

**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.

REORDER FROM
Registre, Inc.
514 PIERCE ST.
P.O. BOX 218
ANOKA, MN. 55303
(612) 421-1713

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
Ms. Julia A. Cook
Bracewell & Patterson, L.L.P.
711 Louisiana, Suite 2900
Houston, TX 77002

Pre-paid Acct. # _____

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

2. Name and Address of Debtor (Last Name First if a Person)
Sunshine-Jr. Stores, Inc.
109 W. 5th Street
Panama City, FL 32401

Social Security/Tax ID # _____

Inst # 1995-28598
10/10/1995-28598
01:32 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
001 MCD .00

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. SECURED PARTY (Last Name First if a Person)
NationsBank of Florida, N.A., as Trustee under a
certain Trust Indenture dated June 21, 1994
Corporate Trust Dept.--6th Floor
400 North Ashley Drive
Tampa, FL 33602

Social Security/Tax ID # _____

4. ASSIGNEE OF SECURED PARTY (IF ANY) (Last Name First if a Person)

Additional secured parties on attached UCC-E

5. This statement refers to original Financing Statement bearing File No. 94-20163
Filed with Shelby County

Date Filed June 24 19 94

- 6. Continuation. The original financing statement between the foregoing Debtor and Secured Party, bearing file number shown above, is still effective.
- 7. Termination. Secured Party no longer claims a security interest under the financing statement bearing the file number shown above.
- 8. Partial or 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. Amendment. Financing statement bearing file number shown above is amended as set forth in item 11.
- 10. Partial Release. Secured Party releases the collateral described in item 11 from the financing statement bearing file number shown above.

11. _____

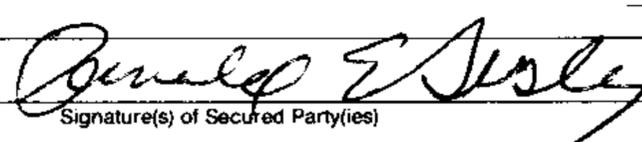
11A. Enter Code(s) From Back of Form That Best Describes The Collateral Covered By This Filing:

Check X if covered: Products of Collateral are also covered.

Signature(s) of Debtor(s) _____

Signature(s) of Debtor(s) (necessary only if item 9 is applicable) _____

Type Name of Individual or Business _____


Signature(s) of Secured Party(ies)

Signature(s) of Secured Party(ies) **NATIONSBANK OF FLORIDA, N.A., AS TRUSTEE UNDER A CERTAIN TRUST INDENTURE DATED JUNE 21, 1994**

Type Name of Individual or Business _____