

**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 Osse M. Williams, III Washington, Stakely, Johnston & Garrett P.O. Box 270 Montgomery, AL 36195		THIS SPACE FOR USE OF FILING OFFICER Date, Time, Number & Filing Office <div style="text-align: right; font-size: small;"> 1998-07312 03/03/1998-07312 12:56 PM CERTIFIED SHELBY COUNTY JUDGE OF PROBATE 001 MCB 10.00 </div>
2. Name and Address of Debtor (Last Name First if a Person) Western Pocahontas Properties Limited Partnership 11 Jefferson Street, 36th Floor Houston, TX 77002		
3. Name and Address of Debtor (IF ANY) (Last Name First if a Person) Travelers Insurance Company One Tower Square - 10BP Hartford, CT 06283-2021 Attention: Legal Department		
4. ASSIGNEE OF SECURED PARTY (IF ANY) (Last Name First if a Person)		
5. SECURED PARTY (Last Name First if a Person) Travelers Insurance Company One Tower Square - 10BP Hartford, CT 06283-2021 Attention: Legal Department		6. This statement refers to original Financing Statement bearing File No. #018895 Filed with Shelby Co. Judge of Probate Date Filed 12/30/87 , 19__
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 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 checked="" 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. See Mtg 1998-07311		
11. (a) The addresses of the Debtor and Secured Party are changed to that shown above. (b) The obligations secured by the original financing statement referenced above as heretofore amended and continued (the "Existing Financing Statement") are amended, modified and supplemented to include a re-advance of \$20,601,464.70, the extension and renewal of the Notes secured by the Existing Financing Statement, and the consolidation of such re-advance together with the unpaid principal balance of the Notes into a consolidated, extended and renewed loan having an original principal balance of \$60,000,000.00 and being evidenced by three separate notes of Debtor to Secured Party.		
11A. Enter Code(s) From Back of Form That Best Describes The Collateral Covered By This Filing: 0 0 0 1 0 2 2 0 0 3 0 0 5 0 0 7 0 0 8 0 0		
Check X if covered: <input type="checkbox"/> Products of Collateral are also covered.		
WESTERN POCAHONTAS PROPERTIES LIMITED PARTNERSHIP By Osse M. Williams, III , its General Partner Osse M. Williams, III , its President Signature(s) of Debtor(s) (necessarily only if item 9 is applicable) WESTERN POCAHONTAS PROPERTIES LIMITED PARTNERSHIP Type Name of Individual or Business		THE TRAVELERS INSURANCE COMPANY Signature(s) of Secured Party(s) [Signature] Signature(s) of Secured Party(s) THE TRAVELERS INSURANCE COMPANY Type Name of Individual or Business