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Debtor

Secured Party

d/b/a Nevada Cable Company Halcyon Communications Partners 4823 South Sheridan Suite 312 Tulsa, OK 74145 State Street Bank and Trust Company 225 Franklin Street Boston, MA 02110

All of the tangible and intangible personal property and fixtures of the Debtor, including without limitation the property described below, whether now owned or existing or hereafter acquired or arising, together with any and all additions thereto and replacements and proceeds thereof (hereinafter referred to collectively as the "Collateral"):

- (a) all of the Debtor's tangible personal property, including, without limitation, all present and future goods, inventory, equipment, merchandise, furniture, fixtures, office supplies, motor vehicles, machinery, amplifiers, transmitters, converters, cables, antennae, earth stations, connections, towers, cameras and associated equipment, now owned or hereafter acquired, including, without limitation, the tangible personal property used in the operation of the CATV Systems owned by the Debtor and any other cable television systems hereafter owned or acquired by the Debtor.
- (b) to the extent that such rights are assignable, the Debtor's rights under all present and future authorizations, permits, licenses and franchises issued, granted or licensed to the Debtor for the construction, installation or operation of cable television systems;
- (c) to the extent that such rights are assignable, all of the Debtor's rights under all present and future pole attachment contracts, pole lease agreements and underground conduit agreements, and all construction, engineering and pay television contracts, network affiliation, syndicated film and feature agreements, trade or barter agreements, commitments or undertakings, advertising contracts and other similar agreements or licenses for programming or advertising services;
 - (d) all of the Debtor's rights under all present and future leases of property;
- (e) all of the Debtor's other personal property, including, without limitation, all present and future accounts, accounts receivable, general intangibles, instruments, documents insurance proceeds and chattel paper, all present and future intellectual property rights of the Debtor, including without limitation, all trademark rights, all copyright rights, all patent rights, all trade secrets, all know-how, and all causes of action arising under all such intellectual property rights and all debts, obligations and liabilities in whatever form owing to the Debtor from any person, firm or corporation or any other legal entity, whether now existing or hereafter arising, now or hereafter received by or belonging or owing to the Debtor, and all guaranties and security therefor.

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This financing statement covers the described property of Debtor wherever located together with any and all additions thereto and replacements, products and proceeds thereof, including without limitation all property now affixed or to be affixed in the future to any premises of the Debtor or premises leased by the Debtor including without limitation any and all property now affixed or to be affixed to any real estate that may be described in this Financing Statement.

When recorded return to:

Therese Kilmartin Palmer & Dodge One Beacon Street Boston, MA 02108

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EXHIBIT #B

GENERAL:

Eureka Headend Site

LEGAL:

Portion of Lot 2, Block 89, Township of Eureka, County of Eureka, Nevada, more particularly described as:

Beginning 49.5 feet from the Southeast corner, thence 100 feet West; thence 25 feet North; thence 100 feet East, thence 25 feet South to the point of beginning.

PARCEL # 1-051-01

LEGAL OWNER: WILLIAM J. MARTIN

0115v

ASSESSED OWNER: WILLIAM J. MARTIN

OWNER OF RECORD AS OF MARCH 31, 1993

Warney Lamel

GARNEY DAMELE DEPUTY ASSESSOR

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