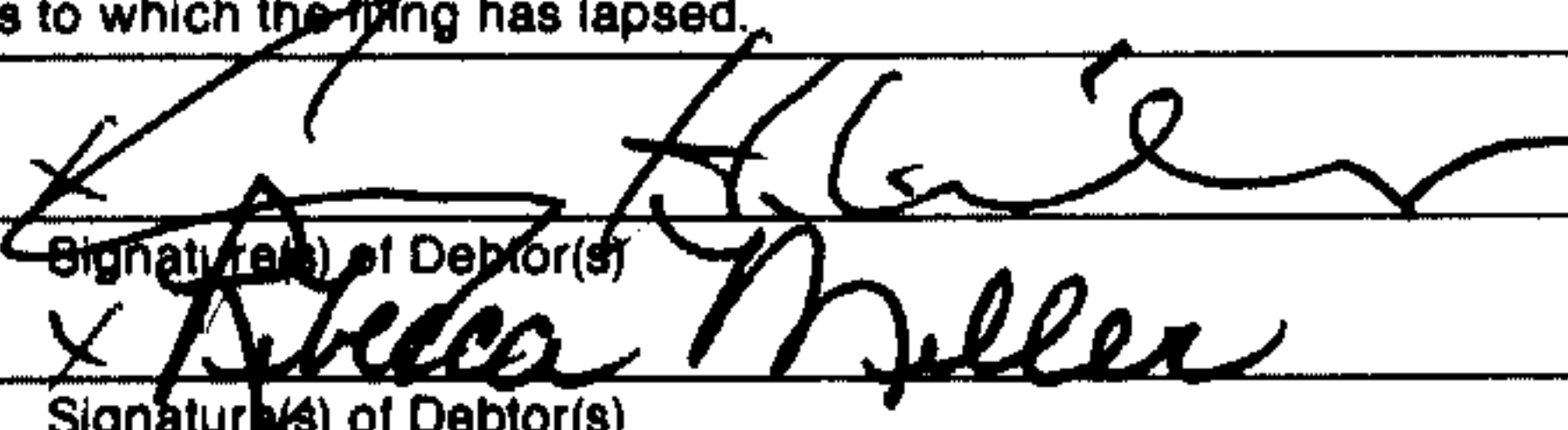
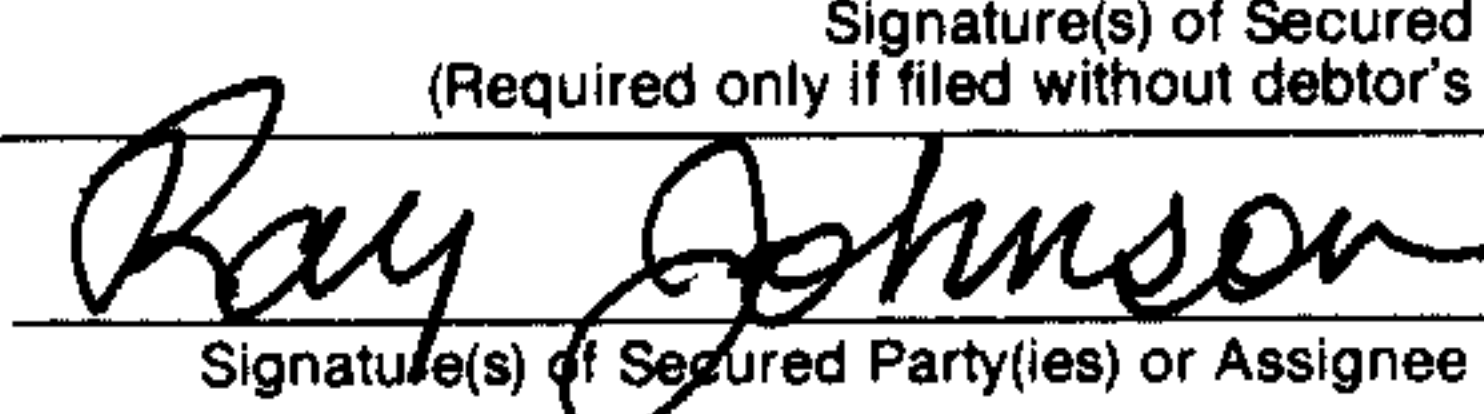


**STATE OF ALABAMA — UNIFORM COMMERCIAL CODE — FINANCING STATEMENT
FORM UCC-1 ALA.****Important: Read Instructions on Back Before Filling out Form.**

<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: RACETRAC PETROLEUM, INC P O BOX 380308 BIRMINGHAM AL 35242 Pre-paid Acct. # _____		THIS SPACE FOR USE OF FILING OFFICER Date, Time, Number & Filing Office <div style="text-align: center; font-size: 1.2em; font-weight: bold; transform: rotate(-90deg);">Inst # 1993-23523</div> <div style="text-align: center; font-size: 1.2em; font-weight: bold; transform: rotate(-90deg);">08/09/1993-23523 04:02 PM CERTIFIED SHELBY COUNTY JUDGE OF PROBATE 001 MCD 61.00</div>																	
2. Name and Address of Debtor (Last Name First if a Person) Craig Miller 2541 Old Oak Lane Birmingham AL 35243 Social Security/Tax ID # _____																			
2A. Name and Address of Debtor (IF ANY) (Last Name First if a Person) Rebecca Miller 2541 Old Oak Lane Birmingham AL 35243 Social Security/Tax ID # _____																			
3. SECURED PARTY (Last Name First if a Person) RACETRAC PETROLEUM, INC P O BOX 380308 BIRMINGHAM AL 35242 Social Security/Tax ID # _____																			
<input type="checkbox"/> Additional debtors on attached UCC-E		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: All inventory, equipment, fixtures, accounts and general intangibles now or hereafter acquired by the debtor. Located at: <div style="text-align: center; margin-top: 20px;">RACEWAY 824 Highway 25 East Montevallo AL 35115</div>																			
5A. Enter Code(s) From Back of Form That Best Describes The Collateral Covered By This Filing: <table style="width: 100%; border: none;"><tr><td style="border: none;">_____</td><td style="border: none;">_____</td></tr><tr><td style="border: none;">_____</td><td style="border: none;">_____</td></tr><tr><td style="border: none;">_____</td><td style="border: none;">_____</td></tr><tr><td style="border: none;">_____</td><td style="border: none;">_____</td></tr><tr><td style="border: none;">_____</td><td style="border: none;">_____</td></tr><tr><td style="border: none;">_____</td><td style="border: none;">_____</td></tr><tr><td style="border: none;">_____</td><td style="border: none;">_____</td></tr><tr><td style="border: none;">_____</td><td style="border: none;">_____</td></tr></table>				_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
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Check X if covered: <input type="checkbox"/> Products of Collateral are also covered.		7. Complete only when filing with the Judge of Probate: The initial indebtedness secured by this financing statement is \$ <u>30,000</u> Mortgage tax due (15¢ per \$100.00 or fraction thereof) \$ _____																	
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.		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)		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 Ray Johnson--Vice President Type Name of Individual or Business																	
Type Name of Individual or Business		Type Name of Individual or Business																	