

UNIFORM COMMERCIAL CODE

STATE OF FLORIDA
STATEMENT OF CHANGE

98-123402 T#001
03-03-98 09:07AM

This Statement of Change is presented to a filing officer pursuant to the Uniform Com...

1. Debtor (Last Name First if an Individual) SUNNILAND PIPE LINE CO., INC.		1a. Date of Birth or FEI#	
1b. Mailing Address 501 Southeast 24 Street	1c. City, State Fort Lauderdale, Florida		1d. Zip Code 33316
2. Additional Debtor or Trade Name (Last Name First if an Individual)		2a. Date of Birth or FEI#	
2b. Mailing Address	2c. City, State		2d. Zip Code
3. Secured Party (Last Name First if an Individual) Houston Pipe Line Company			
3a. Mailing Address 1400 Smith Street	3b. City, State Houston, Texas		3c. Zip Code 77002
4. Additional Secured Party (Last Name First if an Individual)			
4a. Mailing Address	4b. City, State		4c. Zip Code

5. This Statement refers to original Financing Statement bearing file number: 96-410266, recorded on August 21, 1996 in Official Records Book 25293, Page 231, of the Public Records of Broward County, Florida.

6. A Continuation - The original Financing Statement between the Debtor and Secured Party bearing the file number shown above is continued.
 B. Release - The Secured Party releases the collateral described in Block 7 below from the Financing Statement bearing the file number shown above. RELEASE DOES NOT TERMINATE LIEN AGAINST DEBTOR.
 C. Full Assignment - All of the Secured Party's rights under the Financing Statement have been assigned to the assignee whose name and address is shown in Block 7 below.
 D. Partial Assignment - Some of Secured Party's rights under the Financing Statement have been assigned to the assignee whose name and address is shown in Block 7. A description of the collateral subject to the assignment is also shown in Block 7.
 E. Amendment - The Financing Statement bearing the file number shown above is amended as set forth in Block 7. (See instructions for signature requirements.)
 F. Termination - The Secured Party no longer claims an interest under the Financing Statement bearing the file number shown above.
 G. Other -

7. Description of collateral released or assigned, Assignee name and address, or amendment. Use additional sheet(s) if necessary.
 The vehicles, office supplies, equipment, fixtures, machinery and other fixed assets described in the two pages, labelled Page II-1 and II-3, attached hereto.

This space for use of Filing Officer

BK 27794 PG 0698

8. Signature(s) of Debtor(s): (only if amendment - see instructions)

9. Signature(s) of Secured party(ies): Houston Pipe Line Company
 By: *Peggy B. Menchaca*
Peggy B. Menchaca Vice President & Secretary

10. Number of Additional Sheets Presented two

11. Return Copy to:
 John M. Mullin, Esquire
 Duke, Mullin & Galloway, P.A.
 1700 East Las Olas Blvd., PH-1
 Fort Lauderdale, Florida 33301

Filing Officer Copy
 Acknowledgement Copy

STANDARD FORM - FORM UCC-3

Approved by Secretary of State, State of Florida

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Sunland Pipe Line Co., Inc.
Fixed Assets Summary
as of May 31, 1986

ATTACHMENT II
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EXHIBIT A

Asset: Number	Asset Description	Purchase Price	Accumulated Depreciation 30-Apr-86	Current Month Depreciation 31-May-86	Life-To-Date Depreciation 31-May-86	Book Value 31-May-86
5003	1989 Ford F250	\$13,521.23	\$13,521.23	\$0.00	\$13,521.23	\$0.00
5006	1986 Ford 4X4 F250 Diesel	10,000.00	10,000.00	0.00	10,000.00	0.00
5008	1990 Crown Victoria	18,435.89	18,435.89	0.00	18,435.89	0.00
5009	1991 Crown Victoria	18,155.43	18,155.43	0.00	18,155.43	0.00
5010	1991 Ford F150	11,386.15	11,386.15	0.00	11,386.15	0.00
5011	1991 Ford F150	11,386.15	11,386.15	0.00	11,386.15	0.00
5014	1990 Ford Bronco	12,000.00	9,800.00	1,200.00	10,800.00	1,200.00
5015	1993 Ford Crown Victoria	20,382.53	19,250.17	586.18	19,816.35	586.18
5016	1994 Ford F150 4X4	18,025.00	11,285.83	450.52	11,716.25	6,308.75
5017	1993 Ford F150	11,750.00	5,581.25	293.75	5,875.00	5,875.00
5018	1994 Ford F250 4X4	25,761.00	6,855.47	388.42	7,341.89	18,419.11
5019	1995 Ford F250	16,918.00	4,567.86	253.77	4,821.53	12,096.37
5020	1995 Ford F150 XLT 4X4	24,386.72	4,755.40	365.80	5,121.20	19,265.52
5021	1996 Ford F250 4X4, 1 Ton	24,417.17	1,068.78	388.28	1,465.04	22,952.13
5022	1995 Ford Ranger XLT	12,965.00	194.47	194.47	388.94	12,576.06
SUBTOTAL: VEHICLES		\$249,450.07	\$146,113.98	\$4,077.27	\$150,190.95	\$99,259.12

OR: 2217 PG: 1849

BK27794 PG0699



Sunland Pipe Line Co., Inc.
Fixed Assets Summary
as of May 31, 1988

Asset Number	Asset Description	Purchase Price	Accumulated Depreciation 30-Apr-88	Current Month Depreciation 31-May-88	Life-To-Date Depreciation 31-May-88	Book Value 31-May-88
4001	1971 Carpet #108	9,533.34	9,533.34	0.00	9,533.34	0.00
4002	1972 Tractor #112	11,303.00	11,303.00	0.00	11,303.00	0.00
4003	1978 Ramble Tank Trailer	15,000.00	15,000.00	0.00	15,000.00	0.00
4004	1980 Hail Tank Trailer	39,918.16	39,918.16	0.00	39,918.16	0.00
SUBTOTAL: TRAILER		75,454.50	75,454.50	0.00	75,454.50	0.00
6001	Rollon Swamp Buggy	28,877.50	28,877.50	0.00	28,877.50	0.00
6002	Lightning Protect-Tower Trk	9,582.00	9,477.81	114.19	9,582.00	0.00
6003	Pump & Motor Crude Unload	255.61	255.61	0.00	255.61	0.00
6004	1970 Box & Motor	1,778.00	1,778.00	0.00	1,778.00	0.00
6005	LIG P/L Manual	26,565.36	26,565.36	0.00	26,565.36	0.00
6006	Engine-Jev's Gerdan Sta.	7,786.18	7,786.18	0.00	7,786.18	0.00
6007	Engine-Jev's Gerdan Inстал	2,524.35	2,723.48	33.62	2,757.10	67.25
6008	Long Tractor 1981	5,000.00	5,000.00	0.00	5,000.00	0.00
6009	Modern Trailer 1989	1,500.00	1,500.00	0.00	1,500.00	0.00
6010	Case Tractor 1980	18,035.64	18,035.64	0.00	18,035.64	0.00
SUBTOTAL: BASE EQUIPMENT		100,194.64	98,978.58	147.91	100,127.39	67.25
7001	F & F Florida Offices	202.80	202.80	0.00	202.80	0.00
7002	Decoras, Credenza & 2 Chairs	515.90	515.90	0.00	515.90	0.00
7003	Keller Transcribers & Atch	773.80	773.80	0.00	773.80	0.00
7004	Office Chairs	534.58	534.58	0.00	534.58	0.00
7005	Royal Air Conditioner	404.58	404.58	0.00	404.58	0.00
7006	Carrier Air Conditioner	551.15	551.15	0.00	551.15	0.00
7007	Conference Table & 4 Chairs	1,098.30	1,098.30	0.00	1,098.30	0.00
7008	Typewriters	861.05	861.05	0.00	861.05	0.00
7009	Calculator	240.45	240.45	0.00	240.45	0.00
7010	WYKO Desk Chair	300.00	300.00	0.00	300.00	0.00
7011	Dispatcher Desk & Chair	338.40	338.40	0.00	338.40	0.00
7012	AB Dick Copier	2,888.93	2,888.93	0.00	2,888.93	0.00
7013	Flat Drawer File	531.00	531.00	0.00	531.00	0.00
7014	File Cabinet	535.93	535.93	0.00	535.93	0.00
7015	Disk Drive	528.12	528.12	0.00	528.12	0.00
7016	Xerox Copier	6,468.00	6,468.00	0.00	6,468.00	0.00
7017	WYSE 3225-150T	11,442.92	11,442.92	0.00	11,442.92	0.00
SUBTOTAL: OFFICE FURN & FIXTURES		\$28,211.87	\$28,211.87	\$0.00	\$28,211.87	\$0.00
FIXED ASSET TOTALS		\$18,508,814.86	\$7,782,500.30	\$62,892.12	\$7,945,401.92	\$8,753,412.94

BK21794PG0700

*** OR: 2217 PG: 1851 ***

RECORDED IN THE OFFICIAL RECORDS BOOK
OF BROWARD COUNTY, FLORIDA
COUNTY ADMINISTRATOR