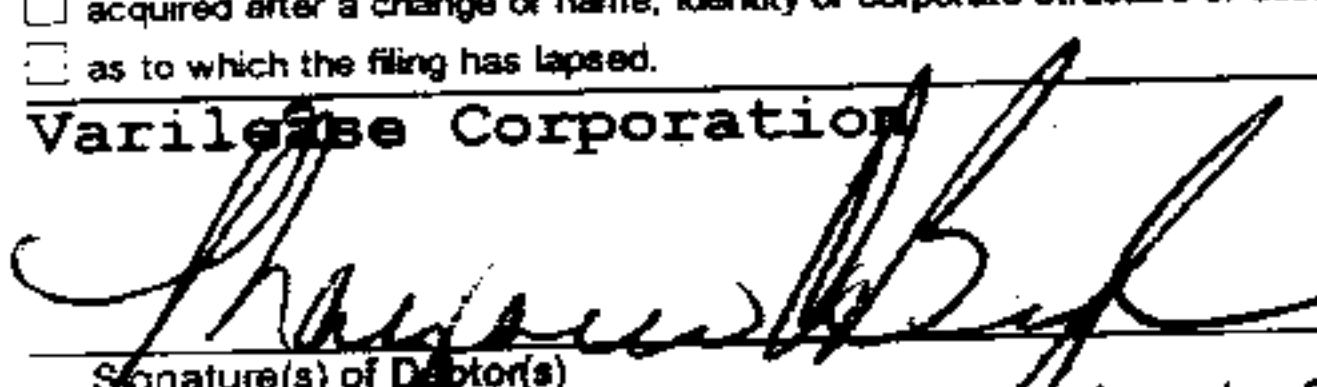



STATE OF ALABAMA — UNIFORM COMMERCIAL CODE — FINANCING STATEMENT FORM UCC-1 ALA.

<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) Varilease Corporation 8451 Boulder Court Walled Lake, MI 48390		<div style="writing-mode: vertical-rl; transform: rotate(180deg);"> Inst # 2000-10854 04/04/2000-10854 09:42 AM CERTIFIED SHELBY COUNTY JUDGE OF PROBATE 002 CJ1 16.00 </div>
Social Security/Tax ID # _____ 2A. Name and Address of Debtor (IF ANY) (Last Name First if a Person)		
Social Security/Tax ID # _____ 3. NAME AND ADDRESS OF SECURED PARTY (Last Name First if a Person) HSBC Bank USA 452 Fifth Avenue New York, NY 10018		
Social Security/Tax ID # _____ 4. ASSIGNEE OF SECURED PARTY (IF ANY) (Last Name First if a Person)		
<input type="checkbox"/> Additional debtors on attached XXXX		FILED WITH: Shelby
<input type="checkbox"/> Additional secured parties on attached XXXX		5A. Enter Code(s) From Back of Form That Best Describes The Collateral Covered By This Filing:
5. The Financing Statement Covers the Following Types (or Items) of Property: HP Data Center Equipment, insurance covering same, Equipment Schedule No. 34 dated March 1, 2000 to Master 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.		
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)  Marjorie A. Biglin, Assistant Secretary		Signature(s) of Secured Party(ies) (Required only if filed without debtor's Signature -- see Box 6) HSBC Bank USA  Signature(s) of Secured Party(ies) or Assignee

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 # 2000-10854

**04/04/2000-10854
09:42 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 CJ1 16.00**

File: ColA34