

✓ *BRADLEE & WYANE
John D. Bradley
1700 Republic Bank Bldg
Dallas, Texas
75201*

NON-CONFORMING UCC FINANCING STATEMENT

DEBTOR:

SIERRA BROADCASTING INC.
5339 Alpha Road, Suite 213
Dallas, Texas 75240

SECURED PARTY:

REPUBLICBANK DALLAS, NATIONAL
ASSOCIATION
Pacific and Ervay Streets
Dallas, Texas 75201

This Financing Statement is presented to a Filing Officer for filing pursuant to the Uniform Commercial Code.

This Financing Statement covers the following types (or items) of property (hereinafter collectively called "collateral"):

(a) The following described property of Debtor whether now existing or owned or hereafter acquired or arising and wherever located: all of Debtor's accounts, accounts receivable, contract rights, chattel paper, documents, goods, instruments, inventory, equipment, machinery, money, general intangibles including but not limited to all rights of indemnity granted pursuant to the Stock Purchase Agreement, dated August 5, 1983 by and between Pacific Communications Inc. and Sierra Broadcasting Inc., fixtures, furniture, motor vehicles, aircraft, rolling stock, licenses, consents, permits, variances, certifications and approvals of governmental agencies, shares of stock and other securities, and all other tangible and intangible property of Debtor, whether real or personal, of every nature and description. (b) All substitutes and replacements for, accessions, attachments and other additions to, tools, parts and equipment used in connection with, and all proceeds, products and increases of, the collateral (including all income and benefits resulting from any of the above, such as dividends payable or distributable in cash, property or stock; interest, premium and principal payments; redemption proceeds and subscription rights; and shares or other proceeds of conversions or splits of any securities in collateral), and returned or repossessed collateral, any of which, if received by Debtor, shall be delivered immediately to Secured Party. (c) All deposit accounts of Debtor, margin accounts maintained by Debtor with brokers, dealers, and all other persons or entities relating to commodities and/or securities, and any other claim of Debtor against Secured Party, now or hereafter existing, liquidated or unliquidated, and all money, securities, capital stock or other interests in property or an enterprise of a firm, trust, corporation, association, partnership, joint venture or other entity, credits, claims, demand, income, and any other property, rights and interests of Debtor and the proceeds of any thereof. (d) All policies of insurance covering any collateral and proceeds thereof. (e) All security for the payment of any of the collateral, and all goods which have given or will give rise to any of the collateral or are evidenced, identified or represented therein or thereby. (f) All property similar to the above hereafter acquired by Debtor.

CHECK ONLY IF APPLICABLE:

- This financing statement to be filed for record in the real estate records.
- The above-described collateral includes, without limitation, all goods that are or are to become fixtures on the real property described on Exhibit "A" attached hereto.

DEBTOR:

SIERRA BROADCASTING, INC.

By *James L. Johnson*
Title: *Pres*
James L. Johnson

SECURED PARTY:

REPUBLICBANK DALLAS, NATIONAL
ASSOCIATION

By *Brian S. Coan*
Title: *Branching Officer*
Brian S. Coan

REQUESTED BY *Coan*
Bradley & Wyane
IN OFFICIAL RECORDS OF
HUNGAR'S CO. NEVADA
6.50 per
1983 DEC -8 AM 11:36

SUZANNE BEAUDREAU
RECORDER

John D. Bradley
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