

123841

FILED FOR RECORDING
AT THE REQUEST OF

U.S. Corporate Services, LLC
2005 FEB 23 PM 4 30

LINCOLN COUNTY RECORDED
FEE \$20.00 DEPOS
LESLIE BOUCHER

UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]
UCC Filing Desk - (503) 443-1822

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

US Corporate Services
12750 SW Pacific Highway, Suite 201
Tigard, OR 97223
PI4300118

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE # 102092
07/21/94
1b. This FINANCING STATEMENT AMENDMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS.

2. TERMINATION: Effectiveness of the Financing Statement identified above is terminated with respect to security interest(s) of the Secured Party authorizing this Termination Statement.

3. CONTINUATION: Effectiveness of the Financing Statement identified above with respect to security interest(s) of the Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law.

4. ASSIGNMENT (full or partial): Give name of assignee in item 7a or 7b and address of assignee in item 7c; and also give name of assignor in item 9.

5. AMENDMENT (PARTY INFORMATION): This Amendment affects Debtor or Secured Party of record. Check only one of these two boxes.
Also check one of the following three boxes and provide appropriate information in items 6 and/or 7:
 CHANGE name and/or address: Give current record name in item 6a or 6b; also give new name (if name change) in item 7a or 7b and/or new address (if address change) in item 7c. DELETE name: Give record name to be deleted in item 6a or 6b. ADD name: Complete item 7a or 7b, and also item 7c; also complete items 7d-7g (if applicable).

6. CURRENT RECORD INFORMATION:

6a. ORGANIZATION'S NAME
BLUEBIRD COMMUNICATIONS, INC.

OR
6b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

7. CHANGED (NEW) OR ADDED INFORMATION:

7a. ORGANIZATION'S NAME

OR
7b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

7c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

7d. TAX ID #: SSN OR EIN ADD'L INFO RE ORGANIZATION DEBTOR 7e. TYPE OF ORGANIZATION 7f. JURISDICTION OF ORGANIZATION 7g. ORGANIZATIONAL ID #, if any NONE

8. AMENDMENT (COLLATERAL CHANGE): check only one box.
Describe collateral deleted or added, or give entire restated collateral description, or describe collateral assigned.

9. NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT (name of assignor, if this is an Assignment). If this is an Amendment authorized by a Debtor which adds collateral or adds the authorizing Debtor, or if this is a Termination authorized by a Debtor, check here and enter name of DEBTOR authorizing this Amendment.

9a. ORGANIZATION'S NAME
U.S. BANK NATIONAL ASSOCIATION

OR
9b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

10. OPTIONAL FILER REFERENCE DATA
55-0936940968-18

EXHIBIT A
to
UCC-1 Financing Statement

Debtor: BLUEBIRD COMMUNICATIONS, INC.

All of Debtor's right, title, and interest in and to the following property wherever located, whether real, personal or mixed, tangible or intangible, now owned or hereafter acquired, and all products, profits, rents, and proceeds of the foregoing:

"Accounts" means any right to payment for goods sold or leased or for services rendered which is not evidenced by an Instrument or Chattel Paper, whether or not it has been earned by performance.

"Chattel Paper" means all interest of Debtor in writings which evidence both a monetary obligation and a security interest in or a lease of specific goods, including any group of writings consisting of both a security agreement or a lease and an Instrument or series of Instruments.

"Deposit Account" means a demand, time, savings, passbook, or like account maintained with a bank, savings and loan association, credit union or like organization, other than an account evidenced by a certificate of deposit.

"Documents" means all right, title, or interest of Debtor in or to documents of title as defined in RCW 62A.1-201 and receipts of the kind described in RCW 62A.7-201(2).

"Equipment" means all of Debtor's right, title, and interest in and to goods that are used or bought for use primarily in business and goods which are not included within the definition of Inventory, and in any event shall include, but shall not be limited to, all machinery, equipment, furnishings, fixtures, vehicles, tools, supplies, and other equipment of any kind and nature, now owned or hereafter acquired, and wherever located, including, without limitation, every item which is or may be necessary or convenient in relation to the operation of Debtor's business of providing cable television services, including, without limitation, all dishes, antennae, masts, installed cable, underground conduit, headend equipment, electronic equipment, converters, subscriber devices, maintenance inventory, test equipment, vehicles, tools, maps, diagrams, and engineering and technical data. With respect to all of the foregoing, all additions, substitutions, and replacements of any of the foregoing, together with all attachments, components, parts, accessories, improvements, upgrades, and accessories installed thereon or affixed thereto.

"General Intangibles" means all personal property (including things in action) other than Goods, Accounts, Chattel Paper, Documents, Instruments, and money. General Intangibles include, but are not limited to, all trademarks, insurance proceeds, patent rights,

copyrights, trade names, trade secrets, franchises, goodwill, registration, license rights, licenses, permits, corporate and other business records, rights to refunds or indemnification, and all other intangible personal property of Debtor of every kind and nature (other than Accounts).

"Goods" include all things which are movable or which are fixtures, but does not include money, Documents, Instruments, Accounts, Chattel Paper, or General Intangibles.

"Instruments" means negotiable instruments or securities or other writings that evidence a right to the payment of money and are not themselves a security agreement or lease and are of a type that is in the ordinary course of business transferred by delivery with any necessary endorsement or assignment.

"Inventory" means all Goods held by Debtor for sale or lease, or furnished or to be furnished by Debtor under any contract of service, or held by Debtor as raw materials, work in progress, or materials used or consumed in Debtor's business.

"Trademarks" means (a) all trademarks, trade names, corporate names, company names, business names, fictitious business names, trade styles, service marks, logos and other source or business identifiers, and the goodwill associated therewith, now existing or hereafter adopted or acquired, all registrations and recordings thereof, and all applications in connection therewith, whether in the United States Patent and Trademark Office or in any similar office or agency of the United States, any State thereof or any other country or any political subdivision thereof, or otherwise; and (b) all renewals thereof.

"Vehicles" means all cars, trucks, trailers, construction and earth moving equipment, and other vehicles covered by a certificate of title under the law of any state and shall include, without limitation, all tires and other appurtenances to any of the foregoing.

Debtor: BLUEBIRD COMMUNICATIONS, INC.

EXHIBIT B
to UCC-1 Financing Statement

LEGAL DESCRIPTION
(NYE COUNTY)

Nellis Air Force Base, Nevada
Areas I, II, and III
Indian Springs, Nevada

