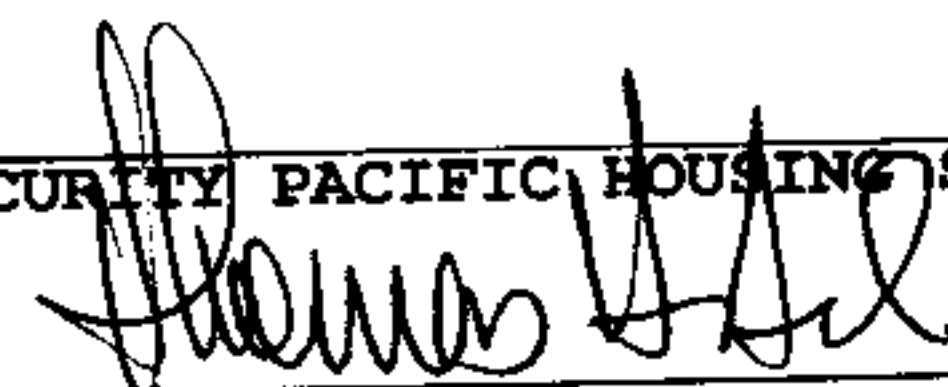


STATE OF ALABAMA — UNIFORM COMMERCIAL CODE
STATEMENTS OF CONTINUATION, PARTIAL RELEASE, ASSIGNMENT, ETC. — FORM UCC-3

<input type="checkbox"/> The Debtor is a transmitting utility as defined in ALA CODE 7-9-105(n).		No. of Additional Sheets Presented: 0		This FINANCING STATEMENT is presented to a Filing Officer for filing pursuant to the Uniform Commercial Code.																																											
1. Return copy or recorded original to: PLEASE RETURN TO: CT Corporation System Attn: Patricia Marquez 49 Stevenson St. Ste. 300 San Francisco, CA 94105 (800) 874-8820				THIS SPACE FOR USE OF FILING OFFICER Date, Time, Number & Filing Office																																											
2. Name and Address of Debtor (Last Name First if a Person) DOWNING, RICHARD F RT 1 BOX 3178 SHELBY, AL 35143				Inst # 1999-43139 10/18/1999-43139 01:44 PM CERTIFIED SHELBY COUNTY JUDGE OF PROBATE 001 C31																																											
Social Security / Tax ID # [REDACTED]																																															
2A. Name and Address of Debtor (IF ANY) (Last Name First if a Person)																																															
Social Security / Tax ID #				FILED WITH: Shelby																																											
<input type="checkbox"/> Additional debtors on attached UCC-3				4. ASSIGNEE OF SECURED PARTY (IF ANY) (Last Name First if a Person)																																											
3. NAME AND ADDRESS OF SECURED PARTY SECURITY PACIFIC HOUSING SERVICES, INC P.O. BOX 385000 BIRMINGHAM, AL 35238-5000																																															
Social Security / Tax ID #																																															
<input type="checkbox"/> Additional secured parties on attached UCC-3																																															
5. <input checked="" type="checkbox"/> This statement refers to original Financing Statement bearing File No. 021026				Date Filed 8/31/88																																											
Filed with Shelby																																															
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 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. Termination: The secured party no longer claims a security interest under the financing statement bearing the file number shown above.																																															
11A. Enter Code(s) From Back of Form That Best Describes The Collateral Covered By This Filing: <table border="1"><tr><td>1</td><td>0</td><td>3</td><td>6</td><td>0</td><td>2</td></tr><tr><td>—</td><td>—</td><td>—</td><td>—</td><td>—</td><td>—</td></tr><tr><td>—</td><td>—</td><td>—</td><td>—</td><td>—</td><td>—</td></tr><tr><td>—</td><td>—</td><td>—</td><td>—</td><td>—</td><td>—</td></tr><tr><td>—</td><td>—</td><td>—</td><td>—</td><td>—</td><td>—</td></tr><tr><td>—</td><td>—</td><td>—</td><td>—</td><td>—</td><td>—</td></tr><tr><td>—</td><td>—</td><td>—</td><td>—</td><td>—</td><td>—</td></tr></table>						1	0	3	6	0	2	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
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—	—	—	—	—	—																																										
Check X if covered: <input type="checkbox"/> Products of Collateral are also covered.				SECURITY PACIFIC HOUSING SERVICES, INC  Signature(s) of Secured Party(ies) THOMAS H. ADAMS, AUTHORIZED AGENT																																											
Signature(s) of Debtor(s)				Type Name of Individual or Business																																											
Type Name of Individual or Business				Type Name of Individual or Business																																											

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