

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: <u>2</u>		This FINANCING STATEMENT is presented to a Filing Officer for filing pursuant to the Uniform Commercial Code.	
1. Return copy or recorded original to: Gail T. Heath Dickinson, Wright, et al. 500 Woodward Ave., Suite 4000 Detroit, MI 48226				THIS SPACE FOR USE OF FILING OFFICER Date, Time, Number & Filing Office	
Pre-paid Acct. # _____				Inst # 1996-22807 07/16/1996-22807 09:33 AM CERTIFIED SHELBY COUNTY JUDGE OF PROBATE 003 MCD 12.00	
2. Name and Address of Debtor (Last Name First if a Person) Citation Corporation 2 Office Park Circle, Suite 204 Birmingham, AL 35223					
Social Security / Tax ID # _____					
2A. Name and Address of Debtor (IF ANY) (Last Name First if a Person) Social Security / Tax ID # _____				FILED WITH:	
<input type="checkbox"/> Additional debtors on attached UCC-E					
3. NAME AND ADDRESS OF SECURED PARTY (Last Name First if a Person) SouthTrust Bank of Alabama, National Association P.O. Box 2554 Birmingham, AL 35290 Social Security / Tax ID # _____				4. ASSIGNEE OF SECURED PARTY (IF ANY) (Last Name First if a Person) SouthTrust Bank of Alabama National Association, as Collateral Agent P.O. Box 2554 (zip code 35290) 420 North 20th Street (zip code 35203) Birmingham, AL	
<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>1994-27805</u> Filed with <u>Shelby County</u>				Date Filed <u>9-9</u> , 19 <u>94</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 type="checkbox"/> Termination. Secured Party no longer claims a security interest under the financing statement bearing the file number shown above.					
<input checked="" type="checkbox"/> Partial Release. 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.					
<input checked="" type="checkbox"/> Full Assignment. 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. The secured party is changed to: SouthTrust Bank of Alabama, National Association, as Collateral Agent P.O. Box 2554 (zip code 35290) 420 North 20th Street (zip code 35203) Birmingham, AL					
11A. Enter Code(s) From Back of Form That Best Describes The Collateral Covered By This Filing: _____ _____ _____ _____ _____ _____ _____ _____ _____ _____					
Check X if covered: <input checked="" type="checkbox"/> Products of Collateral are also covered.					
(See Exhibit A attached)					
Signature(s) of Debtor(s) <u>Stanley B. Cook</u>				Signature(s) of Secured Party(ies) <u>Robert F. Vukobratovic</u>	
Signature(s) of Debtor(s) (necessary only if item 9 is applicable) <u>CITATION CORPORATION</u> Type Name of Individual or Business				Signature(s) of Secured Party(ies) <u>SOUTHTRUST BANK OF ALABAMA</u> Type Name of Individual or Business	
(1) FILING OFFICER COPY - ALPHABETICAL		(3) FILING OFFICER COPY - ACKNOWLEDGEMENT		(5) FILE COPY DEBTOR(S)	
(2) FILING OFFICER COPY - NUMERICAL		(4) FILE COPY - SECURED		STANDARD FORM - UNIFORM Approved by _____	

**EXHIBIT A TO AMENDMENT OF FINANCING STATEMENT
MADE BY CITATION CORPORATION
("DEBTOR") IN FAVOR OF SOUTHTRUST BANK OF ALABAMA,
NATIONAL ASSOCIATION,
AS COLLATERAL AGENT ("SECURED PARTY")**

SouthTrust Bank of Alabama, National Association is the Secured Party as collateral agent for the lending institutions listed below and the Agents (as defined below) and all of their respective successors and assigns, and for any other lending institutions who now or hereafter are parties to the Credit Agreement, dated as of July 1, 1996 (the "Credit Agreement"), among Citation Corporation, a Delaware corporation ("Citation"), the subsidiaries of Citation parties thereto, the banks and other lenders parties thereto (the "Banks"), NBD Bank, a Michigan banking corporation, as administrative and syndication agent (in such capacity, the "Administrative Agent"), and SouthTrust Bank of Alabama, National Association, a national banking association, as collateral agent (in such capacity, the "Collateral Agent" and, together with the Administrative Agent, collectively the "Agents"), as such Credit Agreement may be amended, supplemented, restated, extended or otherwise modified from time to time.

1. NBD BANK
611 Woodward Avenue
Detroit, Michigan 48226
2. SOUTHTRUST BANK OF ALABAMA,
NATIONAL ASSOCIATION
P.O. Box 2554 (Zip 35290)
420 North 20th Street
Birmingham, Alabama 35203
3. AMSOUTH BANK
1900 Fifth Avenue North
Birmingham, Alabama 35203
4. BRANCH BANKING AND TRUST COMPANY
110 South Stratford Road
Winston-Salem, North Carolina 27103
5. NATIONAL CITY BANK, KENTUCKY
5304 Chaversham Lane
Norcross, Georgia 30092
6. SUNTRUST BANK, ATLANTA
25 Park Place, 24th Floor
Mail Code 120
Atlanta, Georgia 30303

7. NATIONAL BANK OF CANADA
200 Galleria Parkway, Suite 800
Atlanta, Georgia 30339
8. MERCANTILE BANK OF ST. LOUIS,
NATIONAL ASSOCIATION
721 Locust Street
Tram 12-3
St. Louis, Missouri 63101
9. DEPOSIT GUARANTY NATIONAL BANK
210 East Capitol, Suite 1180
P.O. Box 1200
Jackson, Mississippi 39215-1200

WP5:[WPSAO.00007.2689]EXH_AA4_01

Inst # 1996-22807

2

07/16/1996-22807
09:33 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
003 MCD 12.00