

123858

BOOK 153 PAGE 765

UNIFORM COMMERCIAL CODE
FINANCING STATEMENT - FORM UCC-1

THIS FINANCING STATEMENT IS PRESENTED TO A FILING OFFICER FOR FILING PURSUANT TO THE UNIFORM COMMERCIAL CODE.

Debtor's Name and Address: WORLDCOM NETWORK SERVICES, INC. f/k/a WILTEL, INC. f/k/a WTG-WEST, INC. f/k/a WILLIAMS TELECOMMUNICATIONS COMPANY, as Lessee
One Williams Center
Tulsa, Oklahoma 74172
FEIN: 36-3305625

Secured Party's Name and Address: WILMINGTON TRUST COMPANY and WILLIAM J. WADE, not in their individual capacity but solely as Owner Trustees, as Lessor
Rodney Square North
Wilmington, Delaware 19890
FEIN: 51-6165518
S.S.NO.: 132-36-2556

This financing statement covers the following types (or items) of property: See Schedule 1

Assignee of Secured Party and Address:

Filed with Skamania County, Washington, in real estate records as fixture filing
For Filing Officer (Date, Time, Number and Filing Office):

Check box if covered: Proceeds of Collateral are also covered. Products of Collateral are also covered.

"Debtor"

"Secured Party"

WORLDCOM NETWORK SERVICES, INC.
f/k/a WILTEL, INC. f/k/a
WTG-WEST, INC. f/k/a WILLIAMS
TELECOMMUNICATIONS COMPANY, as Lessee

WILMINGTON TRUST COMPANY and
WILLIAM J. WADE, not in their
individual capacity but solely as Owner
Trustees, as Lessor

By: *[Signature]*
GARY V. GRANT VICE PRESIDENT

By: *[Signature]*
WILLIAM J. WADE

By: *[Signature]*
EDWARD TRUITT

FILED FOR RECORD
SKAMANIA CO. WASH
BY CSC Networks

NOV 21 10 34 AM '95
[Signature]
AUDITOR
GARY M. OLSON

750-3317

By State
Address, City
Date
Filed

Schedule I to UCC-1 Financing Statement

Between

WILLIAMS TELECOMMUNICATIONS COMPANY, a Delaware corporation, as transferor and as Lessee under the Lease agreement, dated as of April 16, 1987 (the "Lease Agreement"), relating to the Facility (as hereinafter defined) leased by Wilmington Trust Company and William J. Wade, Owner Trustee, as transferee and Lessor, to Williams Telecommunications Company, as Lessee; One Williams Center, Tulsa, Oklahoma 74172, Attention: Treasurer.

And

WILMINGTON TRUST COMPANY, a Delaware banking corporation, as Owner Trustee, and WILLIAM J. WADE, as cotrustee, not in their individual capacities, as Lessor under the Lease Agreement, relating to the Facility leased by Wilmington Trust Company and William J. Wade, as Lessor, to Williams Telecommunications Company, as Lessee; Rodney Square North, Wilmington, Delaware 19890, Attention: Corporate Trust Administration.

This financing statement covers the following types or items of property:

All estates, right, title and interest of Williams Telecommunications Company in and to the following:

- (i) the entire digital microwave telecommunications system comprising approximately 841 route miles starting at a point in Evanston, Wyoming and ending in Portland, Oregon, and running through the States of Wyoming, Utah, Idaho, Oregon and Washington. The Facility is comprised of 33 microwave station sites. The Facility begins inside a concrete block building located in the NE 1/4 of Section 32, T15N, R120W, Uinta County, Wyoming, at the DSX cross connect panel interconnecting the microwave system with an existing fiber optic system and ends inside leased premises in the ODS Plaza Building, 315 S. W. Fifth Avenue, Portland, Oregon. The Facility is installed at 33 station sites and includes the following: (i) the towers, antennas, fencing and equipment enclosures (except space in ODS Plaza Building in Portland, Oregon and in the Forest Service Building located in the NW/4 Sec. 23, T11S, R40E, Baker County, Oregon) and the concrete foundations to which such structures are attached, (ii) all waveguide transmission lines, (iii) electrical power facilities, including electrical distribution panels, lighting, wiring and other related apparatus attached to or within the Facility (excluding any meters owned by other Persons), (iv) heating, ventilating and air

conditioning equipment, (v) the microwave radio equipment (manufactured by NEC) and the equipment enclosures containing the Electronics together with the concrete foundations to which the structures are attached, (vi) auxiliary generators, batteries, battery-charging equipment, telephone equipment and other similar related equipment used on the Closing Date by Lessee on the sites, and (vii) any other property, the title to which vests in Lessor pursuant to the terms of the Lease, except any auxiliary generators, batteries, battery-charging equipment, telephone equipment and other related equipment located in and the concrete building located in the NEM Sec. 32, T15N, R120W, Uinta County, Wyoming and except those two site built buildings located at the Mt. Fanny site in the NE/4 Sec. 7, T85, R41S, Union County, Oregon, and at the Chinks Peak site in Sec. 4, T7S, R33E, Bannock County, Idaho.

- (ii) a limited, nonexclusive easement or sublease, as appropriate, and right of way and lien or security interest (the "Easement") for ingress and egress to and from, under, over, upon and across the Right of Way, as more fully described on the attached Schedule A, as is or may be necessary at any time to enable either Lessor or its agents to locate the Facility on the Right of Way and all right, title and interest of the Lessee in, to, under and with respect thereto, to have full and free access to the Facility, to operate, repair and maintain the Facility, to make improvements, modifications and additions to the Facility and to remove or relocate the Facility from the Right of Way.

BOOK 153 PAGE 768

Schedule A to Schedule I
to Financing Statement

Right of Way described on the attached pages

Unofficial
Copy

ASSIGNMENT LIST
SKAMANIA COUNTY, STATE OF WASHINGTON

BOOK 153 PAGE 769

<u>Site Name</u>	<u>Grantor</u>	<u>Document Type</u>	<u>Document Date</u>	<u>Recording</u>
THREE CORNER ROCK	Longview Fibre Company	Easement (Buried UC Power Cable)	July 28, 1986	Bk 102, Pg 777
The East Half of the Southeast Quarter (E/2 SE/4) of Section 33, Township 3 North, Range 6 East, and the West Half of the West Half (W/2 W/2) of Section 3, Township 2 North, Range 6 East of Willamette Meridian, Skamania County, Washington.				
	Cavenham Forest Industries, Inc.	Easement	June 30, 1986	Bk 102, Pg 481
The East Half (E/2) of Section 4, Township 2 North, Range 6 East of Willamette Meridian, Skamania County, Washington.				
LITTLE BALDY	Broughton Lumber Company	Underground Cable Easement	August 20, 1986	Bk 103, Pg 334
Northwest Quarter (NW/4) of Section 1, Township 3 North, Range 9 East; North Half of the Southwest Quarter (N/2 SW/4); Southeast Quarter of the Northwest Quarter (SE/4 NW/4) of Section 36; and the Southeast Quarter (SE/4) of Section 25, all Township 4 North, Range 9 East, Skamania County, Washington.				

<u>Site Name</u>	<u>Grantor</u>	<u>Legal</u>	<u>Document Type</u>	<u>Document Date</u>	<u>Recording</u>
Three Corner Rock	State of Washington (DNR)	That portion of the East Half (E/2) of Section 22, Township 3 North, Range 6 East, W.M., Skamania County, State of Washington	Easement	5-28-86	Indexed in State records
Little Baldy	State of Washington (DNR)	That portion of the West Half (W/2) of Section 25, Township 4 North, Range 9 East, W.M., Skamania County, State of Washington	Easement	5-28-86	Indexed in State records

RECORDER'S NOTE: PORTIONS OF
THIS DOCUMENT POOR QUALITY
FOR FILMING