

EXHIBIT TO UCC-1 FINANCING STATEMENT

July 24, 1997

DEBTOR:

CAPITOL HELICOPTER, INC. SSN / Tax ID # 480942441

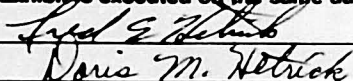
MAILING ADDRESS:

2500 AIRPORT ROAD, LAWRENCE, KS 66044

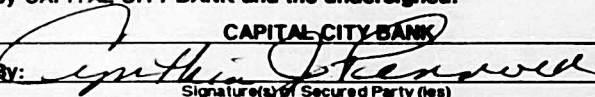
COLLATERAL DESCRIPTION:

1997 ROBINSON R22 BETA II HELICOPTER, BASE PAINTED STANDARD WHITE WITH DARK GREEN TRIM, TAN INTERIOR, FAA Registration Number: N8351Q, Serial Number: 2722, together with all avionics, including without limitation AUXILIARY FUEL SYSTEM, ENGINE PRIMING SYSTEM, CABIN HEATER & DEFOGGER, KY197A COM (STANDARD), TRANSPONDER, KING KT 76A, appliances, spare parts, propellers, and together with all rights, rents, proceeds, accounts, contract rights, chattel paper and documents and general intangibles related thereto or arising therefrom; all Equipment; together with the following specifically described property: 1997 ROBINSON R22 BETA II HELICOPTER, BASED PAINTED STANDARD WHITE WITH DARK GREEN TRIM, TAN INTERIOR SR# 2722 REGISTRATION NO. N8351Q, EQUIPPED WITH: AUXILIARY FUEL SYSTEM, ENGINE PRIMING SYSTEM, CABIN HEATER & DEFOGGER, KY197A COM (STANDARD), TRANSPONDER, KING KT 76A AND 1992 ROBINSON HELICOPTER MDL R-22 SR# 2098 REGISTRATION NO. N2324V BETA HELICOPTER, BLUE INTERIOR PAINTED WHITE WITH DARK BLUE TRIM EQUIPPED WITH: REMOVABLE CONTROLS ON PASSENGER SIDE, KY 197A COM (STND), AUXILIARY FUEL SYSTEM, TINTED WINDSHIELDS (EXCHANGE), KT76A TRANSPONDER, CABIN HEATER & DEFOGGER SYSTEM, BENDIX MAGNETOS (EXCHANGE) AND 1994 ROBINSON HELICOPTER MODEL R-22 BETA SR# 2416 REGISTRATION NO. N8142L INCLUDING AIRFRAME, ENGINES AND ANY PROPELLERS.; whether any of the foregoing is owned now or acquired later; all accessions, additions, replacements, and substitutions relating to any of the foregoing; all records of any kind relating to any of the foregoing; all proceeds relating to any of the foregoing (including insurance, general intangibles and accounts proceeds).

This Exhibit is executed on the same date as the UCC-1 Financing Statement by CAPITAL CITY BANK and the undersigned.



Daris M. Helrick
Signature(s) of Debtor(s)



CYNTHIA STENOVER
Signature(s) of Secured Party (ies)