

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:			Inst # 2000-37366 10/27/2000-37366 02:49 PM CERTIFIED SHELBY COUNTY JUDGE OF PROBATE 22.10 DD2 MEL		
2. Name and Address of Debtor MATTHEW SCOTT ATKINS 109 CARRIAGE DRIVE MAYLENE AL 35114					
2A. Name and Address of Debtor LESLIE B. ATKINS 109 CARRIAGE DRIVE MAYLENE, AL 35114					
3. SECURED PARTY (Last Name First if a Person) Alabama Power Company 600 North 18th Street Birmingham, Alabama 35291					
4. ASSIGNEE OF SECURED PARTY (IF ANY) (Last Name First if a Person)					
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.			5A. Enter Code(s) From Back of Form That Best Describes The Collateral Covered By This Filing: 500 600		
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 \$ 3355.00 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)		
For value received, Debtor hereby grants a security interest to Secured Party in the foregoing collateral. Record Owner of Property:			Signature(s) of Secured Party(ies) (Required only if filed without debtor's Signature — see Box 6)		
Cross Index in Real Estate Records			Signature(s) of Secured Party(ies) or Assignee		
Signature(s) of Debtor(s) Matthew S. Atkins Leslie B. Atkins			Signature(s) of Secured Party(ies) or Assignee		
Type Name of Individual or Business			Type Name of Individual or Business		

This instrument was prepared by:
 Clayton T. Sweeney, Attorney
 2700 Hwy. 280E, Suite 290B
 Birmingham, AL 35223

SEND TAX NOTICE TO:
 MATTHEW SCOTT ATKINS
 LESLIE B. ATKINS
 109 Carriage Drive
 Maylene, AL 35114

**STATE OF ALABAMA
 COUNTY OF SHELBY**

W/Notary Public 11/11/2000

KNOW ALL MEN BY THESE PRESENTS, That in consideration of ONE HUNDRED SIXTEEN THOUSAND DOLLARS AND NO/100's (\$116,000.00) to the undersigned grantor or grantors in hand paid by the GRANTEES herein, the receipt of whereof is acknowledged, I/we DAVID M. HOUSTON, an unmarried man, (herein referred to as grantors, whether one or more) do grant, bargain, sell and convey unto MATTHEW SCOTT ATKINS and LESLIE B. ATKINS (herein referred to as GRANTEES) as joint tenants, with right of survivorship, the following described real estate, situated in SHELBY County, Alabama:

Lot 22, according to the Survey of Carriage Hill, Phase II, as recorded in Map Book 13, Page 129, in the Probate Office of Shelby County, Alabama.

Subject to:

Ad valorem taxes for 1999 and subsequent years not yet due and payable until October 1, 1999. Existing covenants and restrictions, easements, building lines, and limitations of record.

\$116,000.00 of the consideration was paid from the proceeds of a mortgage loan closed simultaneously herewith.

TO HAVE AND TO HOLD unto the said GRANTEES as joint tenants, with right of survivorship, their heirs and assigns, forever; it being the intention of the parties to this conveyance, that (unless the joint tenancy hereby created is severed or terminated during the joint lives of the grantees herein) in the event one grantee herein survives the other, the entire interest in the premise (shall) pass to the surviving grantee, and if one does not survive the other, then the heirs and assigns of the grantee herein shall take as tenants in common.

And I/we do for myself/ourselves and for my/our heirs, executors, and administrators, covenant with said GRANTEES 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 noted above, that I/we have a good right to sell and convey the same as aforesaid, and that I/we will and my/our heirs, executors, and administrators shall warrant and defend the same to the said GRANTEES, their heirs executors and assigns forever, against the lawful claims of all persons.

IN WITNESS WHEREOF, I/we have hereto set my/our hand(s) and seal(s), this the 16th day of July, 1999.


 DAVID M. HOUSTON

**STATE OF ALABAMA
 JEFFERSON COUNTY**

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that DAVID M. HOUSTON, whose name 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 executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 16th day of July, 1999.


 Notary Public
 My Commission Expires: 6/3/03

Inst # 1999-31183

07/27/1999-31183
 09:22 AM CERTIFIED
 SHELBY COUNTY JUDGE OF PROBATE
 001 106 9.30

Inst # 2000-37366

10/27/2000-37366
 02:49 PM CERTIFIED
 SHELBY COUNTY JUDGE OF PROBATE
 22.10
 002 NEL

CLAYTON T. SWEENEY, ATTORNEY AT LAW