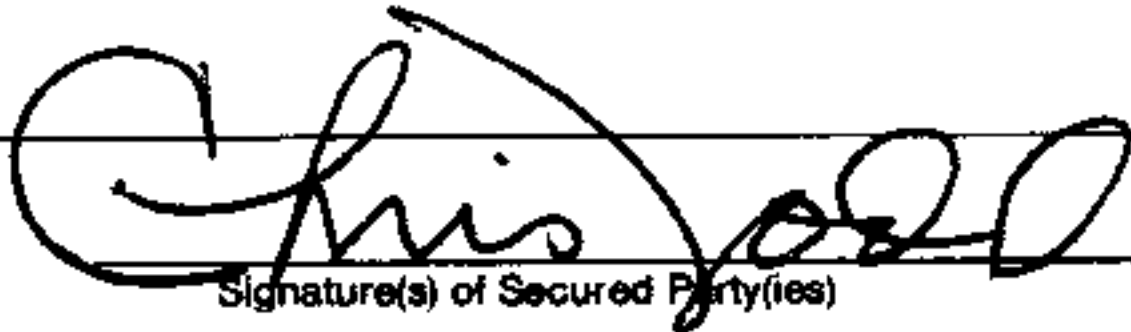


STATE OF ALABAMA — UNIFORM COMMERCIAL CODE
STATEMENTS OF CONTINUATION, PARTIAL RELEASE, ASSIGNMENT, ETC. — FORM UCC-3

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, Al. 35291 Pre-paid Acct. # _____		THIS SPACE FOR USE OF FILING OFFICER Date, Time, Number & Filing Office <div style="text-align: center; font-weight: bold; padding: 10px;">Inst # 1999-29017 07/09/1999-29017 02:14 PM CERTIFIED SHELBY COUNTY JUDGE OF PROBATE 001 HWS .00</div>	
2. Name and Address of Debtor (Last Name First if a Person) Sherrell, Richard L. and Sherrell, Elizabeth 417 County Rd. 442 Sterrett, Al. 35147 Social Security/Tax ID # _____		4. ASSIGNEE OF SECURED PARTY (IF ANY) (Last Name First if a Person) Amsouth Bank of Alabama Riverchase Center North Bldg 2050 Parkway Office Circle Hoover, Al. 35244	
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) Alabama Power Company 600 North 18th Street Birmingham, AL. 35291-1135 Attn: Division Accounting Services Social Security/Tax ID # _____		4. ASSIGNEE OF SECURED PARTY (IF ANY) (Last Name First if a Person) Amsouth Bank of Alabama Riverchase Center North Bldg 2050 Parkway Office Circle Hoover, Al. 35244	
<input type="checkbox"/> Additional secured parties on attached UCC-E		5. <input type="checkbox"/> This statement refers to original Financing Statement bearing File No. <u>1996-38586</u> Filed with <u>Shelby County Judge of Probate</u> Date Filed <u>11/22</u> , 19 <u>96</u>	
6. <input type="checkbox"/> Continuation. The original financing statement between the foregoing Debtor and Secured Party, bearing file number shown above, is still effective. 7. <input checked="" type="checkbox"/> Termination. Secured Party no longer claims a security interest under the financing statement bearing the file number shown above. 8. <input type="checkbox"/> Partial or <input type="checkbox"/> Full Assignment. The Secured Party's right under the financing statement bearing file number shown above to the property described in item 11 or to all of the property listed on this file, is assigned to the assignee whose name and address appears in item 4. 9. <input type="checkbox"/> Amendment. Financing statement bearing file number shown above is amended as set forth in item 11. 10. <input type="checkbox"/> Partial Release. Secured Party releases the collateral described in item 11 from the financing statement bearing file number shown above.			
11. <div style="float: right; text-align: right;">11A. Enter Code(s) From Back of Form That Best Describes The Collateral Covered By This Filing: _____ _____ _____ _____ _____ _____ _____ _____</div>			
Check X if covered: <input type="checkbox"/> Products of Collateral are also covered.			
Signature(s) of Debtor(s)		 Signature(s) of Secured Party(ies)	
Signature(s) of Debtor(s) (necessary only if item 9 is applicable)		Amsouth Bank Signature(s) of Secured Party(ies)	
Type Name of Individual or Business		Type Name of Individual or Business	