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UNITED COMPANIES
FINANCIAL CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 FEB -6 AM 9:02

December 15, 2000

VIA CERTIFIED MAIL

Division of Corporations
P.O. Box 1500
Tallahassee, FL 32302-1500

100003653351--0
-02/06/01--01038--006
*****52.50 *****52.50

Re: United Companies Financial Corporation
EIN: 71-0430414

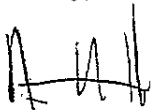
Dear Sir or Madam:

Please accept this letter to request termination of activity in the state as of December 31, 2000. United Companies Financial Corporation will file a final state return timely for the year ended December 31, 2000. The final state return will end our compliance obligations to the Department of Revenue as of December 31, 2000.

United Companies recently entered into an Asset Purchase Agreement with EMC Mortgage Corporation. Under the terms of the Agreement, EMC acquires certain of United Companies Lending Corporation's Mortgage Servicing Operation and related assets. EMC is not acquiring, either directly or indirectly, control or ownership of United Companies Lending Corporation or its parent or affiliates. The agreement is merely one for the purchase of certain assets, and does not involve the transfer of any control or ownership in United Companies Lending Corporation, its parent or any of its affiliates. The servicing portfolio transferred to EMC on or about December 31, 2000.

Please adjust your records accordingly and thank you in advance for your help and cooperation in this matter. If you have any question you can contact me at (225) 987-4087.

Sincerely,



Rebecca A. Roof
Plan Administrator

RAR/cng

Enclosures

Withdr.

V. SHEPARD FEB 9 2001

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

United Companies Financial Corporation
(Name of Corporation)

Louisiana

(Incorporated Under Laws Of)

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This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

Attn: Corp. Tax Dept.

P.O. Box 1591

(Mailing Address)

Baton Rouge, LA 70821

(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

[Signature]
Signature of the chairman or vice chairman of the board,
president, or any officer.

Plan Administrator

Title

Rebecca A. Roof

Typed or printed name

Date