

RECORDER'S OFFICE

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

INSTRUCTIONS:

- PLEASE TYPE this form. Fold only along perforation for mailing.
- Remove Secured Party and Debtor copies and send other 3 copies with interleaved carbon paper to the filing officer. Enclose
- If the space provided for any item(s) on the form is inadequate the item(s) should be continued on additional sheets. Preferably Only one copy of such additional sheets need be presented to the filing officer with a set of three copies of the financing statement 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.

Debtor(s) (Last Name First) and address(es)
Southwest Teleproductions, Inc.
2849 Tarna Drive
Dallas, TX 75229

Secured Party(ies) and address(es)
NationalCredit Commercial Corporation,
through its NationalCredit Commercial
Funding Division
1177 Avenue of the Americas, 36th Floor
New York, New York 10036

For Filing
(Date, Time, Number)
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TRAN 0293 04/
DR * 7
COOK COUNTY RECORDER

- This financing statement covers the following type(s) of property:
All of Debtor's now owned and existing and hereafter acquired accounts, goods, inventory, equipment, fixtures, chattel paper, general intangibles, instruments, documents, investment property and other personal property, wherever located, together with proceeds thereof, including without limitation, the property described on Exhibit A hereto. The above property
- (if applicable) The above goods are to become fixtures on real estate described on Exhibit B attached hereto. See Exhibit B

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

4. Products of Collateral are also covered.

Additional sheets presented,

Filed with Recorder's Office of Cook County, Illinois.

Southwest Teleproductions, Inc.
[Signature]
Signature of Debtor
(Secured Party)

*Signature of Debtor Required in Most Cases;
Signature of Secured Party in Cases Covered

(1) FILING OFFICER - ALPHABETICAL

STANDARD FORM--UNIFORM COMMERCIAL CODE--FORM UCC-2--REV. 4-73

This form of financing statement is approved by the Secretary of State.

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EXHIBIT A TO
UCC FINANCING STATEMENT SHOWING
SOUTHWEST TELEPRODUCTIONS, INC. AS DEBTOR AND
NATIONSCREDIT COMMERCIAL CORPORATION, THROUGH ITS
NATIONSCREDIT COMMERCIAL FUNDING DIVISION, AS SECURED PARTY

All of Debtor's property and interests in property, whether tangible or intangible, now owned or in existence or hereafter acquired or arising, wherever located, including Debtor's interest in all of the following whether or not eligible for lending purposes:

(i) any right to payment for "Goods" (as defined below) 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 ("Accounts");

(ii) all chattel paper, instruments and documents;

(iii) all things which are movable at the time Secured Party's security interest attaches or which are fixtures (other than money, documents, instruments, "Investment Property" (as defined below), Accounts, chattel paper, "General Intangibles" (as defined below)), or minerals or the like (including oil and gas before extraction), including standing timber which is to be cut and removed under a conveyance or contract for sale, the unborn young of animals, and growing crops ("Goods"), including without limitation the following:

(a) all Goods held for sale or lease or furnished or to be furnished under contracts of service, including all raw materials, work in process, finished goods, goods in transit and materials and supplies which are or might be used or consumed in a business or used in connection with the manufacture, packing, shipping, advertising, selling or finishing of such Goods, and all products of the foregoing, and shall include interests in Goods represented by Accounts, returned, reclaimed or repossessed Goods and rights as an unpaid vendor;

(b) all Goods which are used or bought for use primarily in business (including farming or a profession) or by a person who is a non-profit organization or governmental subdivision or agency and which are not Inventory, farm products or consumer goods, including all machinery, molds, machine tools, motors, furniture, equipment, furnishings, fixtures, trade fixtures, motor vehicles, tools, parts, dies and jigs, and all attachments, accessories, accessions, replacements, substitutions, additions or improvements to, or spare parts for, any of the foregoing;

(c) all farm products, and

(d) all consumer goods;

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(iv) all securities, whether certificated or uncertificated, securities entitlements, securities accounts, commodity contracts and commodity accounts ("Investment Property");

(v) all general intangibles ("General Intangibles"), including without limitation all books and records pertaining to property and interests in property in or upon which a security interest has been granted to Secured Party and other business and financial records in the possession of Debtor or any other person, inventions, designs, drawings, blueprints, patents, patent applications, trademarks, trademark applications (other than "intent to use" applications until a verified statement of use is filed with respect to such applications) and the goodwill of the business symbolized thereby, names, trade names, trade secrets, goodwill, copyrights, registrations, licenses, franchises, customer lists, security and other deposits, causes of action and other rights in all litigation presently or hereafter pending for any cause or claim (whether in contract, tort or otherwise), and all judgments now or hereafter arising therefrom, rights to purchase or sell real or personal property, rights as a licensor or licensee of any kind, royalties, telephone numbers, internet addresses, proprietary information, purchase orders, and all insurance policies and claims (including life insurance, key man insurance, credit insurance, liability insurance, property insurance and other insurance), tax refunds and claims, letters of credit, banker's acceptances and guaranties, computer programs, discs, tapes and tape files in the possession of Debtor or any other person, claims under guaranties, security interests or other security held by or granted to Debtor, all rights to indemnification and all other intangible property of every kind and nature;

(vi) all deposit accounts and money;

(vii) all proceeds and products of all of the foregoing (including proceeds of any insurance policies, proceeds of proceeds and claims against third parties for loss or any destruction of any of the foregoing); and

(viii) all books and records relating to any of the foregoing.

All terms used above, unless otherwise indicated, shall have the meanings provided by the Uniform Commercial Code as adapted and in effect in the State of New York, to the extent such terms are defined therein.

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EXHIBIT B TO UCC FINANCING STATEMENT

Record Owner: Parcel 1 - 865-875 West North Avenue, LLC
Parcel 2 - American Osteopathic Association

Legal Description:

The real property on which the fixtures may be located is legally described as follows:

Parcel 1: (875 North Avenue, Chicago, IL 60622)

Lots 12, 13, 14 and 15 in Block 40 in John Yale's Resubdivision in Elston's Addition to Chicago in Section 5, Township 39 North, Range 14, East of the Third Principal Meridian, in Cook County, Illinois.

17-05-209-001-0000

17-05-209-002-0000

Parcel 2: (142 East Ontario Street, Chicago, IL 60622)

Sublots 1, 2 and 3 in Roger's Subdivision of Lots 3-6 in Bate's Subdivision of the West 200 feet of the South 1/2 of Block 33 in Kinzie's Addition to Chicago in Section 10, Township 39 North, Range 14 East of the Third Principal Meridian, in Cook County, Illinois.

17-10-114-007-0000

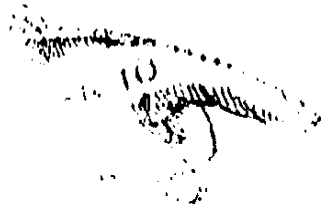
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FAXON LEGAL INFORMATION SERVICES, INC.
MYERS BUILDING, SUITE 805
ONE WEST OLD STATE CAPITOL PLAZA
SPRINGFIELD, ILLINOIS 62701

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