

**STANDARD FORM
UNIFORM COMMERCIAL CODE - FINANCING STATEMENT - FORM UCC-1**

JULIUS BLUMBERG, INC. N.Y.C. 10013

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 these 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) PARK LANE REGENCY RADIO, INC. c/o The Park Lane Group 750 Menlo Avenue, Suite 340 Menlo Park, CA 94025	2. Secured Party(ies) and address(es) NATIONAL WESTMINSTER BANK USA 175 Water Street New York, NY 10038	For Filing Officer (Date, Time, Number, and Filing Office)
4. This financing statement covers the following types (or items) of property: All personal property of the Debtor. The collateral is more fully described on Schedule A annexed hereto and made a part hereof. Certain of the collateral is now or may become fixtures on the real property described on Schedule B annexed hereto and by this reference made a part hereof		5. Assignee(s) of Secured Party and Address(es) <div style="text-align: right; font-size: 1.2em;">334656 4054-L</div>

This statement is filed without the debtor's signature to perfect a security interest in collateral. (check <input checked="" type="checkbox"/> if so) <input type="checkbox"/> already subject to a security interest in another jurisdiction when it was brought into this state. <input type="checkbox"/> which is proceeds of the original collateral described above in which a security interest was perfected.	Filed with: Douglas County, Nevada (Fixture Filing)
Check <input checked="" type="checkbox"/> if covered: <input checked="" type="checkbox"/> Proceeds of Collateral are also covered. <input checked="" type="checkbox"/> Products of Collateral are also covered. No. of additional Sheets presented: <u>2</u>	

HOWARD BAILEY CHIEF FINANCIAL OFFICER PARK LANE REGENCY RADIO, INC.	FERNANDO VIANA VICE PRESIDENT NATIONAL WESTMINSTER BANK USA
By: <u><i>Howard Bailey</i></u> CFO <small>Signature(s) of Debtor(s) Title</small>	By: <u><i>Fernando Viana</i></u> VP <small>Signature(s) of Secured Party(ies) Title</small>
(1) Filing Officer Copy-Alphabetical	STANDARD FORM - FORM UCC-1. (For Use In Most States)

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**SCHEDULE A
TO
UNIFORM COMMERCIAL CODE
FINANCING STATEMENT**

Debtor: Park Lane Regency Radio, Inc.

Secured Party: National Westminster Bank USA

All personal property and fixtures of the Debtor, whether now or hereafter existing or now owned or hereafter acquired and wherever located, of every kind and description, tangible or intangible, including without limitation, the balance of every deposit account now or hereafter existing of the Debtor with the Secured Party, any other claim of the Debtor against the Secured Party, now or hereafter existing, and all goods, equipment, inventory, accounts, chattel paper, general intangibles, credits, claims, demands and any other property, rights and interests of the Debtor, and any and all additions and accessions thereto, all substitutions and replacements therefor and all products and proceeds thereof and proceeds of insurance thereon.

The Collateral shall include, without limitation, all assets and properties, tangible and intangible, constituting the radio stations now or hereafter owned or operated by the Debtor, including all right, title and interest of the Debtor in, to and under all franchise, license and other similar rights to own and operate such radio stations (to the extent permitted by applicable law).

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SCHEDULE B
TO
UNIFORM COMMERCIAL CODE FINANCING STATEMENT

DEBTOR: PARK LANE REGENCY RADIO, INC.
SECURED PARTY: NATIONAL WESTMINSTER BANK USA

REAL PROPERTY DESCRIPTION

A Parcel of land located within a portion of the Southeast one-quarter of Section 27, Township 13 North, Range 18 East, MDB&M, Douglas County, Nevada, being more particularly described as follows:

Commencing at a point lying at the intersection of the California-Nevada state line and the Westerly right-of-way line of U.S. Highway 50;

Thence N. 27° 57' 22" E., 449.50 feet along the Westerly right-of-way line of U.S. Highway 50 to the POINT OF BEGINNING;

Thence N. 62° 02' 38" W., 289.93 feet to the Northwest corner of Parcel 2, as shown on the map filed within the Official Records of Douglas County, Nevada, on June 29, 1971, in Book 102, Page 544, as Document No. 60370;

Thence S. 80° 14' 14" E. 305.18 feet along the Northerly line of said Parcel 2 to a point on the Westerly right-of-way line of U.S. Highway 50'

Thence S. 27° 57' 22" W., 95.29 feet along said Westerly right-of-way line of U.S. Highway 50 to the POINT OF BEGINNING.

REQUESTED BY
Intercounty Clearance
IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

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SUZANNE BEAUDREAU
RECORDER

\$17⁰⁰ PAID *Bh* DEPUTY