be Grown On Real Property Described In Section (5). <small>If either block 3(a) or block 3 (b) applies describe real estate, including record owner(s) in section (5).</small>	(4) Assignee(s) of Secured Party, Address(es): <div style="text-align: center; font-size: 2em; font-weight: bold;">FIXTURES</div>	
(5) This Financing Statement Covers the Following types [or items] of property. See "Schedule A" consisting of 2 pages attached hereto and made a part hereof.		
#06100000650		
Filed with Forsyth County Public Registry		
<input checked="" type="checkbox"/> Products of the Collateral Are Also Covered.		
(6) Signatures: Debtor(s) U-FILLER-UP, INC. (By)  Standard Form Approved by N.C. Sec. of State E. T. Gillespie, Vice President	Secured Party(ies) [or Assignees] Sanwa Business Credit Corporation (By)  Signature of Secured Party Permitted in Lieu of Debtor's Signature (1) Collateral is subject to Security Interest In Another Jurisdiction and <input checked="" type="checkbox"/> <input type="checkbox"/> Collateral Is Brought Into This State <input type="checkbox"/> Debtor's Location Changed To This State (2) For Other Situations See: G.S. 25-9-402 (2)	
(1) FILING OFFICER COPY-NUMERICAL		
UCC-1		

BOOK 1584 P 0473

SCHEDULE A CONSISTING OF TWO PAGES ATTACHED TO AND MADE
A PART OF THAT CERTAIN FINANCING STATEMENT
EXECUTED BY U-FILLER-UP, INC. AS DEBTOR AND
SANWA BUSINESS CREDIT CORPORATION AS SECURED PARTY

Description of property in which a security interest is granted:

- I. All accessories, parts, and other property now or hereafter affixed to, or used in connection with, the property described in Section II below, whether now owned or hereafter acquired; all substitutions for and replacements of such property, whether now owned or hereafter acquired; all accessions to such property, whether now owned or hereafter acquired; and all proceeds of all of the foregoing and of all of the property described in Section II below, whether now owned or hereafter acquired;
- II.
- One (1) New Shipping Assembly (single drive) Part #00-035-00, S/N 712B028
 - One (1) New IBM XT 256K, 360K FLP 20MB Hard Drive S/N 5563823
 - One (1) New IBM Color Monitor S/N 0959155
 - One (1) New Hercules Color Card
 - One (1) New AST 6 PAK Board S/N 85360236
 - One (1) New IBM XT 256K, 360K FLP 20MB Hard Drive S/N 6226618
 - One (1) New IBM Color Monitor S/N 0937843
 - One (1) New Hercules Color Card
 - One (1) New Six PAK Board S/N EE14518
 - One (1) New AT Turbo 1MB RAM 360K DRV 30MB Hard Disk PAR/SER ADP Hx12 Color Monitor S/N 72286TAT243
 - One (1) New AT Turbo 1MB RAM 30MB Hard Drive 360K DRV Hx12 Monitor Graphics Adapter S/N 85261601
 - One (1) New AT Turbo 360K DRV 1MB Memory 40MB Hard Disk 2-Color Board KYBD Hx12 Color Monitor, S/N 72886TAT244
 - One (1) New Pitney Bowes Mail Machine Model #5324, S/N 3352194, Model #5600, Machine #212749
 - One (1) New MDL Compact 386 W/40 Meg Hard Drive, 1 MEG of RAM, Extended Graphics Adapter and EGA Monitor S/N 4635AJ4B0339 and S/N 6203161MA780
 - Nine (9) IOMEGA Cartridge/20MG DR, Tripack Part #IOM-20TP
 - Two (2) IOMEGA, Bernoulli plus, Dual 20 MB REMOV, DR Part #IDM-40P
 - One (1) New IBM 5360-B23 S/36 Main Processor, Meg Memory, 200 Meg Disk, SLCA, Work Station Expansion
 - One (1) New IBM 6157 Streaming Tape Drive

DEBTOR'S SIGNATURE:


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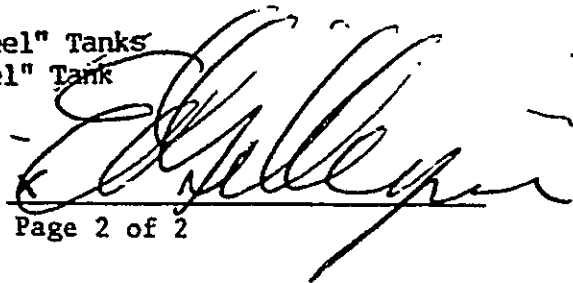
One (1) New 3 Ton Package Air Conditioner with 10KW Electric Heat Strips
Five (5) Dispensers from Arnold Equipment Company, Inc.
Two (2) Console from Arnold Equipment Company, Inc.
Two (2) New Anchor Balts from Arnold Equipment Company, Inc.
Seven (7) New Non Stock Items from Arnold Equipment Company, Inc.
Six (6) New Bumper Posts from Arnold Equipment Company, Inc.
Two (2) New Island Forms from Arnold Equipment Company, Inc.
One (1) New Island Form from Arnold Equipment Company, Inc.
One (1) New Impact Value from Arnold Equipment Company, Inc.

One (1) New 818E Console W/IC Box S/N 10K2069659 and S/N IL2069967
Three (3) New 24x24 Manholes
One (1) Used 64"3/4 HP Sub Pump
Two (2) New 8'3/4 HP Sub Pump
One (1) New 8-Hose Relay Box
Twelve (12) New 36" Culvert
Twenty (20) New Cy Concrete 3000 #reinf
Nineteen (19) Ton ABC Stone
Eight (8) New KR034802 Upgrade Kits
Four (4) New Univ. 10RU Shear Values
Eight (8) New Strainer Kit
Eight (8) New Strainer Gaskets
One (1) New EGC Component
Nine (9) New Small Digit
Two (2) New Large Digit
Five (5) New Door Locks
One (1) New Meter/Exchg.
One (1) New J684802 Pulser Assy.
Six (6) New J630701 Pulser Assy.
Four (4) Used Single Product Manifold
Eight (8) New Manifold Gasket

Four (4) Used Southwest Dual Electric Pumps S/N 448944, 448946, 448947
and 449031
One (1) Used Foster 2 Door Cooler
One (1) Used 3 Hose Southwest Console
One (1) Used 6 Hose Southwest Console S/N 9709
One (1) Used Drop Safe (3 Key)
One (1) Used Wayne Dual Elec. Pur
One (1) Used Adding Machine #60102 Lloyd S/N E7 33-9792-J1

Four (4) New 8,000 Gallon "Glasteel" Tanks
One (1) New 4,000 Gallon "Glasteel" Tank

DEBTOR'S SIGNATURE:


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