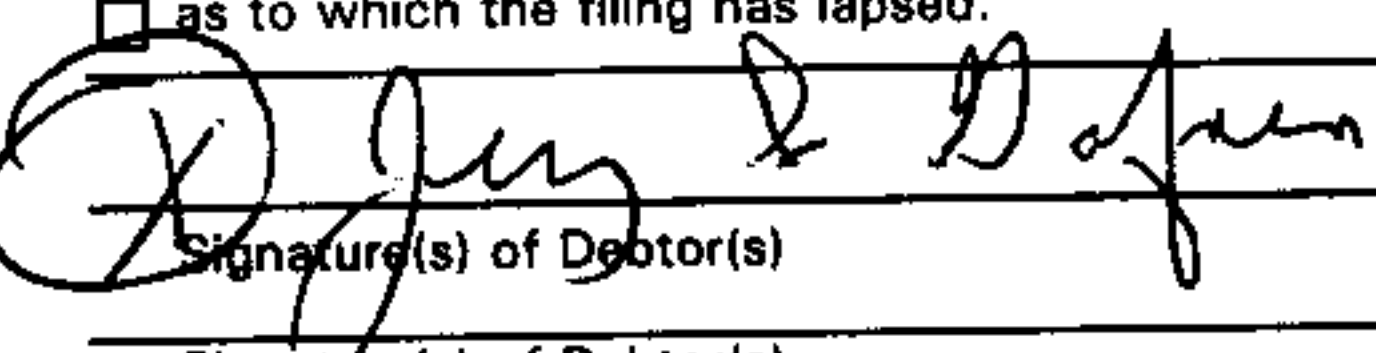


5056371

**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 0	This FINANCING STATEMENT is presented to a Filing Officer for filing pursuant to the Uniform Commercial Code.
1. Return copy or recorded original to: Compass Bank P.O. Box 10566 Birmingham, Al. 35296 Pre-paid Acct. # _____		<div style="writing-mode: vertical-rl; transform: rotate(180deg);">Inst # 2000-29348</div> <div style="writing-mode: vertical-rl; transform: rotate(180deg);">08/28/2000-29348 10:27 AM CERTIFIED SHELBY COUNTY JUDGE OF PROBATE 35.40 001 CJ1</div>
2. Name and Address of Debtor (Last Name First if a Person) GAFNEA, JERRY S 101 WARWICK CIRCLE ALABASTER, AL 35007 Social Security/Tax ID # _____		
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) COMPASS BANK P.O. Box 10566 Birmingham, Al. 35296 Social Security/Tax ID # _____		4. ASSIGNEE OF SECURED PARTY (IF ANY) (Last Name First if a Person)
<input type="checkbox"/> Additional secured parties on attached UCC-E		
5. The Financing Statement Covers the Following Types (or items) of Property: 1997 VOYAGER SUPER 24' CRUISE PONTOON BOAT VIN VOH12855D797, 120 HP FORCE OUTBOARD MOTOR WITH TRIM (ENGINE SERIAL #OE275829), AND 1996 LAKE RAIDER BOAT TRAILER (VIN #46KBP2827TC000036), INCLUDING ALL ACCESORIES PARTS OR EQUIPMENT NOW OR HEREAFTER AFFIEXED THERETO.		
5A. Enter Code(s) From Back of Form That Best Describes The Collateral Covered By This Filing: <div style="text-align: right;">700</div>		
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 \$ 13581.40 Mortgage tax due (\$.15 or \$100.00 or fraction thereof) \$ 31.40
8. <input type="checkbox"/> This financing statement covers timber to be cut, crops, or fixture 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) _____ Signature(s) of Secured Party(ies) or Assignee _____ Signature(s) of Secured Party(ies) or Assignee _____ Type Name of Individual or Business

11) FILING OFFICER COPY -- ALPHABETICAL 13) FILING OFFICER COPY -- ACKNOWLEDGEMENT
12) FILING OFFICER COPY -- NUMERICAL 14) FILE COPY -- SECOND PARTY(S)
Form No. 77/32-1059 (Rev. 12/93)

STANDARD FORM -- UNIFORM COMMERCIAL CODE - FORM UCC-1
Approved by The Secretary of State of Alabama
(JetForm - A321059A) AL