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STATE OF ILLINOIS UNIFORM COMMERCIAL CODE - FINANCING STATEMENT - FORM UCC-2

REMOVED FROM
Register, Inc.
314 PEARCE ST.
P.O. BOX 218
AMOKA, ILL. 60007
(815) 493-1713

INSTRUCTIONS:

- 1. PLEASE TYPE this form. Fold only along perforation for mailing.
- 2. Retain 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 this form is inadequate the item(s) should be continued on additional sheets, preferably 5" x 8" or 8" x 10".
- 4. 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.

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

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

Debtor(s) (Last Name) and address(es)
 Hustler Entertainment Group
 A Division of Viacom Inc.
 100 E. Golf Road
 Schaumburg, IL 60193

Secured Party(ies) and address(es)
 CEL Financial Services Incorporated
 200 W. Burlington Ave
 P.O. Box 186
 Clarendon Hills, IL 60514

96434682 \$25.50
 DEPT-01 RECORDING
 T20005 TRAM 9732 06/07/96 11:16:00
 #4228 # MC *-96-434682
 COOK COUNTY RECORDER

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

ASSIGNEE OF SECURED PARTY
 Republic Bank of Chicago
 5501 South Pulaski Rd.
 Chicago, IL 60629



SEE EQUIPMENT SCHEDULE "A"***

2. (If collateral is crops) The above described crops are growing or are to be grown on: (Describe Real Estate) 1202134.1

3. (If applicable) The above goods are to become fixtures on (Describe real estate on which the goods are to become fixtures and the real estate on which they are to be filed) (like what is in paragraph 2) (Describe Real Estate) and this financing statement is to be filed in the real estate records. (If the debtor does not have an interest of record) The name of a record owner is Horizon Development, Inc.

4. (If products of collateral are also covered)

2 Additional sheets presented
 X Filed with Recorder's Office of Cook County, Illinois

By:  Signature of (Debtor)
 By:  (Secured Party)*

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*Signature of Debtor Required in Most Cases; Signature of Secured Party in Cases Covered By UCC §9-402 (2)

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SCHEDULE B

The East 242.50 Feet of the West 910.0 Feet of the South 330.0 Feet of the Southeast Quarter of Section 10, Township 41 North, Range 10 East of the Third Principal Meridian (excepting therefrom that part taken for Golf Road as per Document No. 10488002) (except the South 20.0 Feet thereof taken for widening of Golf Road) in Cook County, Illinois.

AIN* 07-10-400-011-0000

X initial *JL*

JAN-11-89 63872 7 89015494 - A - Rec 11



RETURN TO:
LEXIS Document Services
135 S. LaSalle, Ste 2054
Chicago, IL 60603

25/5/89

89015494

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SCHEDULE A
TO
EQUIPMENT LEASE #9323

Dated April 10, 1996 between OBL Financial Services Incorporated, as Lessor, and Blockbuster Entertainment Group A division of Viacom Inc., as Lessee, on the following equipment location and description to wit:

Location of Equipment

100 E. Golf Rd.
Schaumburg, IL

Description of Equipment

Lighting Fixtures includes:

Eighty-Five (85) E21-40-120
Fifty-Nine (59) E21-40-120
One Hundred Eighteen (118) F40D41
One Hundred Seventy (170) F40D41 (R4)
Twelve (12) FLR-15
Six (6) FLR-9
Three (3) V-EXIT kit
Twelve (12) V-OMNI-15
Eighty-Five (85) V-Reflectors

BY: 

Lane Hamm,
Financial Manager

96-03-0682

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