

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="display: inline-block; transform: rotate(-90deg); transform-origin: center;">Inst # 2001-24658</div> <div style="display: inline-block; transform: rotate(-90deg); transform-origin: center;">06/15/2001-24658</div> <div style="display: inline-block; transform: rotate(-90deg); transform-origin: center;">11:21 AM CERTIFIED</div> <div style="display: inline-block; transform: rotate(-90deg); transform-origin: center;">SHELBY COUNTY JUDGE OF PROBATE</div>		
2. Name and Address of Debtor CRA, Inc. 11011 North 23rd Avenue Phoenix, AZ 85029-4807		(Last Name First if a Person)			
Social Security/Tax ID # _____					
2A. Name and Address of Debtor _____		(Last Name First if a Person)			
Social Security/Tax ID # _____			FILED WITH: Shelby		
<input type="checkbox"/> Additional debtors on attached XXXX					
3. NAME AND ADDRESS OF SECURED PARTY (Last Name First if a Person) HSBC Bank USA 452 Fifth Avenue New York, NY 10018			4. ASSIGNEE OF SECURED PARTY (IF ANY) (Last Name First if a Person)		
Social Security/Tax ID # _____					
<input type="checkbox"/> Additional secured parties on attached XXXX					
5. The Financing Statement Covers the Following Types (or Items) of Property: HP Equipment, Insurance covering same, Equipment Schedule No. 37 dated February 14, 2001 between Debtor as Lessor (by assignment from Varilease Technology Group, Inc.) and BellSouth Telecommunications, Inc. as Lessee incorporating by reference the terms and conditions of Master Agreement PR-7809-F dated July 1, 1994 by and between Varilease Corporation as Lessor 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: _____ _____ _____ _____ _____ _____ _____ _____ _____ _____					
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) \$ <u>0</u>		
CRA, Inc.			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) HSBC Bank USA _____ Signature(s) of Secured Party(ies) or Assignee		

40256263

ATTACHMENT A
TO UCC-1
TO SCHEDULE NO. 37 DATED 2/14/2001 BETWEEN
VARILEASE TECHNOLOGY GROUP, INC. AS LESSOR AND
BELLSOUTH TELECOMMUNICATIONS, INC. AS LESSEE

Equipment List

<u>Item</u>	<u>Model Description</u>	<u>Product #</u>	<u>Verified Serial Number</u>
101	Dual CPU V2600	A5826A	A56302001786
101	Dual CPU V2600	A5826A	A56302001398
101	Dual CPU V2600	A5826A	A56302001352
101	Dual CPU V2600	A5826A	A56302001387
101	Dual CPU V2600	A5826A	A56302002523
101	Dual CPU V2600	A5826A	A56302001351
101	Dual CPU V2600	A5826A	A56302001840
101	Dual CPU V2600	A5826A	A56302001335
101	Dual CPU V2600	A5826A	A56302001406
101	Dual CPU V2600	A5826A	A56302001935
101	Dual CPU V2600	A5826A	A56302001349
101	Dual CPU V2600	A5826A	A56302001661
101	Dual CPU V2600	A5826A	A56302001374
101	Dual CPU V2600	A5826A	A56302001450
104	2 GB Memory*	A5082A	A56F00213241, A56F00212838
104	2 GB Memory*	A5082A	A56F00212791, A56F00212920
104	2 GB Memory*	A5082A	A56F00204869, A56F00203651
104	2 GB Memory*	A5082A	A56F00210408, A56F00213317

* 2 GB Memory (8) 256 MB Dimms

Summary:

14 ea. of Item 101 @ \$42,840 ea.	= \$599,760
4 ea. of Item 104 @ \$6,120 ea.	= <u>58,752</u>
Subtotal	= \$658,512
Less trade-in of 8 ea. V2500's	- <u>192,000</u>
Net Purchase Value	= \$466,512

Uninstalled, Returned Equipment Not Listed: Note that the following items were received but were not needed. Therefore the following items were not installed and were returned for full credit and are not included in this certificate of acceptance:

- 6 ea. of Item 103, Memory Controller Boards
- 2 ea. of Item 104, 2 GB Memory

Inst # 2001-24658
 06/15/2001-24658
 11:21 AM CERTIFIED
 SHELBY COUNTY JUDGE OF PROBATE
 16.00
 002 NB