

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

Important: Read Instructions on Back Before Filing out Form.

<input type="checkbox"/> The Debtor is a transmitting utility as defined in ALA CODE 7-8-105(n).	No. of Additional Sheets Presented: 2	This FINANCING STATEMENT is presented to a Filing Officer for filing pursuant to the Uniform Commercial Code.
1. Return copy or recorded original to: Beth O'Neill Roy Lange, Simpson, Robinson & Somerville 1700 First Alabama Bank Bldg. Birmingham, Alabama 35203		<div style="writing-mode: vertical-rl; transform: rotate(180deg);"> Inst # 1996-01656 01/17/1996-01656 01:13 PM CERTIFIED SHELBY COUNTY JUDGE OF PROBATE 003 MCO 17.00 </div>
2. Name and Address of Debtor (Last Name First if a Person) Gunter Oil Company, Inc. 110 12th Street North Birmingham, Alabama 35203		
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) First Alabama Bank P.O. Box 10247 Birmingham, Alabama 35202		4. ASSIGNEE OF SECURED PARTY (IF ANY) (Last Name First if a Person) Filed with: Jefferson County Judge of Probate
<input type="checkbox"/> Additional secured parties on attached UCC-E		

5. The Financing Statement Covers the Following Types (or items) of Property: See Exhibit "A" attached hereto and made a part hereof. Check X if covered: <input checked="" type="checkbox"/> Products of Collateral are also covered.	5A. Enter Code(s) From Back of Form That Best Describes The Collateral Covered By This Filing: <table style="width:100%; text-align: center;"> <tr><td>000</td><td>000</td></tr> <tr><td>200</td><td>303</td></tr> <tr><td>300</td><td>302</td></tr> <tr><td>500</td><td>---</td></tr> <tr><td>800</td><td>---</td></tr> </table>	000	000	200	303	300	302	500	---	800	---
000	000										
200	303										
300	302										
500	---										
800	---										
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 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>1,170,000.00</u> Mortgage filed of even date herewith Mortgage tax due (15¢ per \$100.00 or fraction thereof) \$ <u>-0-</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)										

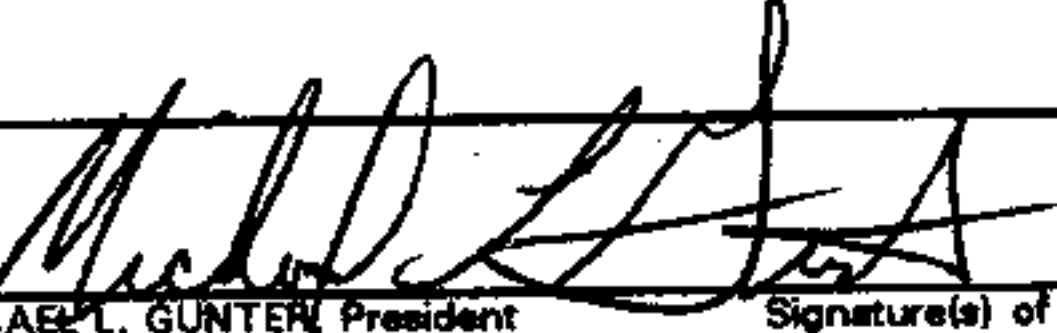
Signature(s) of Secured Party(ies) (Required only if filed without debtor's Signature -- see Box 6)	
By:  MICHAEL L. GUNTER, President	Signature(s) of Secured Party(ies) or Assignee
Signature(s) of Debtor(s) GUNTER OIL COMPANY, INC.	Signature(s) of Secured Party(ies) or Assignee
Type Name of Individual or Business	Type Name of Individual or Business

EXHIBIT "A"

(i) All personal property, furniture, fixtures and equipment now or hereafter acquired and affixed to or located on the Property (described below), including, but not limited to the fixtures and equipment set forth on Exhibit A-1 attached hereto, which, to the fullest extent permitted by law, shall be deemed fixtures and a part of the Property, (ii) all articles of personal property now or hereafter acquired by Debtor and used or usable in connection with the Property, and all materials delivered to the Property for use in any construction being conducted thereon, and owned by Mortgagor, (iii) all assignments of leases and rents, and (iv) all proceeds, products, replacements, additions, substitutions, renewals and accessions of any of the foregoing.

PROPERTY

Commence at the Northwest corner of the Southwest $\frac{1}{4}$ of Section 23, Township 21, South, Range 3 West, Shelby County, Alabama and run Easterly along the North line of said Quarter section a distance of 878.68 feet to the point of beginning of the tract of land herein described; thence continue Easterly along said quarter line for 609.75 feet to a point on the Westerly right of way line of Alabama Highway #119; thence turn 72 degrees 52 minutes 10 seconds right to the tangent of a curve to the left, said curve having a radius of 2,904.79 feet, and run Southeasterly along said curve and said right of way line for 520.11 feet to a point; thence turn 45 degrees 38 minutes 58 seconds right from the tangent to said curve at said point and run Southwesterly 99.69 feet to a point on the Northerly right of way line of Shelby County Highway #80; thence turn 62 degrees 29 minutes 18 seconds right to the tangent of a curve to the right, said curve having a radius of 1,869.86 feet, and run Westerly along said curve and said right of way line for 199.84 feet to the point of a tangent to said curve; thence run Westerly along said tangent to said curve for 510.07 feet; thence turn 87 degrees 22 minutes 28 seconds right and run 631.82 feet to the point of beginning.

Mineral and mining right excepted.

EXHIBIT A-1

EQUIPMENT LIST TEXACO FOOD MART HIGHWAY 119

Schlumberger Dispensers:

- Four 6 hose MPDs with Cardscan
- One Micro Max Console
- One Allied Box
- 24 Hoses & Nozzles

Pump and Tank Equipment:

- 2 12,000 Gallon Fibershield Double Wall Tanks
- 1 Petro Vend Site Sentinel with two probes
- 2 Red Jacket Sub Pumps
- 2 Red Jacket Control Boxes
- 2 Vaporless Leak Detectors

Store and Kitchen Equipment:

- 1 Walk in cooler with Styleline Glass Doors and Shelves
(includes condensing unit and air curtain)
- 1 True 2-door freezer
- 28 Ft. Nexel Shelving
- 40 Ft. Gondolas with Shelves and Pegbacks
- 1 Interior Ice Merchandiser
- 1 Manitowoc 1300 lb. Ice Machine
- 1 Masterbuilt Medium Temp Produce Case
- 1 Water Filter System
- 1 E-Z Ice Bagger and Bags
- 1 CCS Safe
- 5 Cup Dispensers
- 1 Manitowoc 400 lb. Ice Maker
- 1 9 ft. Fast Food/Drink Counter with built in cup dispensers,
condiment and lid holder, acrylic trash flaps
- 1 15 ft. Custom Built Sales Counter with wire shelves and bagger
- 1 14 ft. Bresler's Sales Counter with return end
- 1 20 ft. Sneaky Pete Order Wall - Custom Built
- 1 17 ft. Custom Built Back Bar Counter with doors
- 1 12 ft. Custom Built Back Bar counter with doors
- 1 8 ft. Stainless Steel Table for Oven
- 1 6 ft. Office Desk Top with Drawers
- 1 6 ft. Condiment Counter
- 1 Roll Around Ice Pan counter
- 5 Quad Booths
- 1 Interior Mainstreet Menu
- 1 Exterior Mainstreet Menu
- 2 Petro Fryers
- 1 36" Griddle
- 1 4 Well Randle Hot Food Warmers with Drains
- 1 4 Sets of Telescoping Round Covers for Food warmers
- 1 8 ft. Full Stainless Steel Hood with exhaust
- 2 Condiment holders
- 2 Hand Sinks
- 1 Drip Pan for Coffee
- 1 Fry Dump Stand with Heater
- 1 3 Compartment Sink
- 1 Prep Unit
- 1 Equipment Stand
- 1 True 3 door Freezer

- 1 True 2 Door Cooler
- 1 Bakbar Convection Oven
- 1 Nacho Cheese Warmer with pump
- 5 Cup Dispensers
- 1 Computer and printer
- 1 Popcorn Popper

Other Equipment:

- 40 Canopy Lights
- 4 Area Lights with 20' Pole
- 2 Vacuums and Air Pumps
- 1 30' x 115' 8 column Texaco Spec. Canopy
with 2 column tee

Inst # 1996-01656

01/17/1996-01656
01:13 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
003 MCD 17.00