

1. DEBTOR (IF ANY) LEGAL BUSINESS NAME: d/b/a Nevada Cable Company (INDIVIDUAL LAST NAME FIRST): Halcyon Communications Partners		1A. [REDACTED]	
1B. MAILING ADDRESS 4823 South Sheridan, Suite 312		1C. CITY, STATE Tulsa, OK	1D. ZIP CODE 74145
1E. RESIDENCE ADDRESS N/A		1F. CITY, STATE	1G. ZIP CODE
2. ADDITIONAL DEBTOR (IF ANY) LEGAL BUSINESS NAME: N/A (INDIVIDUAL LAST NAME FIRST): N/A		2A. [REDACTED]	
2B. MAILING ADDRESS		2C. CITY, STATE	2D. ZIP CODE
2E. RESIDENCE ADDRESS		2F. CITY, STATE	2G. ZIP CODE
3. <input type="checkbox"/> ADDITIONAL DEBTOR(S) ON ATTACHED SHEET			
4. SECURED PARTY NAME: State Street Bank and Trust Company MAILING ADDRESS: 225 Franklin Street CITY: Boston STATE: MA ZIP CODE: 02110		4A. 041867445	
5. ASSIGNEE OF SECURED PARTY (IF ANY) NAME: MAILING ADDRESS: CITY: STATE: ZIP CODE:		5A. [REDACTED]	
<p>6. This FINANCING STATEMENT covers the following types or items of property (if crops or timber, include description of real property on which growing or to be growing and name of record owner of such real estate; if fixtures, include description of real property to which affixed or to be affixed and name of record owner of such real estate; if oil, gas or minerals, include description of real property from which to be extracted):</p> <p>All goods, inventory, equipment, fixtures, accounts, accounts receivables, contract rights, general intangibles, documents, instruments, and chattel paper of the Debtor now owned or hereafter acquired or arising, as more particularly described in Exhibit A attached hereto and incorporated herein by reference. Collateral may be affixed to the property described in Exhibit B attached hereto and incorporated herein by reference. This is a fixture filing to be included in Eureka County, Nevada.</p>			
6A. _____ SIGNATURE OF RECORD OWNER		6C. \$ _____ MAXIMUM AMOUNT OF INDEBTEDNESS (IF NO SPECIFIC AMOUNT IS STATED, SET FILING DATE AND TIME, CONTINUOUS)	
6B. _____ (TYPE) RECORD OWNER OF REAL PROPERTY			
<p>7. Check <input checked="" type="checkbox"/> if Applicable:</p> <p>A. <input type="checkbox"/> Proceeds of collateral are also covered</p> <p>B. <input type="checkbox"/> Products of collateral are also covered</p> <p>C. <input type="checkbox"/> Proceeds of above described original collateral in which a security interest was perfected</p> <p>D. <input type="checkbox"/> Collateral was brought into this State subject to security interest in another jurisdiction</p>			
<p>8. Check <input checked="" type="checkbox"/> if Applicable:</p> <p><input type="checkbox"/> Debtor is a transmitting utility, in accordance with NRS 704.205 and NRS 704.206</p>			
9. By: <u>[Signature]</u> (Date) _____ 1993		11. This Space for Use of Filing Officer: (Date, Time, File Number and Filing Office)	
By: <u>[Signature]</u> Halcyon Communications Partners by Halcyon Communications Partners		UCC FILE NO.	
By: <u>[Signature]</u> State Street Bank and Trust Company		FILED THIS 8TH DAY OF APRIL 1993 AT 58 NINS. PAST 11A.M., RECORDS OF EUREKA COUNTY, NV.	
		911771	
		EUREKA COUNTY RECORDER	
10. Return Copy to NAME: Ingeese Kilmartin, Legal Assistant ADDRESS: Palmer & Dodge CITY, STATE: Boston, MA 02108		145147	
(1) FILING OFFICER COPY - ALPHABETICAL		BOOK 246 PAGE 467	

THIS SPACE FOR USE OF FILING OFFICER

2/16/96 Assignment Date 242 page 340

EXHIBIT A

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.

BOOK 246 Page 4:7 H

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

Book 246 Page 467B

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

*Garney Damele*

GARNEY DAMELE  
DEPUTY ASSESSOR

*Book 246 Page 467C*