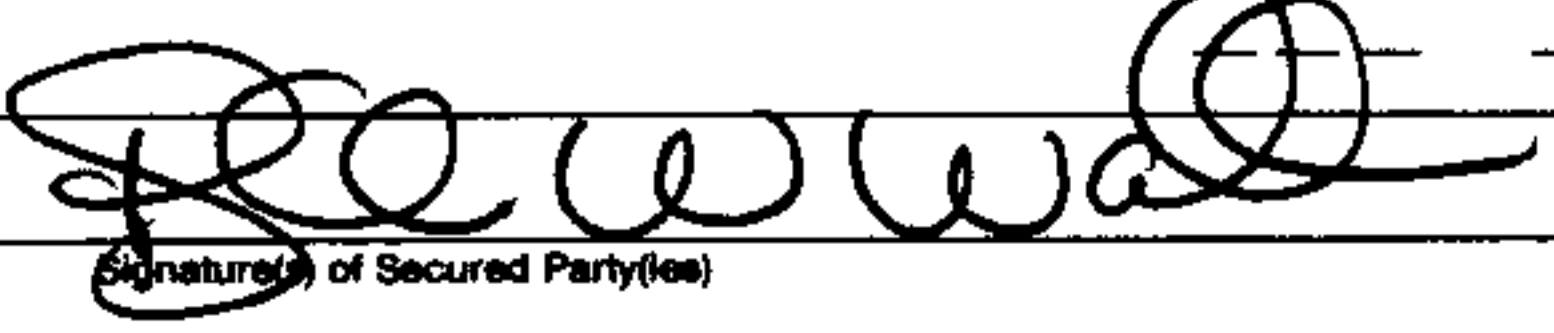


STATE OF ALABAMA — UNIFORM COMMERCIAL CODE  
STATEMENTS OF CONTINUATION, PARTIAL RELEASE, ASSIGNMENT, ETC. — FORM UCC-3

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 Birmingham Division Accounting 600 North 18th Street Birmingham, Alabama 35291-1135  Pre-paid Acct. # _____			THIS SPACE FOR USE OF FILING OFFICER Date, Time, Number & Filing Office  <div style="text-align: center;">Inst # 1996-36303 10/31/1996-36303 11:09 AM CERTIFIED SHELBY COUNTY JUDGE OF PROBATE 001 MCB .00</div>	
2. Name and Address of Debtor (Last Name First if a Person)  Charden, Noel Winfred Charden, Tanya Dewberry 1412 Adams St Pelham, AL 35124  Social Security/Tax ID # _____				
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 Birmingham Division Accounting 600 North 18th Street Birmingham, Alabama 35291-1135 Social Security/Tax ID # _____			4. ASSIGNEE OF SECURED PARTY (IF ANY) (Last Name First if a Person)	
<input type="checkbox"/> Additional secured parties on attached UCC-E				
5. <input checked="" type="checkbox"/> This statement refers to original Financing Statement bearing File No. 1993-39834 Filed with Judge of Probate Date Filed December 13, 1993				
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.				
11A. Enter Code(s) From Back of Form That Best Describes The Collateral Covered By This Filing: _____ _____ _____ _____ _____ _____ _____ _____ _____ _____				
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)			Signature(s) of Secured Party(ies) Alabama Power Company	
Type Name of Individual or Business			Type Name of Individual or Business	