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**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: Regions Bank PO Box 4897 Montgomery, AL 36103 Pre-paid Acct. # _____			THIS SPACE FOR USE OF FILING OFFICER Date, Time, Number & Filing Office <div style="text-align: center;">Inst # 1997-12557 04/23/1997-12557 10:19 AM CERTIFIED SHELBY COUNTY JUDGE OF PROBATE 001 MEL 19.80</div>	
2. Name and Address of Debtor (Last Name First if a Person) RAINEY, JOHN W 61 APPLETREE LN MONTEVALLO, AL 35115-7410 Social Security/Tax ID # _____				
2A. Name and Address of Debtor (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) REGIONS BANK 910 N. MAIN ST MONTEVALLO, AL 35115-0000 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: 1985 VENTURE 15' HULL S/N VNB05381H485 85 HP MERCURY MOTOR S/N 4234853 TRAILER S/N 6416001079 Check X if covered: <input checked="" 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 \$ Shelby Co. 3,200.00 Mortgage tax due (15¢ per \$100.00 or fraction thereof) \$ 4.80 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) <i>John W Rainey</i>			Signature(s) of Secured Party(ies) (Required only if filed without debtor's Signature — see Box 6)	
Signature(s) of Debtor(s)			Signature(s) of Secured Party(ies) or Assignee <i>Ray Jones</i>	
Signature(s) of Debtor(s)			Signature(s) of Secured Party(ies) or Assignee	
Name of Debtor (Individual or Business) JOHN W RAINY			Name of Secured Party (Business) FIRST ALABAMA BANK	

(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

LON-186-RGAL-11/96