

# STATE OF ALABAMA — UNIFORM COMMERCIAL CODE — FINANCING STATEMENT FORM UCC-1 ALA.

52337

**Important: Read Instructions on Back Before Filling out Form.**

REORDER FROM  
**Register, Inc.**  
514 PIERCE ST.  
P.O. BOX 214  
ANOKA, MN. 55303  
(612) 421-1713

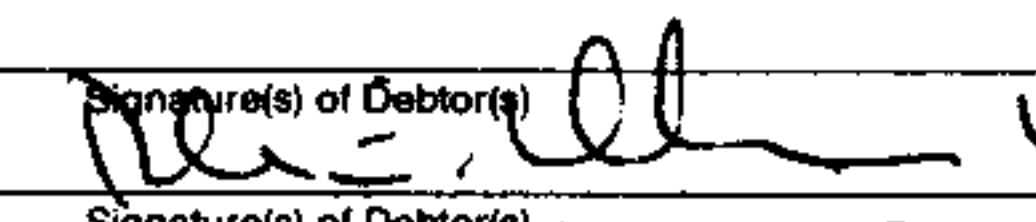

<input type="checkbox"/> The Debtor is a transmitting utility as defined in ALA CODE 7-9-105(n). Return copy or recorded original to:	No. of Additional Sheets Presented:	This FINANCING STATEMENT is presented to a Filing Officer for filing pursuant to the Uniform Commercial Code. THIS SPACE FOR USE OF FILING OFFICER Date, Time, Number & Filing Office
Name and Address of Debtor (Last Name First if a Person) Alliance Leasing & Services Group, Ltd. 425 Metro Place North, STE 200 Dublin, Ohio 43017 Attention: Mary Warren  Pre-paid Acct. # _____ Name and Address of Debtor (Last Name First if a Person) American Eagle Outfitters, Inc. 150 Thorn Hill Drive Warrendale, PA 15095  Social Security/Tax ID # _____ A. Name and Address of Debtor (If ANY) (Last Name First if a Person)   Social Security/Tax ID # _____		<div style="text-align: center;"> <p>Inst # 1997-03328</p> <p>01/31/1997-03328</p> <p>11:29 AM CERTIFIED</p> <p>SHELBY COUNTY JUDGE OF PROBATE</p> <p>32.80</p> <p>002 MEL</p> </div>
<input type="checkbox"/> Additional debtors on attached UCC-E NAME AND ADDRESS OF SECURED PARTY (Last Name First if a Person) Alliance Leasing & Services Group, Ltd. 425 Metro Place North, STE 200 Dublin, Ohio 43017  Social Security/Tax ID # _____ <input type="checkbox"/> Additional secured parties on attached UCC-E		FILED WITH: Shelby County Recorder  4. ASSIGNEE OF SECURED PARTY (If ANY) (Last Name First if a Person) The Provident Bank 10 W. Broad Street Columbus, Ohio 43215

The Financing Statement Covers the Following Types (or items) of Property:

See attached Schedule B to Master Equipment Lease AE095102 dated November 1, 1995. All of the equipment, software, and other personal property and modifications and additions thereto and replacements and substitutions therefor in whole or in part, as fully described in Schedule B attached hereto and made a part hereof. This filing evidences a true lease agreement between Lessee and Lessor. The execution and filing of this financing statement does not imply any relationship between the parties other than Lessee and Lessor.

5A Enter Code(s) From Back of Form That Best Describes The Collateral Covered By This Filing.	
300	
700	

Check X if covered: <input type="checkbox"/> Products of Collateral are also covered. <input type="checkbox"/> This statement is filed without the debtor's signature to perfect a security interest in collateral (check X, if so) <input type="checkbox"/> already subject to a security interest in another jurisdiction when it was brought into this state. <input type="checkbox"/> already subject to a security interest in another jurisdiction when debtor's location changed to this state. <input type="checkbox"/> which is proceeds of the original collateral described above in which a security interest is perfected. <input type="checkbox"/> acquired after a change of name, identity or corporate structure of debtor <input type="checkbox"/> as to which the filing has lapsed.	7. Complete only when filing with the Judge of Probate The initial indebtedness secured by this financing statement is \$ <u>See attached</u> Mortgage tax due (15¢ per \$100.00 or fraction thereof) \$ <u>16.76</u> 8. <input type="checkbox"/> This financing statement covers timber to be cut, crops, or fixtures and is to be cross indexed in the real estate mortgage records (Describe real estate and if debtor does not have an interest of record, give name of record owner in Box 5)
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Signature(s) of Debtor(s)  American Eagle Outfitters, Inc. Type Name of Individual or Business	Signature(s) of Secured Party(ies) or Assignee  Alliance Leasing & Services Group, Ltd. Type Name of Individual or Business
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**ATTACHMENT**  
**to SCHEDULE B dated June 1, 1996**  
**to Master Equipment Lease AEO95102 dated November 1, 1995**

STATE	CITY	STREET ADDRESS	COUNTY	STORE#	SERIAL#S OF 4694s BY MODEL			QUANTITY	QUANTITY	TOTAL
					144S	144C		OF CONCENTRATORS	OF CABLES	EQUIPMENT COST
AL	Birmingham	2000-268 Riverchase	Shelby	205	D0898	D0847	C2306			\$11,172.48

Inst # 1997-03328

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SHELBY COUNTY JUDGE OF PROBATE  
002 MEL 32.00