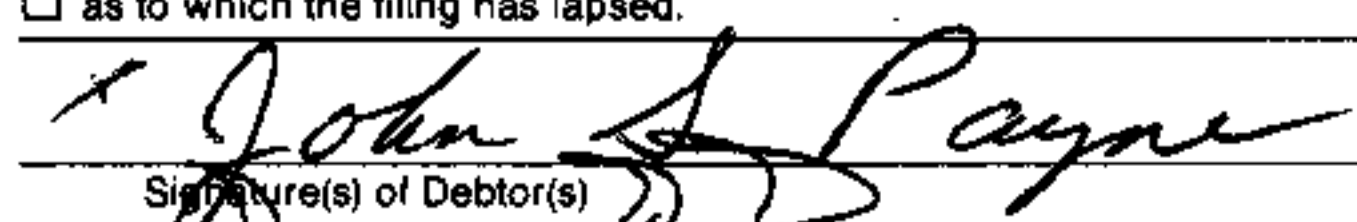
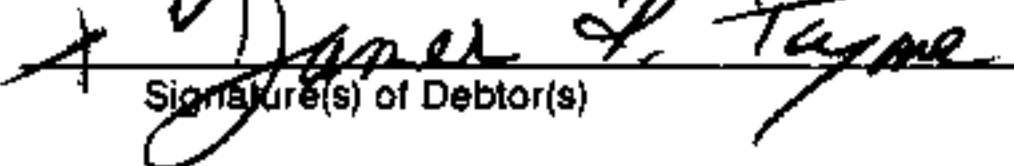
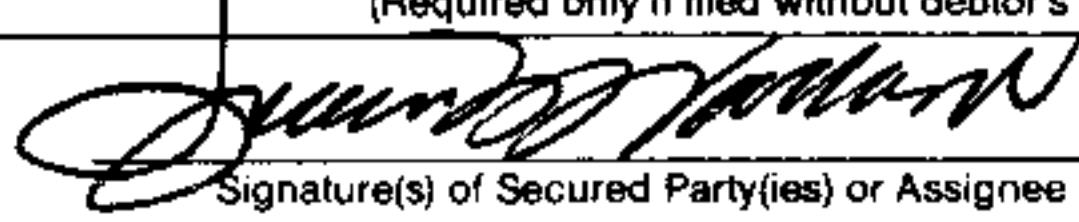


STATE OF ALABAMA — UNIFORM COMMERCIAL CODE — FINANCING STATEMENT  
FORM UCC-1 ALA.

Important: Read Instructions on Back Before Filling out Form.

<input type="checkbox"/> The Debtor is a transmitting utility as defined in ALA CODE 7-9-105(n).		No. of Additional Sheets Presented:	This FINANCING STATEMENT is presented to a Filing Officer for filing pursuant to the Uniform Commercial Code.
1. Return copy or recorded original to:  Railroad Federal Credit Union P. O. Box 100185 1808 2nd Ave., So. Irondale, AL 35210  Pre-paid Acct. # _____		THIS SPACE FOR USE OF FILING OFFICER Date, Time, Number & Filing Office  <div style="text-align: center; border: 1px solid black; padding: 5px; margin: 10px auto; width: 150px;">Inst # 1995-11707 05/05/1995-11707 09:18 AM CERTIFIED SHELBY COUNTY JUDGE OF PROBATE 001 MCD 16.00</div>	
2. Name and Address of Debtor (Last Name First if a Person)  John S. Payne James R. Payne 285 Duck Cove Dr. Shelby, AL 35143  Social Security/Tax ID # _____		4. ASSIGNEE OF SECURED PARTY (IF ANY) (Last Name First if a Person)	
2A. Name and Address of Debtor (IF ANY) (Last Name First if a Person)  Social Security/Tax ID # _____			
<input type="checkbox"/> Additional debtors on attached UCC-E			
3. SECURED PARTY (Last Name First if a Person)  Railroad Federal Credit Union P.O. Box 100185 1808 2nd Ave., So. Irondale, AL 35210 Social Security/Tax ID # _____  <input type="checkbox"/> Additional secured parties on attached UCC-E		5A. Enter Code(s) From Back of Form That Best Describes The Collateral Covered By This Filing:  _____ _____ _____ _____ _____ _____ _____ _____ _____ _____	
5. The Financing Statement Covers the Following Types (or items) of Property:  1988 Ski Centurion 20' Boat, Inboard 351 V8, Ser# F1NY0034L788  Check X if covered: <input type="checkbox"/> Products of Collateral are also covered.			
6. This statement is filed without the debtor's signature to perfect a security interest in collateral (check X, if so) <input type="checkbox"/> already subject to a security interest in another jurisdiction when it was brought into this state. <input type="checkbox"/> already subject to a security interest in another jurisdiction when debtor's location changed to this state. <input type="checkbox"/> which is proceeds of the original collateral described above in which a security interest is perfected. <input type="checkbox"/> acquired after a change of name, identity or corporate structure of debtor <input type="checkbox"/> as to which the filing has lapsed.		7. Complete only when filing with the Judge of Probate: The initial indebtedness secured by this financing statement is \$ <u>6,500.00</u> Mortgage tax due (15¢ per \$100.00 or fraction thereof) \$ <u>-0- Fed. CU</u>  8. <input type="checkbox"/> This financing statement covers timber to be cut, crops, or fixtures and is to be cross indexed in the real estate mortgage records (Describe real estate and if debtor does not have an interest of record, give name of record owner in Box 5)	
Signature(s) of Debtor(s)  _____ Signature(s) of Debtor(s)  _____ Type Name of Individual or Business		Signature(s) of Secured Party(ies) (Required only if filed without debtor's Signature — see Box 6)  _____ Railroad Federal Credit Union Signature(s) of Secured Party(ies) or Assignee _____ Type Name of Individual or Business	
(1) FILING OFFICER COPY — ALPHABETICAL (2) FILING OFFICER COPY — NUMERICAL		(3) FILING OFFICER COPY — ACKNOWLEDGEMENT (4) FILE COPY — SECOND PARTY(S) (5) FILE COPY DEBTOR(S)	
STANDARD FORM — UNIFORM COMMERCIAL CODE — FORM UCC-1 Approved by The Secretary of State of Alabama			