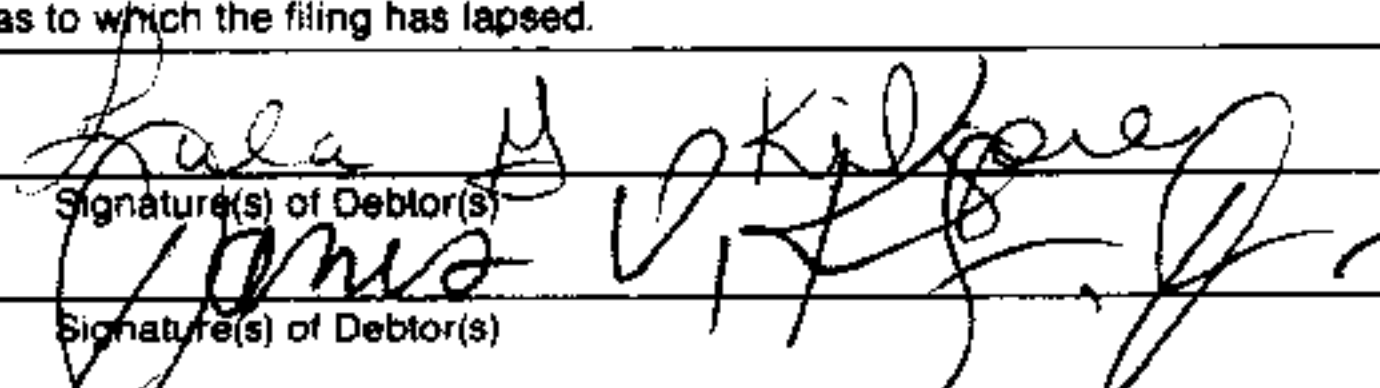
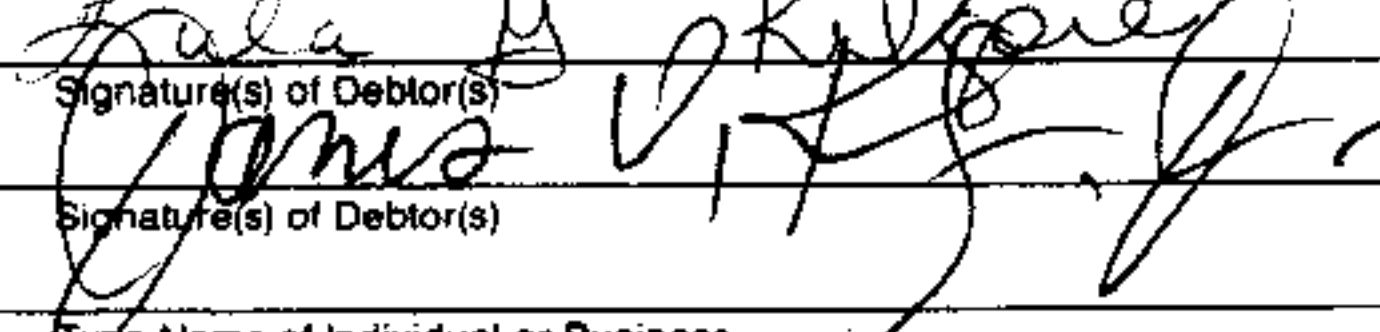


STATE OF ALABAMA — UNIFORM COMMERCIAL CODE — FINANCING STATEMENT FORM UCC-1 ALA.

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: Alabama Power Company 600 North 18th Street Birmingham, Alabama 35291 Attention: _____ Pre-paid Acct. # _____		THIS SPACE FOR USE OF FILING OFFICER Date, Time, Number & Filing Office <div style="text-align: center;"> <p>Inst # 1999-11990</p> <p>03/23/1999-11990</p> <p>08:07 AM CERTIFIED</p> <p>SHELBY COUNTY JUDGE OF PROBATE</p> <p>002 NHS 23.90</p> </div>
2. Name and Address of Debtor (Last Name First if a Person) LULA KILGORE #8 DEER-SPRINGS CIRCLE PELHAM, AL 35124 Social Security/Tax ID # _____		
2A. Name and Address of Debtor (IF ANY) (Last Name First if a Person) JAMES V. KILGORE, JR. #8 DEER-SPRINGS CIRCLE PELHAM, AL 35124 Social Security/Tax ID # _____		
<input type="checkbox"/> Additional debtors on attached UCC-E		
3. SECURED PARTY (Last Name First if a Person) Alabama Power Company 600 North 18th Street Birmingham, Alabama 35291 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: The heat pump(s) and all related materials, parts, accessories and replacements thereto, located on the property described on Schedule A attached hereto. 38XCC036-3 FB4ANK036000		
For value received, Debtor hereby grants a security interest to Secured Party in the foregoing collateral. Record Owner of Property: _____ Cross Index in Real Estate Records		
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 \$ 4,600.00 Mortgage tax due (15¢ per \$100.00 or fraction thereof) \$ _____
8. <input checked="" 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)  Type Name of Individual or Business		Signature(s) of Secured Party(ies) Signature(s) of Secured Party(ies) or Assignee Signature(s) of Secured Party(ies) or Assignee Type Name of Individual or Business

This instrument was prepared by

Courtney Nason & Associates PC
1808 Indian Lake Drive, Ste 100
Birmingham, Alabama 35244

WARRANTY DEED, JOINTLY FOR LIFE WITH REMAINDER TO SURVIVOR

STATE OF ALABAMA
SHELBY COUNTY

KNOW ALL MEN BY THESE PRESENTS,

That in consideration of FIFTY FIVE THOUSAND & NO/100---- (\$55,000.00) DOLLARS to the undersigned grantor or grantors in hand paid by the GRANTEE herein, the receipt whereof is acknowledged, The Estate of Emma Gladys Campbell Probate Case #34-074 (herein referred to as grantor), do grant, bargain, sell and convey unto James V. Kilgore, Jr. and wife, Lola G. Kilgore (herein referred to as GRANTEE), for and during their joint lives and upon the death of either of them, then to the survivor of them in fee simple, together with every contingent remainder and right of reversion, the following described real estate, situated in Shelby County, Alabama, to-wit:

Lot 8, according to the Survey of 3rd Addition to Deer Springs Estates, as recorded in Map Book 4 page 5 in the Probate Office of Shelby County, Alabama; being situated in Shelby County, Alabama. Mineral and mining rights excepted.

Subject to existing easements, current taxes, restrictions, set-back lines and rights of way, if any, of record.

\$44,000.00 of the above-recited purchase price was paid from a mortgage loan closed simultaneously herewith.

GRANTEE'S ADDRESS: 18 Deer Springs Circle Pelham, Alabama 35124

TO HAVE AND TO HOLD to the said GRANTEE for and during their joint lives and upon the death of either of them, then to the survivor of them in fee simple, and to the heirs and assigns of such survivor forever, together with every contingent remainder and right of reversion.

And I (we) do, for myself (ourselves) and for my (our) heirs, executors and administrators, covenant with said GRANTEE, their heirs and assigns, that I am (we are) lawfully seized in fee simple of said premises; that they are free from all encumbrances, unless otherwise stated above; that I (we) have a good right to sell and convey the same as aforesaid; that I (we) will, and my (our) heirs, executors and administrators shall warrant and defend the same to the said GRANTEE, their heirs and assigns forever, against the lawful claim of all persons.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 23rd day of August, 1999.

Estate of Emma Gladys Campbell Probate Case #34-074
By: Warren Bailey (SEAL)
Warren Bailey, Executor

State of Alabama) County of Shelby)
I, the undersigned, a Notary Public, in and for said County in said State, hereby certify that Warren Bailey, whose name as Executor of the Estate of Emma Gladys Campbell, Probate Case #34-074, is signed to the foregoing conveyance and who is known to me, acknowledged before me on this day that, being informed of the contents of the conveyance, he in his capacity as such Executor, executed the same voluntarily on the day the same were date.
GIVEN UNDER MY HANDS THIS THE 23RD DAY OF AUGUST, 1999.

My Commission Expires: 2/20/99

PERMANENTLY
MY COMMISSION EXPIRES
2/20/99

Inst # 1999-11990

08:07 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 MMS 23.90