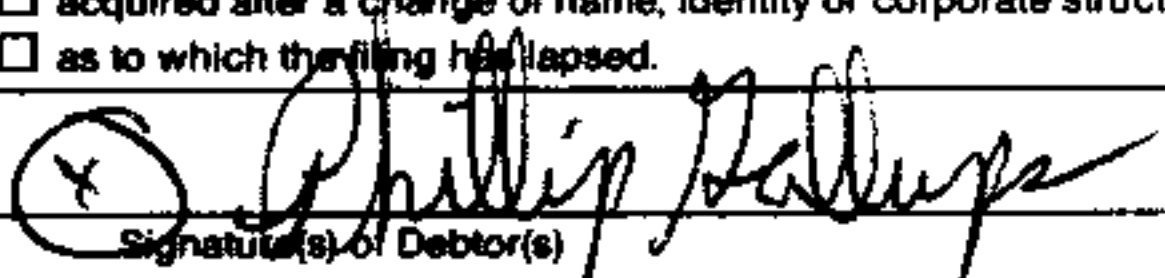



STATE OF ALABAMA — UNIFORM COMMERCIAL CODE — FINANCING STATEMENT
FORM UCC-1 ALA.

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: APCO EMPLOYEES C U 1608 7th AVE NORTH BHAM, AL 35203		THIS SPACE FOR USE OF FILING OFFICER Date, Time, Number & Filing Office	
Pre-paid Acct. # _____		<div style="text-align: center;">Inst # 1997-16100 05/23/1997-16100 09:32 AM CERTIFIED SHELBY COUNTY JUDGE OF PROBATE 001 MCD 15.00</div>	
2. Name and Address of Debtor (Last Name First if a Person) GALLUPS, PHILLIP 1112 HIGHWAY 7 WILSONVILLE, AL 35186			
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) APCO EMPLOYEES C U 1608 7th AVE NORTH BHAM, AL 35203		4. ASSIGNEE OF SECURED PARTY (IF ANY) (Last Name First if a Person)	
Social Security/Tax ID # _____			
<input type="checkbox"/> Additional secured parties on attached UCC-E			
5. The Financing Statement Covers the Following Types (or items) of Property: ONE (1) 1995 SOUTHERN STAR PONTOON BOAT, SER# IFGP3901E595 ONE (1) 1995 SOUTHERN STAR TRAILER, SER# IFJP007H596			
		5A. Enter Code(s) From Back of Form That Best Describes The Collateral Covered By This Filing: 600	
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 \$ 9884.17 Mortgage tax due (15¢ per \$100.00 or fraction thereof) \$ TAX EXEMPT C U	
Signature(s) of Debtor(s)  PHILLIP GALLUPS Type Name of Individual or Business		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)  APCO EMPLOYEES C U Type Name of Individual or Business	