

<input type="checkbox"/> The Debtor is a transmitting utility as defined in ALA CODE 7-9-106(n).	No. of Additional Sheets Presented:	This FINANCING STATEMENT is presented to a Filing Officer for filing pursuant to the Uniform Commercial Code.
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1. Return copy or recorded original to: Green Tree Financial Corp-Alabama PO BOX 380877 BIRMINGHAM, AL 35238	THIS SPACE FOR USE OF FILING OFFICER Date, Time, Number & Filing Officer
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Pre-paid Acct. # _____	(Last Name First if a Person)
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2. Name and Address of Debtor ESTUS, AUDIE RT 2 BOX 341 JASPER, AL 35501	(Last Name First if a Person)
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Social Security/Tax ID# _____	(Last Name First if a Person)
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2A. Name and Address of Debtor (IF ANY)	(Last Name First if a Person)
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Social Security/Tax ID# _____

<input type="checkbox"/> Additional debtors on attached UCC-E	FILED WITH:
3. Name and Address of Secured Party SOUTHERN DREAM HOMES, INC. 2407 HWY 78 WEST JASPER, AL 35501	4. Name and Address of Assignee of Secured Party (IF ANY) Green Tree Financial Corp-Alabama PO BOX 380877 BIRMINGHAM, AL 35238

<input type="checkbox"/> Additional secured parties on attached UCC-E

5. The Financing Statement Covers the Following Types (or items) of Property:

1988 14 X 56 SERIAL# 3258

AND INCLUDING ALL FURNITURE, FIXTURES, APPURTENANCES THEREIN AND THERETO; INCLUDING BUT NOT LIMITED TO THOSE ITEMS SPECIFIED ON THE MANUFACTURER'S INVOICE AND/OR PURCHASE AGREEMENT AND/OR INSTALLMENT CONTRACT OR INSTALLMENT LOAN AGREEMENT. "THIS FINANCING STATEMENT DOES NOT APPLY TO NONPURCHASE MONEY HOUSEHOLD GOODS AS DEFINED AT 16 CFR 444.1(i) OR THE STATE LAW EQUIVALENT STATUTE." THIS FINANCING STATEMENT COVERS A MOBILE HOME WHICH DOES NOT CONSTITUTE INVENTORY AND REMAINS IN EFFECT UNTIL A TERMINATION STATEMENT IS FILED.

6A. Enter Code(s) From Back of Form That Best Describes The Collateral Covered By This Filing:

602
602
603

Check X if covered: Products of Collateral are also covered.

COUNTY: WALKER

6. This statement is filed without the debtor's signature to perfect a security interest in collateral (check X, if so)
 already subject to a security interest in another jurisdiction when it was brought into this state.
 already subject to a security interest in another jurisdiction when debtor's location changed to this state.
 which is proceeds of the original collateral described above in which a security interest is perfected.
 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 \$ 6564.92
 Mortgage tax due (15 per \$100.00 or fraction thereof) \$ _____
 8. 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 6).

Signature(s) of Secured Party(ies)
(Required only if filed without debtor's Signature - see Box 6)

AUDIE ESTUS

SOUTHERN DREAM HOMES, INC.

Signature(s) of Debtor(s)

Signature(s) of Secured Party(ies) or Assignee

Sinda Brown - POA

Signature(s) of Secured Party(ies) or Assignee

Type Name of Individual or Business

Type Name of Individual or Business

(1) FILING OFFICER COPY - ALPHABETICAL (3) FILING OFFICER COPY - ACKNOWLEDGEMENT
(2) FILING OFFICER COPY - NUMERICAL (4) FILE COPY - SECURED PARTY(IES) (5) FILE COPY - DEBTOR(IES)

STANDARD FORM - UNIFORM COMMERCIAL CODE - FORM UCC-1

Inst # 1999-05713

02/10/1999-05713
11:45 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 WMS 25.90

LIMITED POWER OF ATTORNEY

THE UNDERSIGNED HEREBY APPOINT GREEN TREE FINANCIAL CORP - ALABAMA or its affiliate ("Green Tree")
as my/our Attorney-In-Fact to take the following actions as though executed by me/us:

- to apply for a Certificate or Duplicate Certificate of Title or Ownership on my/our behalf covering the collateral described below (the "Collateral"); or
- to execute in my/our behalf as my/our Attorney-in-Fact whatever documents are necessary to effectuate the sale of the Collateral in the event of a default by me/us under my/our Retail Installment Contract and Security Agreement, or Promissory Note and Security Agreement, as applicable (the "Contract") which results in a repossession and sale of the Collateral securing the Contract, subject to the terms of the Contract and applicable state law governing disposition of the Collateral ; or
- retitle the Collateral to correct any errors or to insure the proper perfection of Green Tree's security interest in the Collateral.

This Limited Power of Attorney ("POA") shall not be affected by subsequent disability or incapacity of the principal, or by the lapse of time. This POA shall not be construed as a waiver of my/our rights under the Contract or applicable state law governing the Contract and the sale of Collateral.

FLEETWOOD ENTERPRISES

Manufacturer		
Year	Width / Length	56
1988	14	

Make / Model

AUDIE ESTUS

Type or Print Owner's Name

Audie Costes
Signature

Type or Print Owner's Name

RT 2 BOX 341
JASPER AL 35501

RT 2 BOX 341
JASPER AL 35501

Permanent Mailing Address

Permanent Mailing Address

State of Alabama)

State of _____)

County of WALKER) ss

Subscribed and sworn before me on

this 30 day of JANUARY, 99

Brynn Felpel
NOT PUBLIC

MY COMMISSION EXPIRES: 11/12/02

County of _____) as

Subscribed and sworn before me on

this _____ day of _____, _____.

MY COMMISSION EXPIRES: _____

Inst #	1999-05713	002 WWS	85.90
1:45 AM	02/10/1999	SHERIFF COUNTY JUDGE OF MENTAL	CERTIFIED