

This FINANCING STATEMENT is presented for filing pursuant to the Nevada Uniform Commercial Code

1. DEBTOR (LEGAL BUSINESS NAME OR INDIVIDUAL LAST NAME FIRST) Halcyon Communications, Inc. d/b/a Nevada Cable Company		1A
1B MAILING ADDRESS 4023 South Sheridan, Suite 312	1C CITY, STATE Tulsa, OK	1D ZIP CODE 74145
1E RESIDENCE ADDRESS N/A	1F CITY, STATE N/A	1G ZIP CODE
2. ADDITIONAL DEBTOR (LEGAL BUSINESS NAME OR INDIVIDUAL LAST NAME FIRST) N/A		2A
2B MAILING ADDRESS	2C CITY, STATE	2D ZIP CODE
2E RESIDENCE ADDRESS	2F CITY, STATE	2G ZIP CODE

3. 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 041067445
5. ASSIGNEE OF SECURED PARTY (IF ANY) NAME: MAILING ADDRESS: CITY: STATE: ZIP CODE:		5A

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 in 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):

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.

6A. _____ SIGNATURE OF RECORD OWNER

6B. _____ (TYPE RECORD OWNER OF REAL PROPERTY)

6C. \$ _____ MAXIMUM AMOUNT OF UNDETERMINED TO BE SECURED AT ANY ONE TIME (OPTIONAL)

Check <input checked="" type="checkbox"/> if Applicable	A <input type="checkbox"/> Proceeds of collateral are also covered	B <input type="checkbox"/> Products of collateral are also covered	C <input type="checkbox"/> Proceeds of above described original collateral which a security interest was perfected (interest in proceeds not covered)	D <input type="checkbox"/> Collateral was brought into this State subject to security interest in another jurisdiction (interest in collateral not covered)
B. Check <input checked="" type="checkbox"/> if Applicable	<input type="checkbox"/> DEBTOR IS A "TRANSMITTING UTILITY" IN ACCORDANCE WITH NRS 704.205 AND NRS 104.943			

9. (Date) April 1, 1993

By: [Signature] (TITLE)
Halcyon Communications Partners, by Halcyon Communications, Inc.

By: [Signature] (TITLE)
Vice President
State Street Bank and Trust Company

11. This Space for Use of Filing Officer (Date, Time, File Number and Filing Office)

FILED THIS 27TH DAY OF APRIL, 1993 AT 11:00 AM. RECORDS OF EUREKA COUNTY, NV.

[Signature]
EUREKA COUNTY RECORDER

10. Return Copy to

NAME: Therese Kilmartin, Legal Assistant
ADDRESS: Palmer & Dodge, One Beacon Street
CITY, STATE AND ZIP: Boston, MA 02108

145308

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THIS SPACE FOR USE OF FILING OFFICER

EXHIBIT A

Debtor

Halcyon Communications Partners
d/b/a Nevada Cable Company
4823 South Sheridan
Suite 312
Tulsa, OK 74145

Secured Party

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 1, 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

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