

UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Donia Wade
 CT Corpration System
 Dallas UCC Team 1
 350 N. St. Paul, Ste. 2900
 Dallas, TX 75201

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE #
 File No. 1999-04990 Date 2/4/1999

1b. This FINANCING STATEMENT AMENDMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS.

2. TERMINATION: Effectiveness of the Financing Statement identified above is terminated with respect to security interest(s) of the Secured Party authorizing this Termination Statement.

3. CONTINUATION: Effectiveness of the Financing Statement identified above with respect to security interest(s) of the Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law.

4. ASSIGNMENT (full or partial): Give name of assignee in item 7a or 7b and address of assignee in item 7c; and also give name of assignor in item 9.

5. AMENDMENT (PARTY INFORMATION): This Amendment affects Debtor or Secured Party of record. Check only one of these two boxes.
 Also check one of the following three boxes and provide appropriate information in items 6 and/or 7.
 CHANGE name and/or address: Give current record name in item 6a or 6b; also give new name (if name change) in item 7a or 7b and/or new address (if address change) in item 7c. DELETE name: Give record name to be deleted in item 6a or 6b. ADD name: Complete item 7a or 7b, and also item 7c; also complete items 7d-7g (if applicable).

6. CURRENT RECORD INFORMATION:

6a. ORGANIZATION'S NAME
 Williamson Oil Co., Inc.

OR

6b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX

7. CHANGED (NEW) OR ADDED INFORMATION:

7a. ORGANIZATION'S NAME

OR

7b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX

7c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY

7d. TAX ID # SSN OR EIN	ADD'L INFO RE ORGANIZATION DEBTOR	7e. TYPE OF ORGANIZATION	7f. JURISDICTION OF ORGANIZATION	7g. ORGANIZATIONAL ID #, if any
				<input checked="" type="checkbox"/> NONE

8. AMENDMENT (COLLATERAL CHANGE): check only one box.
 Describe collateral deleted or added, or give entire restated collateral description, or describe collateral assigned.

9. NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT (name of assignor, if this is an Assignment). If this is an Amendment authorized by a Debtor which adds collateral or adds the authorizing Debtor, or if this is a Termination authorized by a Debtor, check here and enter name of DEBTOR authorizing this Amendment.

9a. ORGANIZATION'S NAME
 Textron Financial Corporation

OR

9b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX

10. OPTIONAL FILER REFERENCE DATA
 Shelby County, AL 35066-01-01

59102959 -41

UCC FINANCING STATEMENT AMENDMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

11. INITIAL FINANCING STATEMENT FILE # (same as item 1a on Amendment form)

File No. 1999-04990 Date 2/4/1999

12. NAME OF PARTY AUTHORIZING THIS AMENDMENT (same as item 9 on Amendment form)

12a. ORGANIZATION'S NAME

Textron Financial Corporation

OR

12b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME, SUFFIX

13. Use this space for additional information

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Legal Description: See Exhibit attached hereto and made a part hereof.

SCHEDULE A TO
UCC-1 FINANCING STATEMENT
naming
WILLIAMSON OIL CO., INC.
as Debtor
and
GREEN TREE FINANCIAL SERVICING, CORPORATION
as Secured Party

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LEGAL DESCRIPTION OF REAL PROPERTY

Property 1 - Site #173

All that tract or parcel of land lying and being in the SW 1/4 of the NW 1/4 of Section 25, Township 21 South, Range 1 West situated in the City of Columbiana, Shelby County, Alabama, and more particularly described as follows:

Beginning at the intersection of the Southerly right of way line of East College Street (State Highway 25) and the Easterly right of way line of East Milner Street; thence running in an Easterly direction along the Southerly right of way line of East College Street (State Highway 25) a distance of 128.0 feet to the point of beginning; thence turn an angle of 93 deg. 00 min. right running in a Southerly direction a distance of 196.40 feet to an iron pin; thence turn an angle of 93 deg. 00 min. left running in an Easterly direction a distance of 100.0 feet to an iron pin; thence turn at an angle of 87 deg. 00 min. left running in a Northerly direction a distance of 196.40 feet to an iron pin located in the Southerly right of way line of East College Street (State Highway 25); thence turn an angle of 93 deg. 00 min. left running in a Westerly direction along the Southerly right of way of East College Street (State Highway 25) a distance of 100.0 feet to an iron pin and the point of beginning; being situated in Shelby County, Alabama.

Property 2 - Site #175

All that tract or parcel of land lying and being in Lots 438 and 439, according to N.B. Dare's Map and Survey of the Town of Calera, Shelby County, Alabama, and more particularly described as follows:

Beginning at the Northeasterly intersection of the Easterly right of way of Montgomery Avenue (U.S. Highway 31) and the Northerly right of way line of Patton Avenue; thence running in a Northerly direction along the Easterly right of way line of Montgomery Avenue (U.S. Highway 31) a distance of 90 feet, more or less, to an iron pin on the lot line of Lots 438 and 437, said point being the point of beginning; thence continuing in a Northerly direction along the Easterly right of way of Montgomery Avenue (U.S. Highway No. 31) a distance of 120.0 feet to an iron pin; said iron pin being the Northwesterly corner of Lot 439; thence running in an Easterly direction along the Northerly property line of Lot 439 and the Southerly right of way line of an alley a distance of 150.0 feet to an iron pin; thence running in a Southerly direction along the easterly property line of Lots 439

and 438 a distance of 120.0 feet to an iron pin; thence running in a Westerly direction along the Southerly property line of Lot 438 and the Northerly property line of lot 437 a distance of 150.0 feet to an iron pin in the Easterly right of way line of Montgomery Avenue (U.S. Highway 31) and the point of beginning; being situated in Shelby County, Alabama.