## MARH JI NOWIGHI, PA. LIGERHEAD PLAZASUTE 3/2 1415SUS. HILWAY CAE JUNO BEACH, FLORIDA 33408-1499

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BOARD CERTFIED IN TAXATION

\*\*\*2396.25 \*\*\*1750.00 \$

December 23, 1997

Secretary of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

Re: W.C.W. Holdings, Ltd.; Amendment to Certificate of Limited F. Partnership; Supplemental Affidavit of Limited Partners' Capital Contribution; 1998 Annual Report

Dear Madam or Sir:

I enclose for filing with the Secretary of State, the following documents on behalf of this partnership:

- Amendment to Certificate of Limited Partnership;
- 2. Supplemental Affidavit of Limited Partners' Capital Contribution; 100002387881-1-1-01/02/98-01005-015
- 1998 Annual Report.

Filing fees are computed as follows:

- Amendment, \$105, equal to the filing fee (\$52.50) and a certified copy (\$52.50);
- Supplemental Affidavit of Limited Partners' Capital Contributions, maximum fee, \$1,750;
- 1998 Annual Report, \$541.25.

Total amount enclosed \$2,396.25.

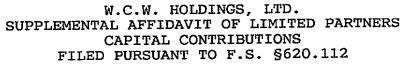
Please deliver the certified copy of the amendment and a copy of the Supplemental Affidavit to Filings, Inc. for transmittal to me.

If you have any questions, please contact me directly.

Sincerely,

Mark J. Nowicki

MJN/dmg 244\SEC-ST7.LTR





The amount of the capital contributions of the limited partners is revised as follows:

Limited Partner	Agreed Value of Capital Contribution
William R. Grigsby, Sr., as Trustee	\$ 1,041,500
Carolyn B. Grigsby, as Trustee	\$18,288,740
William R. Grigsby, Jr.	41,660
Total Revised Limited Partners Capital Contribution	\$19,371,900
The anticipated amount of additional limited	partner's capital

W.C.W. HOLDINGS, LTD.

November  $2^{8}$ , 1997

contributions is \$5,000,000.

William R. Grigsby, General Partner