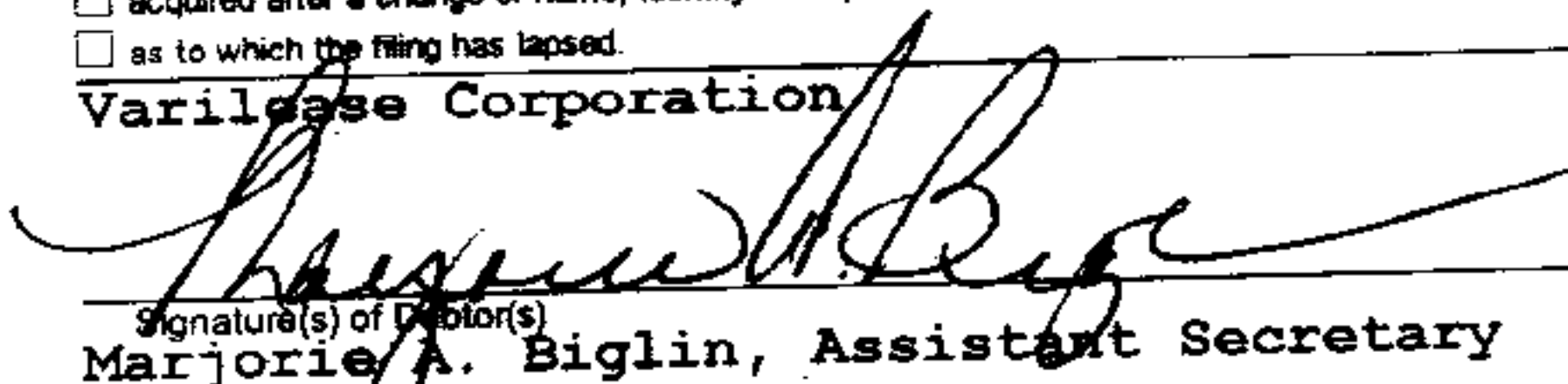
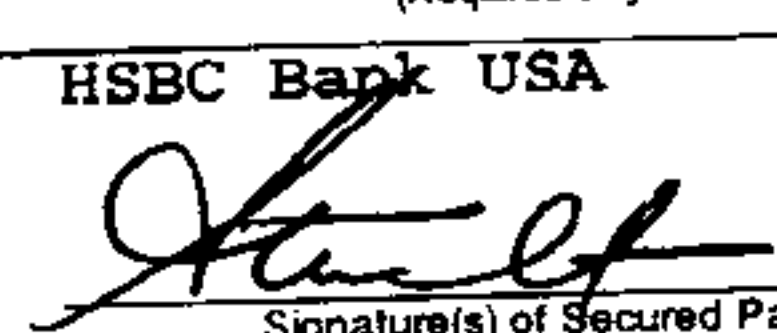


# STATE OF ALABAMA — UNIFORM COMMERCIAL CODE — FINANCING STATEMENT FORM UCC-1 ALA.

<input type="checkbox"/> The Debtor is a transmitting utility as defined in ALA CODE 7-9-105(n)	No. of Additional Sheets Presented: _____	This FINANCING STATEMENT is presented to a Filing Officer for filing pursuant to the Uniform Commercial Code.
1. Return copy or recorded original to: <div style="text-align: center; margin-top: 20px;"> <b>RETURN TO:</b>  <b>LEXIS® DOCUMENT SERVICES</b>  <b>Post Office Box 2069</b>  <b>Springfield, Illinois 62708</b> </div>		THIS SPACE FOR USE OF FILING OFFICER Date, Time, Number & Filing Office
2. Name and Address of Debtor (Last Name First if a Person) Pre-paid Acct. # _____ <b>Varilease Corporation</b> <b>8451 Boulder Court</b> <b>Walled Lake, MI 48390</b>		<div style="writing-mode: vertical-rl; transform: rotate(180deg);">             Inst # 2000-10851              04/04/2000-10851              09:34 AM CERTIFIED              SHELBY COUNTY JUDGE OF PROBATE              002 CJI 16.00           </div>
2A. Name and Address of Debtor (Last Name First if a Person) Social Security/Tax ID # _____		
3. NAME AND ADDRESS OF SECURED PARTY (Last Name First if a Person) <b>HSBC Bank USA</b> <b>452 Fifth Avenue</b> <b>New York, NY 10018</b>		
4. ASSIGNEE OF SECURED PARTY (Last Name First if a Person) FILED WITH: <b>Shelby</b>		
5. The Financing Statement Covers the Following Types (or items) of Property: HP Sftwr, insurance covering same, Equipment Schedule No. 36 dated March 1, 2000 to Master Lease Agreement No. PR-7809-F dated July 1, 1994 between Debtor as Lessor and BellSouth Telecommunications, Inc. as Lessee, and the proceeds thereof; all as more fully described on Attachment A hereto.  This statement is not subject to taxes.		5A. Enter Code(s) From Back of Form That Best Describes The Collateral Covered By This Filing:  _____ _____ _____ _____ _____ _____ _____ _____
Check X if covered: <input type="checkbox"/> Products of Collateral are also covered. 6. 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 \$ _____ Mortgage tax due (15¢ per \$100.00 or fraction thereof) \$ _____  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)
Signature(s) of Debtor(s)  <b>Marjorie A. Biglin, Assistant Secretary</b>		Signature(s) of Secured Party(ies) (Required only if filed without debtor's Signature -- see Box 6) <b>HSBC Bank USA</b>  Signature(s) of Secured Party(ies) or Assignee

**Annex B: Equipment List**

**ATTACHMENT A**

**Site # 7: Birmingham Main**

Burnham Services Co. Lucent Technologies  
4951 Perimeter Way  
Bessemer, AL 35022-5315

**Remote Site Software Business Intelligence**

Model	Description	Qty	Price
E4532A	#018 BI software	1	\$53,029
E4261A	#763 Customer number	1	\$0
<b>TOTAL</b>			<b>\$53,029</b>

**SUS Business Intelligence**

Model	Description	Qty	Price
E4261A	#717 Software Update Service	1	\$7,200
E4261A	#763 Customer number	1	\$0
<b>TOTAL</b>			<b>\$7,200</b>

**Services**

Model	Description	Qty	Price
H5260A	Engineering Services, 99 Growth	1	\$1,888
H5260A	Engineering Services, Baseline	1	\$17,975
H5260A	Integration & Installation Services, 99 Growth	1	\$11,888
H5260A	Integration & Installation Services, Baseline	1	\$32,475
<b>TOTAL</b>			<b>\$64,226</b>
<b>SITE TOTAL</b>			<b>\$124,455</b>

**Site # 8: Birmingham Valley**

Burnham Services Co. Lucent Technologies  
4952 Perimeter Way  
Bessemer, AL 35022-5316

**Remote Site Software Business Intelligence**

Model	Description	Qty	Price
E4532A	#018 BI software	1	\$53,029
E4261A	#763 Customer number	1	\$0
<b>TOTAL</b>			<b>\$53,029</b>

**SUS Business Intelligence**

Model	Description	Qty	Price
E4261A	#717 Software Update Service	1	\$7,200
E4261A	#763 Customer number	1	\$0
<b>TOTAL</b>			<b>\$7,200</b>

**Services**

Model	Description	Qty	Price
H5260A	Engineering Services, 99 Growth	1	\$1,888
H5260A	Engineering Services, Baseline	1	\$17,975
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H5260A	Integration & Installation Services, Baseline	1	\$32,475
<b>TOTAL</b>			<b>\$64,226</b>
<b>SITE TOTAL</b>			<b>\$124,455</b>

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