

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:

GREEN TREE FINANCIAL CORP-ALABAMA
PO BOX 380877
BIRMINGHAM, AL 35238

THIS SPACE FOR USE OF FILING OFFICER
Date, Time, Number & Filing Officer

Pre-paid Acct. # _____
2. Name and Address of Debtor (Last Name First if a Person)

CREEL, JACOB A.
160 GIRL SCOUT RD
CHELSEA, AL 35043

Social Security/Tax ID# _____
2A. Name and Address of Debtor (IF ANY) (Last Name First if a Person)

Social Security/Tax ID# _____

Additional debtors on attached UCC-E

3. Name and Address of Secured Party

PELHAM HOUSING, INC.
3436 HWY 31 SOUTH
PELHAM, AL 35124

Social Security/Tax ID# _____

Additional secured parties on attached UCC-E

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

1999 28 X 40 SERIAL# TNFLW26 91322-HL12

(MANUFACTURED HOME) AND INCLUDING ALL ATTACHMENTS, APPURTENANCES AND HOUSEHOLD GOODS OR APPLIANCES THEREIN AND THERETO, INCLUDING BUT NOT LIMITED TO THOSE ITEMS SPECIFIED IN THE PURCHASE AGREEMENT OR RETAIL INSTALLMENT CONTRACT OR PROMISSORY NOTE RELATING TO THE SALE OF THE HOME, LOCATED ON THE REAL ESTATE DESCRIBED IN THE ATTACHED EXHIBIT A. THIS FIXTURE FILING COVERS ONLY THE MANUFACTURED HOME AND OTHER ITEMS DESCRIBED ABOVE, AND NO OTHER PARTS OF THE REAL ESTATES DESCRIBED. THIS REMAINS IN EFFECT UNTIL A TERMINATION STATEMENT IS FILED.

COUNTY:

5A. Enter Code(s) From
Back of Form That
Best Describes The
Collateral Covered
By This Filing:

500

Check X if covered: 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)
 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 \$ 31169.32
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)

JACOB A. CREEL

Signature(s) of Debtor(s)

Jacob A. Creel, PoA

PELHAM HOUSING, INC.

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

Signature(s) of Debtor(s)

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

Type Name of Individual or Business

Type Name of Individual or Business

STANDARD FORM - UNIFORM COMMERCIAL CODE - FORM UCC-1

(1) FILING OFFICE COPY - ALPHABETICAL (3) FILING OFFICE COPY - ACKNOWLEDGEMENT
(2) FILING OFFICE COPY - NUMERICAL (4) FILE COPY - SECURED PARTY(IES) (6) FILE COPY - DEBTOR(S)

Inst # 1999-299936
06/07/1999-23836
11:55 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 MWS 62.80

LIMITED POWER OF ATTORNEY

THE UNDERSIGNED HEREBY APPOINT GREEN TREE FINANCIAL CORP - ALABAMA and its affiliates or
subsidiaries ("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 HOMES

Manufacturer		
Year	Width / Length	40
1999	28	

JACOB A. CREEL


Signature

160 GIRL SCOUT RD
CHELSEA AL 35043

Permanent Mailing Address

State of Alabama

County of Shelby) ss

Subscribed and sworn before me on

Subscribed and sworn before me this 22 day of May, 99

Joey W. Lang
NOTARY PUBLIC

MY COMMISSION EXPIRES: May 14, 2002

Make / Model

TNFLW26 91322-HL12

Serial Number

Type or Print Owner's Name

Signature

160 GIRL SCOUT RD
CHELSEA AL 35043

Permanent Mailing Address

State of _____

County of _____ } 66

Subscribed and sworn before me on
the day of

NOTARY PUBLIC

MY COMMISSION EXPIRES: _____

06/07/1999-23836
11:55 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 MMS 62.80

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