

UNIFORM COMMERCIAL CODE - FINANCING STATEMENT - FORM UCC-1

INSTRUCTIONS

- 1 PLEASE TYPE this form. Fold only along perforation for mailing.
- 2 Remove Secured Party and Debtor copies and send other 3 copies with interleaved carbon paper to the filing officer. Enclose filing fee.
- 3 If the space provided for any item(s) on the form is inadequate the item(s) should be continued on additional sheets, preferably 5" x 8" or 8" x 10". Only one copy of such additional sheets need be presented to the filing officer with a set of three copies of the financing statement. Long schedules of collateral, indentures, etc., may be on any size paper that is convenient for the secured party. Indicate the number of additional sheets attached.
- 4 If collateral is crops or goods which are or are to become fixtures, describe generally the real estate and give name of record owner.
- 5 When a copy of the security agreement is used as a financing statement, it is requested that it be accompanied by a completed but unsigned set of these forms, without extra fee.
- 6 At the time of original filing, filing officer should return third copy as an acknowledgement. At a later time, secured party may date and sign Termination Legend and use third copy as a Termination Statement.

This FINANCING STATEMENT is presented to a filing officer for filing pursuant to the Uniform Commercial Code:

3. Maturity date (if any):

1. Debtor(s) (Last Name First) and address(es)
 Matanuska Valley Cablevision,
 Inc. d/b/a Northern Sights
 299 Elk Point
 Zephyr Cove, NV 89448
 EIN: ✓ 88-0223789

2. Secured Party(ies) and address(es)
 First Union National Bank of
 North Carolina
 First Union Plaza
 Tower, 10th Floor
 Charlotte, NC 28288

For Filing Officer (Date, Time, Number, and Filing Office)

06546

4. This financing statement covers the following types (or items) of property:

See list of property on attached Schedule 1

5. Assignee(s) of Secured Party and Address(es)

160160

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This statement is filed without the debtor's signature to perfect a security interest in collateral. (check if so)
 already subject to a security interest in another jurisdiction when it was brought into this state.
 which is proceeds of the original collateral described above in which a security interest was perfected:

Filed with:
~~Nevada Secretary of State~~
 Douglas County, Nevada

Check if covered: Proceeds of Collateral are also covered. Products of Collateral are also covered. No. of additional Sheets presented: 1

MATANUSKA VALLEY CABLEVISION, INC.

FIRST UNION NATIONAL BANK OF NORTH CAROLINA

By: *Will R. Jones* President
 Signature(s) of Debtor(s) Title

By: _____
 Signature(s) of Secured Party(ies) Title

(1) Filing Officer Copy-Alphabetical

STANDARD FORM - FORM UCC-1.

(For Use In Most States)



Debtor:
Matanuska Valley Cablevision, Inc.
d/b/a Northern Sights
299 Elk Point
Zephyr Cove, NV 89448

Secured Party:
First Union National Bank of North Carolina
First Union Plaza
Tower, 10th Floor
Charlotte, NC 28288

This financing statement covers the following types of property:

All of debtor's machinery, equipment, inventory, furniture, furnishings, and fixtures, whether now owned or hereafter acquired and all products and proceeds thereof including but not limited to all of debtor's tangible property in any way relating to or used in connection with the debtor's community antenna television systems located in the State of Alaska including all headend equipment consisting in part of antennas, earth stations and related structural members together with all equipment capable of receiving, amplifying, filtering, monitoring, converting and mixing signals, all broadcasting and monitoring equipment, all distribution equipment consisting in part of coaxial cable, messenger strand, pole line hardware, feeder and drop cable, amplifiers, power supplies, batteries, controls, settings, splitters and directional couplers incorporated therein or attached thereto, all television program origination equipment, all individual home converter units, all stringing and other installation and maintenance equipment, all repair tools and all spare parts, and all of the debtor's right in, to and under all of its Municipal Franchises (to the extent the same by their terms can be assigned), Pole Line Agreements (to the extent the same by their terms can be assigned), Subscriber Agreements, accounts, earth station lease agreements, service contracts, documents, instruments, chattel paper, trademarks, trade styles, trade names and all other contract rights, real estate leases and general intangibles, whether now in existence or hereafter created, and all proceeds of all of the foregoing.

SCHEDULE 1

✓ Tucker Arensberg, P.C.
1200 PITTSBURGH NATIONAL BUILDING
PITTSBURGH, PENNSYLVANIA 15222

REQUESTED BY
Tucker Arensberg
IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

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SUZANNE BEAUBREAU
RECORDER

S. PAID *He* DEPUTY 160160
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