

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE MIDDLE DISTRICT OF ALABAMA**

IN RE:)
)
TERRY MANUFACTURING) **CASE NO. 03-32063-WRS**
COMPANY, INC.)
) **CHAPTER 7**
Debtor)

IN RE:)
)
TERRY UNIFORM) **CASE NO. 03-32213-WRS**
COMPANY, LLC)
) **CHAPTER 7**
Debtor.)

J . LESTER ALEXANDER, III,)
TRUSTEE OF) **ADVERSARY PROCEEDING**
TERRY MANUFACTURING)
COMPANY, INC. AND) **NO. 05-_____**
TERRY UNIFORM COMPANY, LLC)
Plaintiff)

VERSUS)

CLIFTON ALBRIGHT; JOHN)
BERNARD III; ARCHIBALD W.)
BROWN, JR.; GEORGE BERNARD)
BROWN; LINDA BROWN; FRED A.)
CALLOWAY AND EUGENIA J.)
CALLOWAY; ELIJAH CARTER AND)
JANET CARTER IRREVOCABLE)

TRUST; CLEVELAND AVENUE)
OB-GYN, P. C.; BENJAMIN L.)
COLEMAN; GEORGE I. CRAWFORD)
AND DELORES H. CRAWFORD;)
LEMUEL DANIELS AS TRUSTEE FOR)
QUINTIN DANIELS; YVONNE)
DAVIS-ROBINSON; ROBERT LEE)
DUNHAM; ADP BROKERAGE)
SERVICES GROUP, SUCCESSOR-IN-)
INTEREST FOR U.S. CLEARING,)
CUSTODIAN FOR THE IRA OF)
CHARLES T. DUVALL; WEDBUSH)
MORGAN SECURITIES, INC.,)
CUSTODIAN FOR THE IRA OF)
CHARLES T. DUVALL; ADP)
BROKERAGE SERVICES GROUP,)
SUCCESSOR-IN-INTEREST FOR U.S.)
CLEARING, CUSTODIAN FOR THE)
IRA OF EDITH M. DUVALL; ECD)
INVESTMENTS, LLC; GREATER)
OMENTUM, INC.; ROBERT A.L.)
HARMS; THE ROBERT A.L. HARMS)
REVOCABLE TRUST; ROY)
HARRIS AND RITA BERNARD-)
HARRIS; WILLIAM HOLDER;)
SAMUEL L. JACKSON; GLENN E.)
JOHNSON; JOSEPH K. JOHNSON;)
BRIAN JORDAN AND PAMELA)
JORDAN; LORENZO L. KIRKLAND;)
TYRONE CECIL MALLOY; PAUL T.)
MARSHALL AND DOLLY A.)
MARSHALL; RUSSELL J.)
MARYLAND; ROOSEVELT)
McCORVEY, M.D.; KENNETH H.)
McCOY; SEDRICK McINTYRE AND)
JERALDEAN P. McINTYRE;)
HAROLD WARREN MOON;)
RITA McSWEENEY O'BRIEN;)
PAULINE ORMSBY; JAMES L.)
PATRICK AND PAMELA J. PATRICK;)

**WALTER H. RASBY, III; CALVIN)
 SANDERS, JR. AND KIMBERLY M.)
 SANDERS; WILLARD SMITH, II;)
 JOHN DOES 1-99 AS SUCCESSORS-)
 IN-INTEREST TO SOUTHERN)
 ENTREPRENEURS, INC.; HORACE)
 STEVENSON; STANFORD C.)
 STODDARD; SUNTRUST BANK;)
 SWANSON FUNERAL HOME;)
 KIMBERLY SWANSON-THOMAS;)
 LINDA E. SWANSON; O'NEIL)
 SWANSON; THE ESTATE OF)
 DERRICK THOMAS; HENRY J.)
 THOMAS AND YVONNE THOMAS;)
 RUDOLPH WASHINGTON AND GAIL)
 WASHINGTON; CHARLES A. WEST;)
 LEONARD R. WILKENS; GARY E.)
 WILSON; EDWARD JONES,)
 CUSTODIAN FOR THE IRA OF)
 LONELL WRIGHT)
 Defendants)**

COMPLAINT

NOW INTO COURT, through undersigned counsel, comes J. Lester Alexander, III, the duly appointed and acting Chapter 7 trustee (the "Trustee") of Terry Manufacturing Company, Inc. ("Terry Manufacturing") and Terry Uniform Company, LLC, ("Terry Uniform"), and for his Complaint against Clifton Albright; John Bernard III; Archibald Brown, Jr.; George Bernard Brown; Linda Brown; Fred A. Calloway and Eugenia J. Calloway; Elijah Carter and Janet Carter Irrevocable Trust; Cleveland Avenue OB-GYN, P.C.; Benjamin L. Coleman; George I. Crawford and Delores H. Crawford; Lemuel Daniels as Trustee for Quintin Daniels; Yvonne Davis-Robinson; Robert Lee Dunham; ADP Brokerage Services Group, Successor-in-Interest for U.S. Clearing, Custodian for the IRA of Charles T. Duvall; Wedbush

Morgan Securities, Inc., Custodian for the IRA of Charles T. Duvall, ADP Brokerage Services Group, Successor-in-Interest for U.S. Clearing, Custodian for the IRA of Edith M. Duvall; ECD Investments, LLC; Greater Omentum, Inc.; Robert A.L. Harms; The Robert A.L. Harms Revocable Trust; Roy Harris and Rita Bernard-Harris; William Holder; Samuel L. Jackson; Glenn E. Johnson; Joseph K. Johnson; Brian Jordan and Pamela Jordan; Lorenzo L. Kirkland; Tyrone Cecil Malloy; Paul T. Marshall and Dolly A. Marshall; Russell J. Maryland; Roosevelt McCorvey, M.D.; Kenneth H. McCoy; Sedrick McIntyre and Jeraldean P. McIntyre; Harold Warren Moon; Rita McSweeney O'Brien; Pauline Ormsby; James L. Patrick and Pamela J. Patrick; Walter H. Rasby, III; Calvin Sanders, Jr. and Kimberly M. Sanders; Willard Smith, II; John Does 1-99 As Successors-in-Interest to Southern Entrepreneurs, Inc.; Horace Stevenson; Stanford C. Stoddard; SunTrust Bank; Swanson Funeral Home; Kimberly Swanson-Thomas; Linda E. Swanson; O'Neil Swanson; The Estate of Derrick Thomas; Henry J. Thomas and Yvonne Thomas; Rudolph Washington and Gail Washington; Charles A. West; Leonard R. Wilkens; Gary E. Wilson; and Edward Jones, Custodian for the IRA of Lonell Wright, seeking recovery of fraudulent conveyances and/or preferential payments made by Terry Manufacturing to Clifton Albright; John Bernard III; Archibald Brown, Jr.; George Bernard Brown; Linda Brown; Fred A. Calloway and Eugenia J. Calloway; Elijah Carter and Janet Carter Irrevocable Trust; Cleveland Avenue OB-GYN, P.C.; Benjamin L. Coleman; George I. Crawford and Delores H. Crawford; Lemuel Daniels as Trustee for Quintin Daniels; Yvonne Davis-Robinson; Robert Lee Dunham; ADP Brokerage Services Group, Successor-in-Interest for U.S. Clearing, Custodian for the IRA of Charles T. Duvall; Wedbush Morgan Securities, Inc., Custodian for the IRA of Charles T. Duvall, ADP Brokerage Services Group, Successor-in-Interest for

U.S. Clearing, Custodian for the IRA of Edith M. Duvall; ECD Investments, LLC; Greater Omentum, Inc.; Robert A. L. Harms; The Robert A.L. Harms Revocable Trust; Roy Harris and Rita Bernard-Harris; William Holder; Samuel L. Jackson; Glenn E. Johnson; Joseph K. Johnson; Brian Jordan and Pamela Jordan; Lorenzo L. Kirkland; Tyrone Cecil Malloy; Paul T. Marshall and Dolly A. Marshall; Russell J. Maryland; Roosevelt McCorvey, M.D.; Kenneth H. McCoy; Sedrick McIntyre and Jeraldean P. McIntyre; Harold Warren Moon; Rita McSweeney O'Brien; Pauline Ormsby; James L. Patrick and Pamela J. Patrick; Walter H. Rasby, III; Calvin Sanders, Jr. and Kimberly M. Sanders; Willard Smith, II; John Does 1-99 As Successors-in-Interest to Southern Entrepreneurs, Inc.; Horace Stevenson; Stanford C. Stoddard; SunTrust Bank; Swanson Funeral Home; Kimberly Swanson-Thomas; Linda E. Swanson; O'Neil Swanson; The Estate of Derrick Thomas; Henry J. Thomas and Yvonne Thomas; Rudolph Washington and Gail Washington; Charles A. West; Leonard R. Wilkens; Gary E. Wilson; and Edward Jones, Custodian for the IRA of Lonell Wright (collectively "Shareholders"), respectfully represents:

1.

Pursuant to Order of this Court dated May 13, 2004, Mr. Alexander is the duly appointed and acting Trustee of Terry Manufacturing and Terry Uniform.

2.

Clifton Albright is a resident of California with his principal place of residence in the City of Los Angeles, State of California.

3.

John Bernard III is a resident of Michigan with his principal place of residence in the City of Farmington Hills, State of Michigan.

4.

Archibald W. Brown, Jr. is a resident of Alabama with his principal place of residence in the City of Birmingham, State of Alabama.

5.

George Bernard Brown is a resident of California with his principal place of residence in the City of Los Angeles, State of California.

6.

Linda Brown is a resident of California with her principal place of residence in the City of Los Angeles, State of California.

7.

Fred A. Calloway and Eugenia J. Calloway are residents of California with their principal place of residence in the City of Los Angeles, State of California.

8.

Elijah Carter and Janet Carter Irrevocable Trust are residents of Nevada with their principal place of residence in the City of Boulder City, State of Nevada.

9.

Cleveland Avenue OB-GYN, P.C. is a professional corporation of Alabama with its principal place of business in the City of Montgomery, State of Alabama.

10.

Benjamin L. Coleman is a resident of Florida with his principal place of residence in the City of Ormond Beach, State of Florida.

11.

George I. Crawford and Delores H. Crawford are residents of South Carolina, with their principal place of residence in the City of Aiken, State of South Carolina.

12.

Lemuel Daniels, as Trustee for Quintin Daniels, is a resident of California with his principal place of residence in the City of Los Angeles, State of California.

13.

Yvonne Davis-Robinson is a resident of Maryland, with her principal place of residence in the City of Pikesville, State of Maryland.

14.

Robert Lee Dunham is a resident of New Jersey with his principal place of residence in the City of Fort Lee, State of New Jersey.

15.

ADP Brokerage Services Group, successor-in-interest for U.S. Clearing, Custodian for the IRA of Charles T. Duvall, is a corporation organized under the laws of the State of Delaware with its principal place of business in the City of Dover, State of Delaware.

16.

Wedbush Morgan Securities, Inc., Custodian for the IRA of Charles T. Duvall, is a corporation organized under the laws of the State of California with its principal place of business in the City of Los Angeles, State of California.

17.

ADP Brokerage Services Group, successor-in-interest for U.S. Clearing, Custodian for the IRA of Edith M. Duvall, is a corporation organized under the law of the State of Delaware with its principal place of business in the City of Dover, State of Delaware.

18.

ECD Investments, LLC is a limited liability company organized and existing under the laws of the State of Mississippi with its principal place of business in the City of Jackson, State of Mississippi.

19.

Greater Omentum, Inc. is a corporation organized under the laws of the State of New York with its principal place of business in the City of New York, State of New York.

20.

Robert A. L. Harms is a resident of Oklahoma with his principal place of residence in the City of Ponca City, State of Oklahoma.

21.

The Robert A. L. Harms Revocable Trust is a resident of Oklahoma with his principal place of residence in the City of Ponca City, State of Oklahoma.

22.

Roy Harris and Rita Bernard-Harris are residents of California with their principal place of residence in the City of Los Angeles, State of California.

23.

William Holder is a resident of New York with his principal place of residence in the City of Dix Hills, State of New York.

24.

Samuel L. Jackson is a resident of California with his principal place of residence in the City of Log Angeles, State of California.

25.

Glenn E. Johnson is a resident of Ohio with his principal place of residence in the City of Maumee, State of Ohio.

26.

Joseph K. Johnson is a resident of California with his principal place of residence in the City of Calabasas, State of California.

27.

Brian Jordan and Pamela Jordan are residents of Georgia with their principal place of residence in the City of Stone Mountain, State of Georgia.

28.

Lorenzo L. Kirkland is a resident of Pennsylvania with his principal place of residence in the City of Pittsburgh, State of Pennsylvania.

29.

Tyrone Cecil Malloy is a resident of Georgia with his principal place of residence in the City of Decatur, State of Georgia.

30.

Paul T. Marshall and Dolly A. Marshall are residents of Alabama with their principal place of residence in the City of Auburn, State of Alabama.

31.

Russell J. Maryland is a resident of Texas with his principal place of residence in the City of Southlake, State of Texas.

32.

Roosevelt McCorvey, is a resident of Alabama with his principal place of residence in the City of Montgomery, State of Alabama.

33.

Kenneth H. McCoy is a resident of Ohio with his principal place of residence in the City of Solon, State of Ohio.

34.

Sedrick McIntyre and Jeraldean P. McIntyre are residents of Florida with their principal place of residence in the City of Tampa, State of Florida.

35.

Harold Warren Moon is a resident of California with his principal place of residence in the City of Newport Beach, State of California.

36.

Rita McSweeney O'Brien is a resident of New York with her principal place of residence in the City of Mount Vernon, State of New York.

37.

Pauline Ormsby is a resident of Oklahoma with her principal place of residence in the City of Ponca City, State of Oklahoma.

38.

James L. Patrick, Jr. and Pamela J. Patrick are residents of Virginia with their principal place of residence in the City of Alexandria, State of Virginia.

39.

Walter Herbert Rasby, III is a resident of North Carolina with his principal place of residence in the City of Charlotte, State of North Carolina.

40.

Calvin Sanders, Jr. and Kimberly M. Sanders are residents of Illinois, with their principal place of residence in the City of Chicago, State of Illinois.

41.

Willard Smith II and his legal guardian, Sheree E. Smith, are residents of California, with their principal place of residence in the City of Chatsworth, State of California.

42.

John Does 1-99 are successors-in-interest to Southern Entrepreneurs, Inc., a corporation formerly organized and existing under the laws of the State of Alabama with its principal place of business in the City of Montgomery, State of Alabama.

43.

Horace Stevenson is a resident of Oklahoma with his principal place of residence in the City of Tulsa, State of Oklahoma.

44.

Stanford C. Stoddard is a resident of Michigan with his principal place of residence in the City of Southfield, State of Michigan.

45.

SunTrust Bank is a corporation organized and existing under the laws of the State of Georgia with his principal place of business in the City of Atlanta, State of Georgia.

46.

Swanson Funeral Home, Inc. is a corporation organized and existing under the laws of the State of Michigan with its principal place of business in the City of Detroit, State of Michigan.

47.

Kimberly Swanson-Thomas is a resident of Michigan with her principal place of residence in the City of Detroit, State of Michigan.

48.

Linda E. Swanson is a resident of Michigan with her principal place of residence in the City of Detroit, State of Michigan.

49.

O'Neil Swanson is a resident of Michigan with his principal place of residence in the City of Detroit, State of Michigan.

50.

Gold Trust Company, successor-in-interest to George K. Baum Trust Company, representative of the Estate of Derrick Thomas, is a trust company chartered under the laws of State of Missouri, with its principal place of business in the City of St. Joseph, State of Missouri.

51.

Henry J. Thomas and Yvonne Thomas are residents of Georgia with their principal place of residence in the City of Stone Mountain, State of Georgia.

52.

Rudolph Washington and Gail Washington are residents of California with their principal place of residence in the City of Los Angeles, State of California.

53.

Charles West is a resident of Georgia with his principal place of residence in the City of Decatur, State of Georgia.

54.

Leonard R. Wilkens is a resident of Washington with his principal place of residence in the City of Bellevue, State of Washington.

55.

Gary Wilson is a resident of Texas with his principal place of residence in the City of Harlingen, State of Texas.

56.

Edward Jones, subsidiary of the Jones Financial Companies, L.L.P., Custodian for the IRA of Lonell Wright, is a limited liability limited partnership organized under the laws the State of Missouri with its principal place of residence in the City of Maryland Heights, State of Missouri.

57.

This action is a core proceeding within the meaning of 28 U.S.C. § 157(b). It falls under this Court's jurisdiction pursuant to 28 U.S.C. § 1334 and the standard order of reference of core proceedings to this Court by the United States District Court for the Middle District of Alabama.

58.

Venue is proper in this district pursuant to 28 U.S.C. § 1409(a).

INTRODUCTION

59.

This is an action seeking recovery of approximately \$2,291,123.14 which, upon information and belief, was paid by Terry Manufacturing to the Shareholders during the period commencing on or about July 7, 1999 and ending July 7, 2003. During that period, Terry Manufacturing made multiple payments to the Shareholders. Upon information and belief, all or a substantial portion of the payments were in the form of dividends disbursed to the Shareholders in their roles as shareholders of Terry Manufacturing.

GROUND FOR RELIEF

60.

Terry Manufacturing filed a Voluntary Petition for Reorganization under Chapter 11 of the United States Bankruptcy Code on July 7, 2003. Mr. Alexander was appointed as its Chapter 11 Trustee on July 11, 2003. Terry Uniform filed a voluntary Chapter 11 petition on July 22, 2003.

61.

Upon information and belief, Terry Manufacturing made the following payments to Clifton Albright:

07/27/1999	\$2,362.50	10/29/1999	\$2,362.50
01/31/2000	\$2,362.50	04/27/2000	\$2,362.50
07/31/2000	\$2,362.50	10/23/2000	\$2,362.50
11/10/2000	\$132,069.00	11/10/2000	\$1,061.52

62.

Upon information and belief, Terry Manufacturing made the following payments to John

Bernard III:

12/31/2002	\$37,500.00
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63.

Upon information and belief, Terry Manufacturing made the following payments to

Archibald W. Brown, Jr.:

07/27/1999	\$ 998.08	10/29/1999	\$ 998.08
01/31/2000	\$ 998.08	04/27/2000	\$ 681.28
07/31/2000	\$ 681.28	11/02/2000	\$ 681.28
02/05/2001	\$ 681.28	05/09/2001	\$ 681.28
08/09/2001	\$ 681.28	11/12/2001	\$ 681.28
02/15/2002	\$ 681.28	05/21/2002	\$ 681.28
08/22/2002	\$ 681.28	11/29/2002	\$ 681.28
03/07/2003	\$ 681.28		

64.

Upon information and belief, Terry Manufacturing made the following payments to George

Bernard Brown:

07/27/1999	\$1,800.00	10/29/1999	\$1,800.00
01/31/2000	\$1,800.00	04/27/2000	\$1,800.00
07/31/2000	\$1,800.00	11/02/2000	\$1,800.00
02/05/2001	\$1,800.00	05/09/2001	\$1,800.00
08/07/2001	\$1,800.00	11/12/2001	\$1,800.00
02/15/2002	\$1,800.00	05/21/2002	\$1,800.00
08/22/2002	\$1,800.00	11/29/2002	\$1,237.50
03/07/2003	\$ 900.00		

65.

Upon information and belief, Terry Manufacturing made the following payments to Linda

Brown:

07/27/1999	\$562.50	10/29/1999	\$562.50
11/29/2002	\$562.50	03/07/2003	\$562.50

66.

Upon information and belief, Terry Manufacturing made the following payments to Fred A.

Calloway and Eugenia J. Calloway:

07/27/1999	\$1,000.00	10/29/1999	\$1,000.00
01/31/2000	\$1,000.00	04/27/2000	\$1,000.00
07/31/2000	\$1,000.00	11/02/2000	\$1,000.00
02/05/2001	\$1,000.00	05/09/2001	\$1,000.00
08/09/2001	\$1,000.00	11/12/2001	\$1,000.00
02/15/2002	\$1,000.00	05/21/2002	\$1,000.00
08/22/2002	\$1,000.00	11/29/2002	\$1,000.00
03/07/2003	\$1,000.00		

67.

Upon information and belief, Terry Manufacturing made the following payments to the

Elijah Carter and Janet Carter Irrevocable Trust:

07/27/1999	\$1,125.00	10/29/1999	\$1,125.00
01/31/2000	\$1,125.00	04/27/2000	\$1,125.00
07/31/2000	\$1,125.00	11/02/2000	\$1,125.00
02/05/2001	\$1,125.00	05/09/2001	\$1,125.00
08/09/2001	\$1,125.00	11/12/2001	\$1,125.00
02/15/2002	\$1,125.00	05/21/2002	\$1,125.00
08/22/2002	\$1,125.00	11/29/2002	\$1,125.00
03/07/2003	\$1,125.00		

68.

Upon information and belief, Terry Manufacturing made the following payments to

Cleveland Avenue OB-GYN P.C.:

07/27/1999	\$1,350.00	10/29/1999	\$1,350.00
01/31/2000	\$1,350.00	04/27/2000	\$1,350.00
07/31/2000	\$1,350.00	11/02/2000	\$1,350.00
02/05/2001	\$1,350.00	05/09/2001	\$1,350.00
08/09/2001	\$1,350.00	11/12/2001	\$1,350.00
02/15/2002	\$1,350.00	05/21/2002	\$1,350.00
08/22/2002	\$1,350.00	11/29/2002	\$1,350.00
03/07/2003	\$1,350.00		

69.

Upon information and belief, Terry Manufacturing made the following payments to Benjamin L. Coleman:

07/27/1999	\$1,000.00	10/29/1999	\$1,000.00
01/31/2000	\$1,000.00	02/24/2000	\$1,000.00
04/27/2000	\$1,000.00	07/31/2000	\$1,000.00
11/02/2000	\$1,000.00	02/05/2001	\$1,000.00
05/09/2001	\$1,000.00	08/09/2001	\$1,000.00
11/12/2001	\$1,000.00	02/15/2002	\$1,000.00
05/21/2002	\$1,000.00	10/03/2002	\$15,000.00
11/08/2002	\$10,000.00	11/29/2002	\$1,000.00
02/03/2003	\$10,000.00	04/01/2003	\$10,000.00

70.

Upon information and belief, Terry Manufacturing made the following payments to George

I. Crawford and Delores H. Crawford:

07/27/1999	\$1,800.00	10/29/1999	\$1,800.00
01/31/2000	\$1,800.00	04/27/2000	\$1,800.00
07/31/2000	\$1,800.00	11/02/2000	\$1,845.00
02/05/2001	\$1,845.00	05/09/2001	\$1,845.00
08/09/2001	\$1,845.00	11/12/2001	\$1,845.00

02/15/2002	\$1,845.00	05/21/2002	\$1,845.00
08/22/2002	\$1,845.00	11/29/2002	\$1,845.00
03/07/2003	\$1,845.00		

71.

Upon information and belief, Terry Manufacturing made the following payments to Lemuel

Daniels as Trustee for Quintin Daniels:

07/27/1999	\$500.00	10/29/1999	\$500.00
01/31/2000	\$500.00	07/31/2000	\$500.00
11/02/2000	\$500.00	02/05/2001	\$500.00
05/09/2001	\$500.00	08/09/2001	\$500.00
11/12/2001	\$500.00	02/15/2002	\$500.00
05/21/2002	\$500.00	08/22/2002	\$500.00
11/29/2002	\$500.00	03/07/2003	\$500.00

72.

Upon information and belief, Terry Manufacturing made the following payments to the

Yvonne Davis-Robinson:

03/29/2002	\$59,846.32	03/01/2003	\$36,875.00
02/12/2003	\$35,000.00	04/25/2003	\$9,905.00

73.

Upon information and belief, Terry Manufacturing made the following payments to Robert

Lee Dunham:

07/27/1999	\$4,500.00	10/29/1999	\$4,500.00
01/31/2000	\$4,500.00	04/27/2000	\$4,500.00
07/31/2000	\$4,500.00	11/02/2000	\$4,500.00
02/05/2001	\$4,500.00	05/09/2001	\$4,500.00
08/09/2001	\$4,500.00	11/12/2001	\$4,500.00
02/15/2002	\$4,500.00	05/21/2002	\$4,500.00
08/22/2002	\$4,500.00	11/29/2002	\$4,500.00

74.

Upon information and belief, Terry Manufacturing made the following payments to

U. S. Clearing, for the benefit of the IRA of Charles T. Duvall:

07/27/1999	\$1,125.00	10/29/1999	\$1,125.00
01/31/2000	\$1,125.00	04/27/2000	\$1,125.00
07/31/2000	\$1,125.00	11/02/2000	\$1,125.00
02/05/2001	\$1,125.00	05/09/2001	\$1,125.00
08/09/2001	\$1,125.00	08/09/2001	\$1,125.00
11/12/2001	\$1,125.00	02/15/2002	\$1,125.00
02/15/2002	\$1,125.00	10/03/2002	\$2,250.00
10/03/2002	\$2,250.00	11/29/2002	\$1,125.00
11/29/2002	\$1,125.00	03/07/2003	\$1,125.00
03/07/2003	\$1,125.00		

75.

Upon information and belief, Terry Manufacturing made the following payments to

Wedbush Morgan Securities, Inc. for the benefit of the IRA of Charles T. Duvall:

10/03/2002	\$2,250.00	10/03/2002	\$2,250.00
11/29/2002	\$1,125.00	11/29/2002	\$1,125.00
03/07/2003	\$1,125.00	03/07/2003	\$1,125.00

76.

Upon information and belief, Terry Manufacturing made the following payments to

U.S. Clearing, for the benefit of the IRA of Edith M. Duvall:

07/27/1999	\$1,125.00	10/29/1999	\$1,125.00
01/31/2000	\$1,125.00	04/27/2000	\$1,125.00
07/31/2000	\$1,125.00	11/02/2000	\$1,125.00
02/05/2001	\$1,125.00	05/09/2001	\$1,125.00
11/12/2001	\$1,125.00		

77.

Upon information and belief, Terry Manufacturing made the following payments to ECD

Investments, LLC:

07/27/1999	\$10,000.00	10/29/1999	\$10,000.00
01/31/2000	\$10,000.00	04/27/2000	\$10,000.00
07/31/2000	\$10,000.00	11/02/2000	\$10,000.00
02/05/2001	\$10,000.00	05/09/2001	\$10,000.00
08/09/2001	\$10,000.00	11/12/2001	\$10,000.00
02/15/2002	\$10,000.00	05/21/2002	\$10,000.00
08/22/2002	\$10,000.00	11/29/2002	\$10,000.00
03/07/2003	\$10,000.00		

78.

Upon information and belief, Terry Manufacturing made the following payments to

Greater Omentum, Inc.:

07/27/1999	\$1,125.00	10/25/1999	\$1,125.00
01/31/2000	\$1,125.00	04/27/2000	\$1,125.00
07/31/2000	\$1,125.00	08/31/2000	\$62,535.00
08/31/2000	\$764.38		

79.

Upon information and belief, Terry Manufacturing made the following payments to Robert

A. L. Harms:

07/27/1999	\$1,125.00	10/29/1999	\$1,125.00
01/31/2000	\$1,125.00	04/27/2000	\$1,125.00
07/31/2000	\$1,125.00	11/02/2000	\$1,125.00
02/05/2001	\$1,125.00	05/09/2001	\$1,125.00
08/09/2001	\$1,125.00	11/12/2001	\$1,125.00

80.

Upon information and belief, Terry Manufacturing made the following payments to

The Robert A. L. Harms Revocable Trust:

07/27/1999	\$1,125.00	10/29/1999	\$1,125.00
02/15/2002	\$1,125.00	05/21/2002	\$1,125.00
08/22/2002	\$1,125.00	11/29/2002	\$1,125.00
03/07/2003	\$1,125.00		

81.

Upon information and belief, Terry Manufacturing made the following payments to Roy

Harris and Rita Bernard-Harris:

07/27/1999	\$1,125.00	10/29/1999	\$1,125.00
01/31/2000	\$1,125.00	04/27/2000	\$1,125.00
07/31/2000	\$1,125.00	11/02/2000	\$1,125.00
02/05/2001	\$1,125.00	05/09/2001	\$1,125.00
08/09/2001	\$1,125.00	11/12/2001	\$1,125.00
02/15/2002	\$1,125.00	05/21/2002	\$1,125.00
08/22/2002	\$1,125.00	11/29/2002	\$1,125.00
03/07/2003	\$1,125.00		

82.

Upon information and belief, Terry Manufacturing made the following payments to William

Holder:

07/27/1999	\$1,348.75	10/29/1999	\$1,348.75
04/27/2000	\$1,348.75	07/31/2000	\$1,348.75
11/02/2000	\$1,348.75	02/05/2001	\$1,348.75
05/09/2001	\$1,348.75	08/09/2001	\$1,348.75
11/12/2001	\$1,348.75	02/15/2002	\$1,348.75
05/21/2002	\$1,348.75	11/29/2002	\$1,348.75
03/07/2003	\$1,348.75		

83.

Upon information and belief, Terry Manufacturing made the following payments to Samuel

L. Jackson:

07/27/1999	\$1,125.00	10/29/1999	\$1,125.00
01/31/2000	\$1,125.00	04/27/2000	\$1,125.00
07/31/2000	\$1,125.00	11/02/2000	\$1,125.00
02/05/2001	\$1,125.00	05/09/2001	\$1,125.00
08/09/2001	\$1,125.00	11/12/2001	\$1,125.00
02/15/2002	\$1,125.00	05/21/2002	\$1,125.00
11/29/2002	\$1,125.00	03/07/2003	\$1,125.00

84.

Upon information and belief, Terry Manufacturing made the following payments to Glenn

E. Johnson:

07/27/1999	\$3,442.50	10/29/1999	\$3,442.50
07/31/2000	\$3,442.50	11/29/2000	\$3,442.50

85.

Upon information and belief, Terry Manufacturing made the following payments to Joseph

K. Johnson:

07/27/1999	\$1,125.00	10/29/1999	\$1,125.00
01/31/2000	\$1,125.00	04/27/2000	\$1,125.00
07/31/2000	\$1,125.00	11/02/2000	\$1,125.00
02/05/2001	\$1,125.00	05/09/2001	\$1,125.00
08/09/2001	\$1,125.00	11/12/2001	\$1,125.00
02/15/2002	\$1,125.00	05/21/2002	\$1,125.00
08/22/2002	\$1,125.00	11/29/2002	\$1,125.00
03/07/2003	\$1,125.00		

86.

Upon information and belief, Terry Manufacturing made the following payments to Brian Jordan and Pamela Jordan:

07/27/1999	\$1,125.00	10/29/1999	\$1,125.00
01/31/2000	\$1,125.00	04/27/2000	\$1,125.00
07/31/2000	\$1,125.00	11/02/2000	\$1,125.00
02/05/2001	\$1,125.00	05/09/2001	\$1,125.00
08/09/2001	\$1,125.00	11/12/2001	\$1,125.00
02/15/2002	\$1,125.00	05/21/2002	\$1,125.00
08/22/2002	\$1,125.00	11/29/2002	\$1,125.00
03/07/2003	\$1,125.00		

87.

Upon information and belief, Terry Manufacturing made the following payments to Lorenzo

L. Kirkland:

07/27/1999	\$5,000.00	10/29/1999	\$5,000.00
01/31/2000	\$5,000.00	04/27/2000	\$5,000.00
07/31/2000	\$5,000.00	11/02/2000	\$5,000.00
02/05/2001	\$5,000.00	11/12/2001	\$5,000.00
02/15/2002	\$5,000.00	05/21/2002	\$5,000.00
08/22/2002	\$5,000.00	11/29/2002	\$5,000.00
03/07/2003	\$5,000.00		

88.

Upon information and belief, Terry Manufacturing made the following payments to Tyrone

Cecil Malloy:

07/27/1999	\$2,587.50	10/29/1999	\$2,587.50
01/31/2000	\$2,587.50	04/27/2000	\$2,587.50
07/31/2000	\$2,587.50	11/02/2000	\$2,587.50
02/05/2001	\$2,587.50	05/09/2001	\$2,587.50
08/09/2001	\$2,587.50	11/12/2001	\$2,587.50
02/15/2002	\$2,587.50	05/21/2002	\$2,587.50

08/22/2002	\$2,587.50	11/29/2002	\$2,587.50
03/07/2003	\$2,587.50		

89.

Upon information and belief, Terry Manufacturing made the following payments to Paul T.

and Dolly A. Marshall:

07/27/1999	\$4,500.00	10/29/1999	\$4,500.00
01/31/2000	\$4,500.00	04/27/2000	\$4,500.00
07/31/2000	\$4,500.00	11/02/2000	\$4,500.00
02/05/2001	\$4,500.00	05/09/2001	\$4,500.00
08/09/2001	\$4,500.00	11/12/2001	\$4,500.00
02/15/2002	\$4,500.00	05/21/2002	\$4,500.00
08/22/2002	\$4,500.00	11/29/2002	\$4,500.00
01/09/2003	\$2,000.00	03/07/2003	\$4,500.00

90.

Upon information and belief, Terry Manufacturing made the following payments to Russell

J. Maryland:

07/27/1999	\$1,125.00	10/29/1999	\$1,125.00
01/31/2000	\$1,125.00	04/27/2000	\$1,125.00
07/31/2000	\$1,125.00	11/02/2000	\$1,125.00
02/05/2001	\$1,125.00	05/09/2001	\$1,125.00
08/09/2001	\$1,125.00	11/12/2001	\$1,125.00
01/02/2002	\$1,125.00	02/15/2002	\$1,125.00
05/21/2002	\$1,125.00	11/29/2002	\$1,125.00

91.

Upon information and belief, Terry Manufacturing made the following payments to

Roosevelt McCorvey:

07/27/1999	\$2,025.00	10/29/1999	\$2,025.00
01/31/2000	\$2,025.00	01/31/2000	\$2,250.00

04/27/2000	\$2,025.00	04/27/2000	\$2,250.00
07/31/2000	\$2,025.00	07/31/2000	\$2,250.00
11/02/2000	\$2,025.00	11/02/2000	\$2,250.00
02/05/2001	\$2,025.00	02/05/2001	\$2,250.00
05/07/2001	\$2,025.00	05/09/2001	\$2,250.00
08/09/2001	\$2,025.00	08/09/2001	\$2,250.00
11/12/2001	\$2,025.00	11/12/2001	\$2,250.00
02/15/2002	\$2,025.00	02/15/2002	\$2,250.00
05/21/2002	\$2,025.00	05/21/2002	\$2,250.00
08/22/2002	\$2,025.00	08/22/2002	\$2,250.00
11/29/2002	\$2,025.00	11/29/2002	\$2,250.00
03/07/2003	\$2,025.00	03/07/2003	\$2,250.00

92.

Upon information and belief, Terry Manufacturing made the following payments to

Kenneth H. McCoy:

07/27/1999	\$675.00	10/29/1999	\$675.00
01/31/2000	\$675.00	04/27/2000	\$675.00
07/31/2000	\$675.00	10/10/2000	\$37,722.00
10/10/2000	\$675.00		

93.

Upon information and belief, Terry Manufacturing made the following payments to Sedrick

McIntyre and Jeraldean P. McIntyre:

07/27/1999	\$1,350.00	10/29/1999	\$1,350.00
04/27/2000	\$1,350.00	07/31/2000	\$1,350.00
11/02/2000	\$1,350.00	02/05/2001	\$1,350.00
05/07/2001	\$1,350.00	08/09/2001	\$1,350.00
11/12/2001	\$1,350.00	02/15/2002	\$1,350.00
05/21/2002	\$1,350.00	08/22/2002	\$1,350.00
11/29/2002	\$1,350.00	03/07/2003	\$1,350.00

94.

Upon information and belief, Terry Manufacturing made the following payments to Harold

Warren Moon:

07/27/1999	\$9,671.25	10/29/1999	\$9,671.25
01/31/2000	\$4,046.25	01/31/2000	\$5,625.00
04/27/2000	\$4,046.25	04/27/2000	\$5,625.00
07/31/2000	\$4,046.25	07/31/2000	\$5,625.00
11/02/2000	\$4,046.25	11/02/2000	\$5,625.00
02/05/2001	\$4,046.25	02/05/2001	\$5,625.00
05/09/2001	\$4,046.25	05/09/2001	\$5,625.00
08/09/2001	\$4,046.25	08/09/2001	\$5,625.00
11/12/2001	\$4,046.25	11/12/2001	\$5,625.00
02/15/2002	\$4,046.25	02/15/2002	\$5,625.00
05/21/2002	\$4,046.25	05/21/2002	\$5,625.00
08/22/2002	\$4,046.25	08/22/2002	\$5,625.00
11/29/2002	\$4,046.25	11/29/2002	\$5,625.00
03/07/2003	\$4,046.25	03/07/2003	\$5,625.00

95.

Upon information and belief, Terry Manufacturing made the following payments to Rita

McSweeney O'Brien:

07/27/1999	\$270.00	10/29/1999	\$270.00
01/31/2000	\$270.00	04/27/2000	\$270.00
07/31/2000	\$270.00	11/02/2000	\$270.00
02/05/2001	\$270.00	05/09/2001	\$270.00
08/09/2001	\$270.00	11/12/2001	\$270.00
02/15/2002	\$270.00	05/21/2002	\$270.00
08/22/2002	\$270.00	03/07/2003	\$270.00

96.

Upon information and belief, Terry Manufacturing made the following payments to Pauline

Ormsby:

07/27/1999	\$1,125.00	10/29/1999	\$1,125.00
01/31/2000	\$1,125.00	04/27/2000	\$1,125.00
07/31/2000	\$1,125.00	11/02/2000	\$1,125.00
02/05/2001	\$1,125.00	05/09/2001	\$1,125.00
08/09/2001	\$1,125.00	11/12/2001	\$1,125.00
02/15/2002	\$1,125.00	05/21/2002	\$1,125.00
8/22/2002	\$1,125.00	11/29/2002	\$1,125.00
03/07/2003	\$1,125.00		

97.

Upon information and belief, Terry Manufacturing made the following payments to James

L. Patrick, Jr. and Pamela J. Patrick:

07/27/1999	\$1,687.50	10/29/1999	\$1,687.50
01/31/2000	\$1,687.50	04/27/2000	\$1,687.50
07/31/2000	\$1,687.50	11/02/2000	\$1,687.50
02/06/2001	\$1,687.50	05/09/2001	\$1,687.50
08/09/2001	\$1,687.50	11/12/2001	\$1,687.50
02/15/2002	\$1,687.50	05/21/2002	\$1,687.50
08/22/2002	\$1,687.50	11/29/2002	\$1,687.50
03/07/2003	\$1,687.50	06/03/2003	\$50,000.00

98.

Upon information and belief, Terry Manufacturing made the following payments to Walter

Herbert Rasby, III:

07/27/1999	\$1,000.00	10/29/1999	\$1,000.00
01/31/2000	\$1,000.00	04/27/2000	\$1,000.00
07/31/2000	\$1,000.00	11/02/2000	\$1,000.00
02/06/2001	\$1,000.00	05/09/2001	\$1,000.00
08/09/2001	\$1,000.00	11/12/2001	\$1,000.00
02/15/2002	\$1,000.00	05/21/2002	\$1,000.00
08/22/2002	\$1,000.00	11/29/2002	\$1,000.00
03/07/2003	\$1,000.00		

99.

Upon information and belief, Terry Manufacturing made the following payments to Calvin

Sanders, Jr. and Kimberly M. Sanders:

07/27/1999	\$2,700.00	10/29/1999	\$2,700.00
01/31/2000	\$2,700.00	04/27/2000	\$2,700.00
07/31/2000	\$2,700.00	11/02/2000	\$2,700.00
02/05/2001	\$2,700.00	05/09/2001	\$2,700.00
08/09/2001	\$2,700.00	11/12/2001	\$2,700.00
02/15/2002	\$2,700.00	05/21/2002	\$2,700.00
08/19/2002	\$40,000.00	08/22/2002	\$2,700.00
09/09/2002	\$40,000.00	09/23/2002	\$40,000.00

100.

Upon information and belief, Terry Manufacturing made the following payments to Willard

Smith, II:

07/27/1999	\$4,500.00	10/29/1999	\$4,500.00
01/31/2000	\$4,500.00	04/27/2000	\$4,500.00
07/31/2000	\$4,500.00	11/02/2000	\$4,500.00
02/05/2001	\$4,500.00	05/09/2001	\$4,500.00
08/09/2001	\$4,500.00	11/12/2001	\$4,500.00
02/15/2002	\$4,500.00	05/21/2002	\$4,500.00
08/22/2002	\$4,500.00	11/29/2002	\$4,500.00
03/07/2003	\$4,500.00		

101.

Upon information and belief, Terry Manufacturing made the following payments to Southern

Entrepreneurs, Inc.:

07/27/1999	\$1,125.00	10/29/1999	\$1,125.00
01/31/2000	\$1,125.00	04/27/2000	\$1,125.00
07/31/2000	\$1,125.00	11/02/2000	\$1,125.00
02/05/2001	\$1,125.00	05/09/2001	\$1,125.00

08/09/2001	\$1,125.00	11/12/2001	\$1,125.00
02/15/2002	\$1,125.00	05/21/2002	\$1,125.00
08/22/2002	\$1,125.00	11/29/2002	\$1,125.00
03/07/2003	\$1,125.00		

102.

Upon information and belief, Terry Manufacturing made the following payments to Horace

Stevenson:

07/27/1999	\$1,912.50	10/29/1999	\$1,912.50
01/31/2000	\$1,912.50	04/27/2000	\$1,912.50
07/31/2000	\$1,912.50	11/02/2000	\$1,912.50
02/05/2001	\$1,912.50	05/09/2001	\$1,912.50
08/09/2001	\$1,912.50	11/12/2001	\$1,912.50
02/15/2002	\$1,912.50	05/21/2002	\$1,912.50
08/22/2002	\$1,912.50	11/29/2002	\$1,912.50
03/07/2003	\$1,912.50	06/19/2003	\$1,912.50

103.

Upon information and belief, Terry Manufacturing made the following payments to Stanford

C. Stoddard:

07/27/1999	\$6,750.00	10/29/1999	\$6,750.00
01/31/2000	\$6,750.00	04/27/2000	\$6,750.00
07/31/2000	\$6,750.00	11/02/2000	\$6,750.00
02/05/2001	\$6,750.00	05/09/2001	\$6,750.00
08/09/2001	\$6,750.00	11/12/2001	\$6,750.00
02/15/2002	\$6,750.00	05/21/2002	\$6,750.00
08/22/2002	\$6,750.00	09/12/2002	\$6,750.00
11/29/2002	\$6,750.00	12/31/2002	\$75,000.00
03/07/2003	\$6,750.00		

104.

Upon information and belief, Terry Manufacturing made the following payments to SunTrust

Bank:

07/27/1999	\$2,000.00	10/29/1999	\$2,000.00
01/31/2000	\$2,000.00	04/27/2000	\$2,000.00
07/31/2000	\$2,000.00	02/05/2001	\$2,000.00
05/09/2001	\$2,000.00	08/09/2001	\$2,000.00
11/12/2001	\$2,000.00	02/15/2002	\$2,000.00
05/21/2002	\$2,000.00	08/22/2002	\$2,000.00
11/29/2002	\$2,000.00		

105.

Upon information and belief, Terry Manufacturing made the following payments to Swanson

Funeral Home, Inc.:

07/27/1999	\$2,250.00	10/29/1999	\$2,250.00
01/31/2000	\$2,250.00	04/27/2000	\$2,250.00
07/31/2000	\$2,250.00	11/02/2000	\$2,250.00
02/05/2001	\$2,250.00	05/09/2001	\$2,250.00
08/09/2001	\$2,250.00	11/12/2001	\$2,250.00
02/15/2002	\$2,250.00	05/21/2002	\$2,250.00
08/22/2002	\$2,250.00	09/19/2002	\$2,250.00
11/29/2002	\$2,250.00	01/07/2003	\$30,000.00
01/07/2003	\$15,000.00	03/07/2003	\$2,250.00

106.

Upon information and belief, Terry Manufacturing made the following payments to

Kimberly Swanson-Thomas:

07/27/1999	\$1,125.00	10/29/1999	\$1,125.00
01/31/2000	\$1,125.00	04/27/2000	\$1,125.00
07/31/2000	\$1,125.00	11/02/2000	\$1,125.00
02/05/2001	\$1,125.00	05/09/2001	\$1,125.00
08/09/2001	\$1,125.00	11/12/2001	\$1,125.00
02/15/2002	\$1,125.00	05/21/2002	\$1,125.00
08/22/2002	\$1,125.00	11/29/2002	\$1,125.00
03/07/2003	\$1,125.00		

107.

Upon information and belief, Terry Manufacturing made the following payments to Linda

E. Swanson:

07/27/1999	\$1,125.00	10/29/1999	\$1,125.00
01/31/2000	\$1,125.00	04/27/2000	\$1,125.00
11/08/2000	\$1,125.00	02/05/2001	\$1,125.00
05/09/2001	\$1,125.00	08/09/2001	\$1,125.00
11/12/2001	\$1,125.00	02/15/2002	\$1,125.00
05/21/2002	\$1,125.00	08/22/2002	\$1,125.00
11/29/2002	\$1,125.00		

108.

Upon information and belief, Terry Manufacturing made the following payments to O'Neil

Swanson:

07/27/1999	\$1,125.00	10/29/1999	\$1,125.00
01/31/2000	\$1,125.00	04/27/2000	\$1,125.00
07/31/2000	\$1,125.00	11/02/2000	\$1,125.00
02/05/2001	\$1,125.00	05/09/2001	\$1,125.00
08/09/2001	\$1,125.00	11/12/2001	\$1,125.00
02/15/2002	\$1,125.00	05/21/2002	\$1,125.00
08/22/2002	\$1,125.00	11/29/2002	\$1,125.00
03/07/2003	\$1,125.00		

109.

Upon information and belief, Terry Manufacturing made the following payments to The

Estate of Derrick Thomas:

07/27/1999	\$2,250.00	10/29/1999	\$2,250.00
01/31/2000	\$2,250.00	04/27/2000	\$2,250.00
07/31/2000	\$2,250.00	11/02/2000	\$2,250.00
02/05/2001	\$2,250.00	05/09/2001	\$2,250.00
08/09/2001	\$2,250.00	11/12/2001	\$2,250.00

02/15/2002	\$2,250.00	05/21/2002	\$2,250.00
08/22/2002	\$2,250.00	11/29/2002	\$2,250.00
03/07/2003	\$2,250.00		

110.

Upon information and belief, Terry Manufacturing made the following payments to Henry

J. Thomas and Yvonne Thomas:

07/27/1999	\$3,712.50	10/29/1999	\$3,712.50
01/31/2000	\$3,712.50	04/27/2000	\$3,712.50
07/31/2000	\$3,712.50	11/02/2000	\$3,712.50
02/05/2001	\$3,712.50	05/09/2001	\$3,712.50
08/09/2001	\$3,712.50	11/12/2001	\$3,712.50
02/15/2002	\$3,712.50	05/21/2002	\$3,712.50
07/22/2002	\$3,712.50	08/22/2002	\$3,712.50
11/29/2002	\$2,262.23	11/29/2002	\$3,712.50
03/07/2003	\$2,812.50	03/07/2003	\$3,712.50
05/27/2003	\$3,712.50	05/27/2003	\$2,812.50

111.

Upon information and belief, Terry Manufacturing made the following payments to Rudolph

Washington and Gail Washington:

07/27/1999	\$4,000.00	10/29/1999	\$4,000.00
01/31/2000	\$4,000.00	04/27/2000	\$4,000.00
07/31/2000	\$4,000.00	11/02/2000	\$4,000.00
02/05/2001	\$4,000.00	05/09/2001	\$4,000.00
08/09/2001	\$4,000.00	10/04/2001	\$60,500.00
11/12/2001	\$4,000.00	01/11/2002	\$30,000.00
02/15/2002	\$2,852.17	05/21/2002	\$2,800.00
08/22/2002	\$2,800.00	11/29/2002	\$2,800.00
12/06/2002	\$30,000.00	01/07/2003	\$45,000.00
03/07/2003	\$2,800.00		

112.

Upon information and belief, Terry Manufacturing made the following payments to Charles

A. West:

07/27/1999	\$1,125.00	10/29/1999	\$1,125.00
01/31/2000	\$1,125.00	04/27/2000	\$1,125.00
07/31/2000	\$1,125.00	08/01/2000	\$1,125.00
11/02/2000	\$1,125.00	02/06/2001	\$1,125.00

113.

Upon information and belief, Terry Manufacturing made the following payments to Leonard

R. Wilkens:

07/27/1999	\$500.00	10/29/1999	\$500.00
01/31/2000	\$500.00	04/27/2000	\$500.00
07/31/2000	\$500.00	02/05/2001	\$500.00
05/09/2001	\$500.00	08/09/2001	\$500.00
11/02/2001	\$500.00	11/12/2001	\$500.00
02/15/2002	\$500.00	05/21/2002	\$500.00
08/22/2002	\$500.00	11/29/2002	\$500.00
03/07/2003	\$500.00		

114.

Upon information and belief, Terry Manufacturing made the following payments to Gary

Wilson:

07/27/1999	\$1,125.00	10/29/1999	\$1,125.00
01/31/2000	\$1,125.00	04/27/2000	\$1,125.00
07/31/2000	\$1,125.00	11/02/2000	\$1,125.00
02/05/2001	\$1,125.00	05/09/2001	\$1,125.00
08/09/2001	\$1,125.00	11/12/2001	\$1,125.00
02/15/2002	\$1,125.00	05/21/2002	\$1,125.00
08/22/2002	\$1,125.00	11/27/2002	\$1,125.00
03/07/2003	\$1,125.00	06/18/2003	\$1,125.00

115.

Upon information and belief, Terry Manufacturing made the following payments to Edward

Jones, for the benefit of the IRA of Lonell Wright:

07/27/1999	\$ 1,125.00	10/29/1999	\$ 1,125.00
01/31/2000	\$ 1,125.00	07/31/2000	\$ 1,125.00
11/02/2000	\$ 1,125.00	05/09/2001	\$ 1,125.00
08/09/2001	\$ 1,125.00	11/12/2001	\$ 1,125.00
02/15/2002	\$ 1,125.00	05/21/2002	\$ 1,125.00
08/22/2002	\$ 1,125.00	11/29/2002	\$ 1,125.00
03/07/2003	\$ 1,125.00		

116.

At the time of the payments by Terry Manufacturing to the Shareholders, Terry Manufacturing did not have adequate assets to finance the business that had been conducted, or anticipated it would conduct.

At all times, Terry Manufacturing had unreasonably small capital.

117.

At the time of the payments to the Shareholders, Terry Manufacturing was insolvent in that the fair value of its assets was less than the amount of its liabilities.

118.

Terry Manufacturing received no value for its payments to the Shareholders. Upon information and belief, all payments made by Terry Manufacturing to the Shareholders were solely in consideration for their roles as equity holders of Terry Manufacturing.

COUNT ONE

**FOR FRAUDULENT CONVEYANCES PURSUANT
TO THE ALABAMA FRAUDULENT TRANSFER ACT,
ALABAMA CODE 1975, TITLE 8, CHAPTER 9A**

119.

Trustee incorporates by reference paragraphs 1 through 118 above, as if fully set forth herein.

120.

Pursuant to 11 U.S.C. § 544(b), the Trustee enjoys the rights and powers of an unsecured creditor. Included among these is the right to assert any claims, demands or causes of action an unsecured creditor would enjoy under the Bankruptcy Code or state law.

121.

The payments made by Terry Manufacturing to the Shareholders constitute fraudulent transfers within the meaning of the Alabama Fraudulent Transfer Act. Terry Manufacturing received either no value for the transfers or substantially less value than the amount of the payments to the Shareholders. All of the transfers were made at a time when Terry Manufacturing had unreasonably small assets in relation to its business and was unable to pay its debts as they became due. Also, the payments occurred at a time when Terry Manufacturing was insolvent. Finally, because of the Shareholders' status as equity holders of Terry Manufacturing, the payments to the Shareholders were made with actual intent to hinder, delay and defraud Terry Manufacturing's creditors.

122.

Terry Manufacturing either received no value for its payments to the Shareholders, or received value which was not reasonably equivalent to the payments.

123.

The Trustee is entitled to judgment against each of the Shareholders avoiding the payments made by Terry Manufacturing to each of the Shareholders. At this time, the Trustee believes those payments to total \$2,291,123.14, but reserves the right to amend his complaint should discovery reveal payments by Terry Manufacturing to the Shareholders in different amounts.

WHEREFORE, after due proceedings had, the Trustee respectfully requests that there be judgment in his favor and against the Shareholders in the amount of the payments received by each from Terry Manufacturing, together with interest, attorney's fees and such other relief as may be just and appropriate.

COUNT TWO

**AVOIDANCE OF FRAUDULENT CONVEYANCE
PURSUANT TO 11 U.S.C. § 548**

124.

The Trustee incorporates by reference paragraphs 1 through 123 above, as if fully set forth herein.

125.

The payments by Terry Manufacturing to the Shareholders constitute fraudulent transfers and obligations within the meaning of 11 U.S.C. § 548. Terry Manufacturing did not receive reasonably equivalent value in exchange for the payments, and the payments were made at a time when Terry

Manufacturing had unreasonably small capital within the meaning of 11 U.S.C. § 548(a)(B)(ii). All or certain of the payments occurred at a time when Terry Manufacturing was insolvent. Finally, because of the Shareholders' status as equity holders of Terry Manufacturing, the payments to the Shareholders were made with actual intent to hinder, delay and defraud Terry Manufacturing's creditors.

WHEREFORE, after due proceedings had, the Trustee respectfully requests that there be judgment in his favor and against the Shareholders in the amount of the payments received by each from Terry Manufacturing, together with interest, attorney's fees and such other relief as may be just and appropriate.

COUNT THREE

AVOIDANCE OF PREFERENCES PURSUANT TO 11 U.S.C. § 547

126.

The Trustee incorporates by reference paragraphs 1 through 125 above, as if fully set forth herein.

127.

To the extent Terry Manufacturing received any value for the payments to the Shareholders (which is specifically denied by the Trustee) the payments made during the one year prior to the filing of Terry Manufacturing's Chapter 11 petition are still avoidable as preferences. The payments were made at a time when Terry Manufacturing was insolvent, and allowed the Shareholders to receive substantially more property than each would have received in a case under Chapter 7 and if the payments had not been made.

128.

All of the payments made within one year of the filing of the petition are avoidable as preferences. Each of the Shareholders should be considered an insider within the meaning of 11 U.S.C. § 101(31) because, upon information and belief, each, in his/her/its role as a shareholder, was capable of exerting control over Terry Manufacturing.

WHEREFORE, after due proceedings had, J. Lester Alexander, III, the duly acting and appointed Trustee of Terry Manufacturing and Terry Uniform respectfully requests that there be judgment in his favor and against the Shareholders, Clifton Albright; John Bernard III; Archibald Brown, Jr.; George Bernard Brown; Linda Brown; Fred A. Calloway and Eugenia J. Calloway; Elijah Carter and Janet Carter Irrevocable Trust; Cleveland Avenue OB-GYN, P.C.; Benjamin L. Coleman; George I. Crawford and Delores H. Crawford; Lemuel Daniels as Trustee for Quintin Daniels; Yvonne Davis-Robinson; Robert Lee Dunham; ADP Brokerage Services Group, Successor-in-Interest for U.S. Clearing, Custodian for the IRA of Charles T. Duvall; Wedbush Morgan Securities, Inc., Custodian for the IRA of Charles T. Duvall, ADP Brokerage Services Group, Successor-in-Interest for U.S. Clearing, Custodian for the IRA of Edith M. Duvall; ECD Investments, LLC; Greater Omentum, Inc.; Robert A.L. Harms, The Robert A.L. Harms Revocable Trust; Roy Harris and Rita Bernard-Harris; William Holder; Samuel L. Jackson; Glenn E. Johnson; Joseph K. Johnson; Brian Jordan and Pamela Jordan; Lorenzo L. Kirkland; Tyrone Cecil Malloy; Paul T. Marshall and Dolly A. Marshall; Russell J. Maryland; Roosevelt McCorvey, M.D.; Kenneth H. McCoy; Sedrick McIntyre and Jeraldean P. McIntyre; Harold Warren Moon; Rita McSweeney O'Brien; Pauline Ormsby; James L. Patrick and Pamela J. Patrick; Walter H. Rasby, III; Calvin Sanders, Jr. and Kimberly M. Sanders; Willard Smith, II; John Does 1-99 As Successors-in-

Interest to Southern Entrepreneurs, Inc.; Horace Stevenson; Stanford C. Stoddard; SunTrust Bank; Swanson Funeral Home; Kimberly Swanson-Thomas; Linda E. Swanson; O'Neil Swanson; The Estate of Derrick Thomas; Henry J. Thomas and Yvonne Thomas; Rudolph Washington and Gail Washington; Charles A. West; Leonard R. Wilkens; Gary E. Wilson; and Edward Jones, Custodian for the IRA of Lonell Wright, in the amounts received by each from Terry Manufacturing as detailed above or such other amount as discovery may reveal to be paid by Terry Manufacturing to the Shareholders,


together with attorneys fees, interest, costs and such other relief as to which he may be entitled.

Respectfully submitted this 29th day of June, 2005.

Respectfully submitted,

By: /s/ Brent B. Barriere
Brent B. Barriere, T.A. (La. Bar No. 2818)
David L. Patrón (La. Bar No. 22566)
Katherine M. Determan (La. Bar No. 25381)
Catherine E. Lasky (La. Bar No. 28652)
PHELPS DUNBAR LLP
One Canal Place
365 Canal Street • Suite 2000
New Orleans, Louisiana 70130-6534
Telephone: (504) 566-1311
Facsimile: (504) 568-9130

**ATTORNEYS FOR J. LESTER ALEXANDER, III,
TRUSTEE**

B 104 (Rev. 2/92)		ADVERSARY PROCEEDING COVER SHEET (Instructions on Reverse)		ADVERSARY PROCEEDING NUMBER (Court Use Only)	
PLAINTIFFS J. Lester Alexander, III, Trustee of Terry Manufacturing Company, Inc. and Terry Uniform Company, LLC			DEFENDANTS Clifton Albright, et al (see attached)		
ATTORNEYS (Firm Name, Address, and Telephone No.) Brent B. Barriere, Phelps Dunbar, LLP 365 Canal Street, Suite 2000 New Orleans, Louisiana 70130 - Telephone: (504)584-9210			ATTORNEYS (if Known)		
PARTY (Check one box only)		<input checked="" type="checkbox"/> 1 U.S. PLAINTIFF	<input type="checkbox"/> 2 U.S. DEFENDANT	<input type="checkbox"/> 3 U.S. NOT A PARTY	
CAUSE OF ACTION (WRITE A BRIEF STATEMENT OF CAUSE OF ACTION, INCLUDING ALL U.S. STATUTES INVOLVED) This Complaint seeks recovery of approximately \$2,324,123.14 paid by Terry Manufacturing in the form of dividends to shareholders of Terry Manufacturing during the period commencing on or about July 7, 1999 and ending July 7, 2003. The Trustee seeks recovery of funds pursuant to the Alabama Fraudulent Transfer Act, Alabama Code 1975, Title 8, Chapter 9A; 11 U.S.C. Section 548; and 11 U.S.C. Section 547, together with attorney's fees, interest, costs and such other relief to which he may be entitled.					
NATURE OF SUIT (Check the one most appropriate box only.)					
<input checked="" type="checkbox"/> 454 To Recover Money or Property	<input type="checkbox"/> 455 To revoke an order of confirmation of a Chap. 11, Chap. 12, or Chap. 13 Plan	<input type="checkbox"/> 456 To obtain a declaratory judgment relating to any of foregoing causes of action			
<input type="checkbox"/> 435 To Determine Validity, Priority, or Extent of a Lien or Other Interest in Property	<input type="checkbox"/> 426 To determine the dischargeability of a debt 11 U.S.C. §523	<input type="checkbox"/> 459 To determine a claim or cause of action removed to a bankruptcy court			
<input type="checkbox"/> 457 To obtain approval for the sale of both the interest of the estate and of a co-owner in property	<input type="checkbox"/> 434 To obtain an injunction or other equitable relief	<input type="checkbox"/> 498 Other (specify)			
<input type="checkbox"/> 424 To object or to revoke a discharge 11 U.S.C. §727	<input type="checkbox"/> 458 To subordinate any allowed claim or interest except where such subordination is provided in a plan				
ORIGIN OF PROCEEDINGS (Check one box only.)	<input checked="" type="checkbox"/> 1 Original Proceeding	<input type="checkbox"/> 2 Removed Proceeding	<input type="checkbox"/> 4 Reinstated or Reopened	<input type="checkbox"/> 5 Transferred from Another Bankruptcy Court	<input type="checkbox"/> CHECK IF THIS IS A CLASS ACTION UNDER F.R.C.P. 23
DEMAND	NEAREST THOUSAND \$ 2,291	OTHER RELIEF SOUGHT			<input type="checkbox"/> JURY DEMAND
BANKRUPTCY CASE IN WHICH THIS ADVERSARY PROCEEDING ARISES					
NAME OF DEBTOR Terry Manufacturing Company, Inc.			BANKRUPTCY CASE NO. 03-32063-WRS		
DISTRICT IN WHICH CASE IS PENDING Middle District of Alabama		DIVISIONAL OFFICE		NAME OF JUDGE Honorable William R. Sawyer	
RELATED ADVERSARY PROCEEDING (IF ANY)					
PLAINTIFF		DEFENDANT		ADVERSARY PROCEEDING NO.	
DISTRICT		DIVISIONAL OFFICE		NAME OF JUDGE	
FILING FEE (Check one box only.)		<input checked="" type="checkbox"/> FEE ATTACHED	<input type="checkbox"/> FEE NOT REQUIRED	<input type="checkbox"/> FEE IS DEFERRED	
DATE 6/29/05		PRINT NAME Brent B. Barriere		SIGNATURE OF ATTORNEY (OR PLAINTIFF) 	

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE MIDDLE DISTRICT OF ALABAMA**

IN RE:)
)
TERRY MANUFACTURING) CASE NO. 03-32063-WRS
COMPANY, INC.)
) CHAPTER 7
Debtor)
)

IN RE:)
) CASE NO. 03-32213-WRS
TERRY UNIFORM)
COMPANY, LLC,) CHAPTER 7
)
Debtor.)

J. LESTER ALEXANDER, III,)
TRUSTEE OF)
TERRY MANUFACTURING)
COMPANY, INC. AND) ADVERSARY PROCEEDING
TERRY UNIFORM COMPANY, LLC)
) NO. 05-_____
Plaintiff)

VERSUS)
)

CLIFTON ALBRIGHT; JOHN)
BERNARD III; ARCHIBALD W.)
BROWN, JR.; GEORGE BERNARD)
BROWN; LINDA BROWN; FRED A.)
CALLOWAY AND EUGENIA J.)
CALLOWAY; ELIJAH CARTER AND)
JANET CARTER IRREVOCABLE)
TRUST; CLEVELAND AVENUE)
OB-GYN, P. C.; BENJAMIN L.)
COLEMAN; GEORGE I. CRAWFORD)
AND DELORES H. CRAWFORD;)
LEMUEL DANIELS AS TRUSTEE FOR))
QUINTIN DANIELS; YVONNE)
DAVIS-ROBINSON; ROBERT LEE)
DUNHAM; ADP BROKERAGE)

SERVICES GROUP, SUCCESSOR-IN-)
INTEREST FOR U.S. CLEARING,)
CUSTODIAN FOR THE IRA OF)
CHARLES T. DUVALL; WEDBUSH)
MORGAN SECURITIES, INC.,)
CUSTODIAN FOR THE IRA OF)
CHARLES T. DUVALL; ADP)
BROKERAGE SERVICES GROUP,)
SUCCESSOR-IN-INTEREST FOR U.S.)
CLEARING, CUSTODIAN FOR THE)
IRA OF EDITH M. DUVALL; ECD)
INVESTMENTS, LLC.; GREATER)
OMENTUM, INC.; ROBERT A.L.)
HARMS; THE ROBERT A.L. HARMS)
REVOCABLE TRUST; ROY)
HARRIS AND RITA BERNARD-)
HARRIS; WILLIAM HOLDER;)
SAMUEL L. JACKSON; GLENN E.)
JOHNSON; JOSEPH K. JOHNSON;)
BRIAN JORDAN AND PAMELA)
JORDAN; LORENZO L. KIRKLAND;)
TYRONE CECIL MALLOY; PAUL T.)
MARSHALL AND DOLLY A.)
MARSHALL; RUSSELL J.)
MARYLAND; ROOSEVELT)
McCORVEY, M.D.; KENNETH H.)
McCOY; SEDRICK McINTYRE AND)
JERALDEAN P. McINTYRE;)
HAROLD WARREN MOON;)
RITA McSWEENEY O'BRIEN;)
PAULINE ORMSBY; JAMES L.)
PATRICK AND PAMELA J. PATRICK;)
WALTER H. RASBY, III; CALVIN)
SANDERS, JR. AND KIMBERLY M.)
SANDERS; WILLARD SMITH, II;)
JOHN DOES 1-99 AS SUCCESSORS-)
IN-INTEREST TO SOUTHERN)
ENTREPRENEURS, INC.; HORACE)
STEVENSON; STANFORD C.)
STODDARD; SUNTRUST BANK;)
SWANSON FUNERAL HOME;)
KIMBERLY SWANSON-THOMAS;)
LINDA E. SWANSON; O'NEIL)

SWANSON; THE ESTATE OF)
DERRICK THOMAS; HENRY J.)
THOMAS AND YVONNE THOMAS;)
RUDOLPH WASHINGTON AND GAIL)
WASHINGTON; CHARLES A. WEST;)
LEONARD R. WILKENS; GARY E.)
WILSON; EDWARD JONES,)
CUSTODIAN FOR THE IRA OF)
LONELL WRIGHT)
Defendants)

CERTIFICATE OF SERVICE

I, Brent B. Barriere, certify that I am, and at all times during the
(name)

service of process was, not less than 18 years of age and not a party to the matter concerning which service of process was made. I further certify that the service of this summons and a copy of the complaint was made

_____ by:
(date)

NOTE: If more space is needed, note "See Attached Page" in the appropriate box and add additional addresses to 3rd page of form.

Mail Service: Regular, first class United States mail, postage fully pre-paid, addressed to:

Personal Service: By leaving the process with defendant or with an officer or agent of defendant at:

Residence Service: By leaving the process with the following adult at:

Certified Mail Service on an Insured Depository Institution: By sending the process by certified mail addressed to the following officer of the defendant at:

Publication: The defendant was served as follows: [Describe briefly]

State Law: The defendant was served pursuant to the laws of the State of Alabama,
as follows: [Describe briefly] (name of state)

Under penalty of perjury, I declare that the foregoing is true and correct.

Date

Signature

Print Name:
BRENT B. BARRIERE

Business Address:
365 Canal Street
Suite 2000
One Canal Place
New Orleans, LA 70130

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE MIDDLE DISTRICT OF ALABAMA**

IN RE:)
)
TERRY MANUFACTURING) CASE NO. 03-32063-WRS
COMPANY, INC.)
) CHAPTER 7
Debtor)
)

IN RE:)
) CASE NO. 03-32213-WRS
TERRY UNIFORM)
COMPANY, LLC,) CHAPTER 7
)
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TRUSTEE OF)
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COMPANY, INC. AND) ADVERSARY PROCEEDING
TERRY UNIFORM COMPANY, LLC)
) NO. 05-_____
Plaintiff)
)

VERSUS)
)

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BERNARD III; ARCHIBALD W.)
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BROWN; LINDA BROWN; FRED A.)
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Defendants)