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

The Debtor is a transmitting utility	No. of Additional Sheets Presented:	This FINANCING STATEMENT is presented to a Filing Of filing pursuant to the Uniform Commercial Code.	ficer for	
as defined in ALA CODE 7-9-105(n) 1. Return copy of recorded original to:		THIS SPACE FOR USE OF FILING OFFICER		1
	_	Date, Time, Number & Filing Office		₹
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			0.9	6. T.E.
2. Name and Address of Debtor	(Last Name First if a Person)		ĕ	8 H 6 8
BellSouth Telecommunic 675 West Peachtree Str Atlanta, GA 30375	ations, Inc. eet, N.E.		31-000	0000-1 CERT JUDGE OF
			#	34/04/2 9:46 AM SHELBY COUNT
Social Security/Tax ID #	(Last Name First if a Person)		Inst	0.4 0.0 0.0 0.0 0.0 0.0 0.0 0.0 0.0 0.0
		CUED WITH Chalbar		
Social Security/Tax ID #	<u> </u>	FILED WITH: Shelby		•
Additional delitors on attached MCCE				- First it - Doctor
3. NAME AND ADDRESS OF SECURED PARTY (La	st Name First if a Person)	4. ASSIGNEE OF SECURED PARTY (IF ANY) HSBC Bank USA	(Last Nam	e First if a Person)
Varilease Corporation 8451 Boulder Court Walled Lake, MI 48390		452 Fifth Avenue New York, NY 10018		
Social Security/Tax ID #				
Additional secured parties on attached JOCK				
dated March 1, 2000 to equipment is more ful same and the proceeds information purposes lease by both the Les	ssor to Lessee under o Master Lease Agreem ly described on Attac of all of the forego only. This transactione and Lessor.	Equipment Schedule No. 36 ent No. PR-7809-F, which hment A , insurance covering ing. This filing is for on is considered to be a true	5A. Enter Code(s) Back of Form Best Describe Collateral Cove By This Filing	That s The ered
This statement is not	subject to taxes.			
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				<u> </u>
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				_
Check X if covered: Products of Collateral a	re also covered.	7. Complete only when filing with the Judge of Probate:	_ _	<u>.</u>
6. This statement is filed without the debtor's signat (check X if so)		The initial indebtedness secured by this financing statement is		
already subject to a security interest in another judice already subject to a security interest in another judice to this state. which is proceeds of the original collateral description.	risdiction when debtor's location changed	8. This financing statement covers timber to be cut, crops, or fundexed in the real estate mortgage records (Describe real estate mortgage record owner in Box 5) an interest of record, give name of record owner in Box 5)	xtures and is to be tate and if debtor	cross does not have
perfected. acquired after a change of name, identity or corp		Signature(s) of Secured Party(ies) (Required only if filed without debtor's Signature	see Box 6)	
as to which the filing has lapsed.		Varilease Corporation		. <u></u>
BellSouth Telecommunic	carions, Inc.	Shara Ship		
Signature(s) of Debtor(s)	7	Signature(s) of Secured Party(les) of Assignee Marjorie A. Biglin, Assistan	t Secret	ary (

Annex B: Equipment List

Site # 13: Central BI

ATTACHMENT A

BellSouth Data Centre 1876 Data Drive

Birmingham, AL 35244

Services

H5260A Engineering Services (includes \$150K for studies), Baselin	1 1	\$425,500
H5260A Engineering Services (includes trook to station), 244-244 H6586A #100 Integration & Installation Services, Baseline	1	\$11,000
SITE TOTA	L	\$436,500

Site # 14: DMC BI

BellSouth Data Centre 1877 Data Drive Birmingham, AL 35245

Application Software BI

The property of the property o	32	
	1	\$733,950
E4531A #018 BI Software E4261A #763 customer number Business Intelligence	1	\$0
E4261A #763 Customer number business intolligation	SITE TOTAL	\$733,950

Site # 15: Central Software

BellSouth Data Centre 1876 Data Drive Birmingham, AL 35244

Application Software Bl

	117.0	2010
E4531A #018 BI Software E4261A #763 customer number Business Intelligence		\$839,620
		\$0
		\$839,620

SUS BI

E4261A #717 Software Update Service	1	\$114,000
E4261A #717 Sultware Option Control E4261A #763 customer number Business Intelligence	1_	\$ 0
SITE TO	DTAL	\$114,000

Inst # 2000-10860

04/04/2000-10860 09:46 AM CERTIFIED SHELBY COUNTY JUDGE OF PROBATE