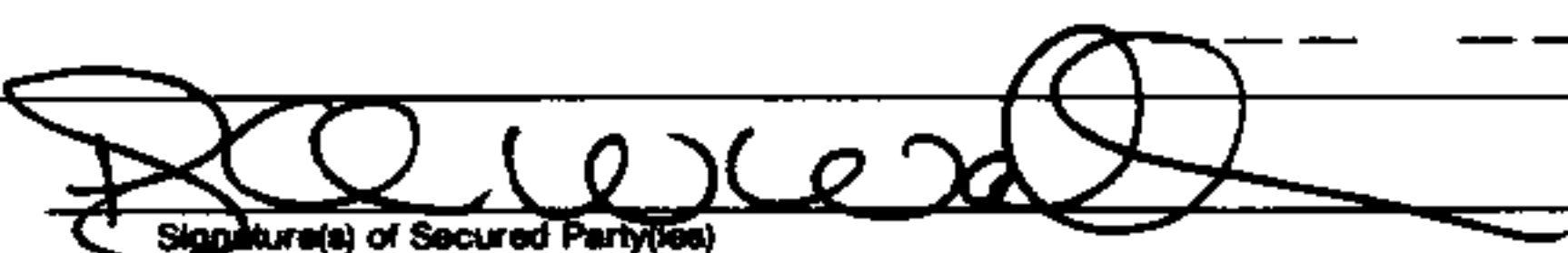


STATE OF ALABAMA — UNIFORM COMMERCIAL CODE  
STATEMENTS OF CONTINUATION, PARTIAL RELEASE, ASSIGNMENT, ETC. — FORM UCC-3

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	
2. Name and Address of Debtor (Last Name First if a Person)  Byars, Robert D. 1055 6th Court SW Alabaster, AL 35007  Social Security/Tax ID # _____			Inst # 1997-05080  02/18/1997-05080 08:55 AM CERTIFIED SHELBY COUNTY JUDGE OF PROBATE 0000 NCD	
2A. Name and Address of Debtor (IF ANY) (Last Name First if a Person)  Byars, Barbara E. 1055 6th Court SW Alabaster, AL 35007  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. _____ Filed with <u>Judge of Probate</u>			029809 Date Filed <u>November 1, 1991</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 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 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	