

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. #			<div style="text-align: center;">Inst. # 2000-21479</div> <div style="text-align: center;">06/28/2000-21479</div> <div style="text-align: center;">08:23 AM CERTIFIED</div> <div style="text-align: center;">SHELBY COUNTY JUDGE OF PROBATE</div> <div style="text-align: center;">002 MMS 16.00</div>	
2. Name and Address of Debtor (Last Name First if a Person)				
CRA, Inc. 11011 North 23rd Avenue Phoenix, AZ 85029-4807				
Social Security/Tax ID #				
2A. Name and Address of Debtor (IF ANY) (Last Name First if a Person)		FILED WITH: Shelby		
<input type="checkbox"/> Additional debtors on attached KCC				
3. NAME AND ADDRESS OF SECURED PARTY (Last Name First if a Person)		4. ASSIGNEE OF SECURED PARTY (IF ANY) (Last Name First if a Person)		
HSBC Bank USA 452 Fifth Avenue New York, NY 10018				
Social Security/Tax ID #				
<input type="checkbox"/> Additional secured parties on attached KCC				
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 PR-7809-F dated July 1, 1994 between Debtor as Lessor (by assignment from Varilease Corporation) and BellSouth Telecommunications, Inc. as Lessee, and the proceeds thereof; all as more fully described on Attachment A hereto.				
5A. Enter Code(s) From Back of Form That Best Describes The Collateral Covered By This Filing: _____ _____ _____ _____ _____ _____ _____ _____ _____ _____				
<i>this filing is for information purposes only.</i>				
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 \$ <u>0</u> 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)		Signature(s) of Secured Party(ies) (Required only if filed without debtor's Signature — see Box 6)		
CRA, Inc.		HSBC Bank USA		

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

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File: ColA34