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BOOK 203 PAGE 753

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Oct 24 12 14 PM '00

P. Laury
AUDITOR
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17 South High Street
Columbus, OH 43215

UCC 5 CHANGE FORM (County Auditor)

Indicate information required by the Washington State Auditor's Records Office (RCW 18.18 and RCW 18.04) 1/97.

Reference # (If applicable): _____

Debtor(s) (Assignor): (1) _____ (2) _____ Addl. on pg. _____

Secured Party(ies) (Assignee): (1) _____ (2) _____

Addl. on pg. _____ Legal Description (abbreviated): _____

Addl. legal is on pg. _____ Assessor's Property Tax Parcel/Account # _____

1. Debtor(s) (last name first, and mailing address(es))

WORLDCOM NETWORK SERVICES, INC. f/k/a
WILTEL, INC. f/k/a WIG-WEST, INC. f/k/a
WILLIAMS TELECOMMUNICATIONS COMPANY, as Lessee
One Williams Center
Tulsa, Oklahoma 74172
FEIN: 36-3305635

2. Secured Party(ies) and address(es):

WILMINGTON TRUST COMPANY and WILLIAM J. WADE,
not in their individual capacity but solely
as Owner Trustees, as Lessor
Rodney Square North, 1100 North Market Street
Wilmington, Delaware 19890
FEIN: 51-6165518
S.S.NO.: 132-36-2556

3. Assignee(s) of Secured Party(ies) and address(es):

4. This statement refers to original UCC-2 number 123858 Book 153 Page 765 Dated 11-21-95
5. ☒ Number of additional sheets attached: 4
6. ☒ CONTINUATION. The original UCC-2 between the foregoing Debtor(s) and Secured Party(ies) bearing auditors receiving number shown above is still effective.

☐ FULL ASSIGNMENT. All of the Secured Party's rights under the UCC-2 bearing auditors receiving number shown above have been assigned to the Assignee(s) whose NAME(S) AND ADDRESS(ES) APPEAR ABOVE.

☐ PARTIAL ASSIGNMENT. The Secured Party's rights under the UCC-2 bearing auditors receiving number shown above to the property DESCRIBED BELOW have been assigned to the Assignee(s) whose NAME(S) AND ADDRESS(ES) APPEAR ABOVE.

☐ AMENDMENT. UCC-2 bearing auditors receiving number shown above is amended AS SET FORTH BELOW.

☐ PARTIAL RELEASE. Secured Party(ies) releases the collateral DESCRIBED BELOW from the UCC-2 bearing auditors receiving number shown above.



UCC 5 Change Form (County Auditor)
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14-3391535-50

BOOK 203 PAGE 754

☐ **TERMINATION.** Secured Party(ies) no longer claims a security interest under the UCC-2 bearing auditors receiving number shown above.

DESCRIPTION:

See Schedule I.

7. DATED:

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

TYPE NAME(S) OF DEBTOR(S) (or assignor(s))

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

**TYPE NAME(S) OF SECURED PARTY(IES)
(or assignee(s))**

**SIGNATURE(S) OF DEBTOR(S) (or assignor(s))
(Required if amendment)**

SIGNATURE OF SECURED PARTY(IES) (or assignee(s))

Michael J. Wade

BOOK 203 PAGE 755

BOOK 153 PAGE 766

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 341 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

BOOK 203 PAGE 756

BOOK 153 PAGE 767

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, T8S, 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 203 PAGE 757

BOOK 153 PAGE 768

Schedule A to Schedule I
to Financing Statement

Right of Way described on the attached pages

ASSOCIATED LULU
SKAMANIA COUNTY, STATE OF WASHINGTON

BOOK 203 PAGE 758
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 Lumber Company	Easement (Buried W. Power Cable)	July 28, 1986	HK 102, Pg. 222	
The East Half of the Southeast Quarter (SE/4 SW/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.					
The East Half (E/2) of Section 4, Township 2 North, Range 6 East of Willamette Meridian, Skamania County, Washington.					
LITTLE RALLY	Mountain Lumber Company	Easement Underground Cable Easement	June 30, 1986 August 20, 1986	HK 102, Pg. 401 HK 103, Pg. 336	
Northeast Quarter (NE/4) of Section 3, Township 3 North, Range 9 East, North Half of the Southeast Quarter (NE/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 Rally	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