

# 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: _____		THIS SPACE FOR USE OF FILING OFFICER Date, Time, Number & Filing Office
Pre-paid Acct. # _____ 2. Name and Address of Debtor (Last Name First if a Person) <b>BellSouth Telecommunications, Inc.</b> <b>675 West Peachtree Street, N.E.</b> <b>Atlanta, GA 30375</b>		<div style="writing-mode: vertical-rl; transform: rotate(180deg);">             Inst # 2000-10853               04/04/2000-10853              09:39 AM CERTIFIED              SHELBY COUNTY JUDGE OF PROBATE              16.00              002 CJ1           </div>
Social Security/Tax ID # _____ 2A. Name and Address of Debtor (IF ANY) (Last Name First if a Person)		
Social Security/Tax ID # _____ <input type="checkbox"/> Additional debtors on attached <b>NOTE</b>		
3. NAME AND ADDRESS OF SECURED PARTY (Last Name First if a Person) <b>Varilease Corporation</b> <b>8451 Boulder Court</b> <b>Walled Lake, MI 48390</b>		
Social Security/Tax ID # _____ <input type="checkbox"/> Additional secured parties on attached <b>NOTE</b>		FILED WITH: <b>Shelby</b>
4. ASSIGNEE OF SECURED PARTY (IF ANY) (Last Name First if a Person) <b>HSBC Bank USA</b> <b>452 Fifth Avenue</b> <b>New York, NY 10018</b>		

5. The Financing Statement Covers the Following Types (or Items) of Property:  
**HP Data Center Equipment leased by Lessor to Lessee under Equipment Schedule No. 34 dated March 1, 2000 to Master Lease Agreement No. PR-7809-F, which equipment is more fully described on Attachment A, insurance covering same and the proceeds of all of the foregoing. This filing is for information purposes only. This transaction is considered to be a true lease by both the Lessee and Lessor.**

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: ☐ 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)
- ☐ already subject to a security interest in another jurisdiction when it was brought into this state.
  - ☐ already subject to a security interest in another jurisdiction when debtor's location changed to this state.
  - ☐ which is proceeds of the original collateral described above in which a security interest is perfected.
  - ☐ acquired after a change of name, identity or corporate structure of debtor
  - ☐ as to which the filing has lapsed.

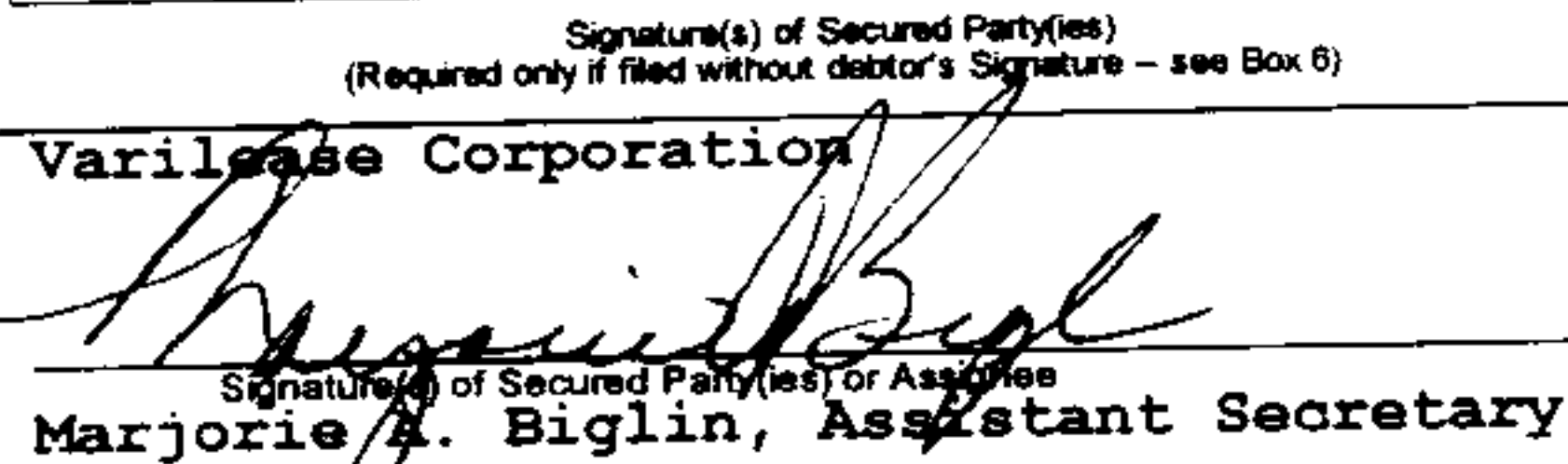
7. Complete only when filing with the Judge of Probate:  
 The initial indebtedness secured by this financing statement is \$ \_\_\_\_\_  
 Mortgage tax due (15¢ per \$100.00 or fraction thereof) \$ \_\_\_\_\_

8. ☐ 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)

**BellSouth Telecommunications, Inc.**

**Varilease Corporation**

Signature(s) of Debtor(s): 

Signature(s) of Secured Party(ies)  
 (Required only if filed without debtor's Signature — see Box 6)  
  
**Marjorie A. Biglin, Assistant Secretary**

**Equipment List: Certificate of Acceptance****MLA # PR-7809-F, Schedule No. 34****ATTACHMENT A****Location: DMC BI**

BellSouth Data Centre  
1877 Data Drive  
Birmingham, AL 35245

**Section: 001 Computer Central Server**

Model	Description	Qty	Serial Numbers
E4531A #004	BI Central Server	1	3941A96565
E4261A #763	Customer Number BI	1	n/a

**Section: 002 Computer App. Server**

Model	Description	Qty	Serial Numbers
E4531A #008	BI Applications Server	1	3942a966688
E4261A #763	Customer Number BI	1	n/a

**Location: Central BI**

BellSouth Data Centre  
1876 Data Drive  
Birmingham, AL 35244

**Section: 001 Computer Central Server**

Model	Description	Qty	Serial Numbers
E4531A #019	BI Database server	1	usr394013h
E4261A #763	Customer Number BI	1	n/a

Inst # 2000-10853

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SHELBY COUNTY JUDGE OF PROBATE  
002 CJ1 16.00

File: ColA34