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FILED  
DOUGLAS COUNTY, KANSAS  
1997 MAY 22 PM 1:14  
REGISTER OF DEEDS

# FINANCING STATEMENT — FOLLOW INSTRUCTIONS CAREFULLY

This Financing Statement is presented for filing pursuant to the Uniform Commercial Code and will remain effective, with certain exceptions, for 5 years from date of filing.

A. NAME & TEL. # OF CONTACT AT FILER (optional): TRACY BROOKSHIRE 800-765-8644	B. FILING OFFICE ACCT. # (optional)
C. RETURN COPY TO: (Name and Mailing Address)  VENDOR CAPITAL GROUP 4191 FAYETTEVILLE ROAD RALEIGH, NC 27603	
D. OPTIONAL DESIGNATION (if applicable): LESSOR/LESSEE CONSIGNOR/CONSIGNEE NON-UCC FILING	

## 1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b)

1a. ENTITY'S NAME GRAFF PAY-PER-VIEW, INC. AT USA WIRELESS			
OR	1b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME SUFFIX
1c. MAILING ADDRESS 728 MAIN		CITY EUDORA	STATE COUNTRY POSTAL CODE KS 66025
1d. S.S. OR TAX I.D.#	OPTIONAL ADD'L INFO RE ENTITY DEBTOR	1e. TYPE OF ENTITY	1f. ENTITY'S STATE OR COUNTRY OF ORGANIZATION
			1g. ENTITY'S ORGANIZATIONAL I.D.#, if any <input type="checkbox"/> NONE

## 2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b)

2a. ENTITY'S NAME SPICE ENTERTAINMENT COMPANIES INC. AT USA WIRELESS			
OR	2b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME SUFFIX
2c. MAILING ADDRESS 728 MAIN		CITY EUDORA	STATE COUNTRY POSTAL CODE KS 66025
2d. S.S. OR TAX I.D.#	OPTIONAL ADD'L INFO RE ENTITY DEBTOR	2e. TYPE OF ENTITY	2f. ENTITY'S STATE OR COUNTRY OF ORGANIZATION
			2g. ENTITY'S ORGANIZATIONAL I.D.#, if any <input type="checkbox"/> NONE

## 3. SECURED PARTY'S (ORIGINAL S/P or ITS TOTAL ASSIGNEE) EXACT FULL LEGAL NAME - insert only one secured party name (3a or 3b)

3a. ENTITY'S NAME VEDNRO CAPITAL GROUP			
OR	3b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME SUFFIX
3c. MAILING ADDRESS 4191 FAYETTEVILLE ROAD		CITY RALEIGH	STATE COUNTRY POSTAL CODE NC 27603

## 4. This FINANCING STATEMENT covers the following types or items of property:

1 General Instrument Digicipher II, 4200 Integrated Receiver Decoder (IRD)  
Installed by: GRAFF PAY-PER-VIEW, INC. dba SPICE ENTERTAINMENT COMPANIES INC.,  
HEADQUARTERED AT 536 BROADWAY, 7th FLOOR, NEW YORK, NY 10012

6.00

5. CHECK <input type="checkbox"/> This FINANCING STATEMENT is signed by the Secured Party instead of the Debtor to perfect a security interest BOX (a) in collateral already subject to a security interest in another jurisdiction when it was brought into this state, or when the (if applicable) debtor's location was changed to this state, or (b) in accordance with other statutory provisions (additional data may be required)	7. If filed in Florida (check one) <input type="checkbox"/> Documentary stamp tax paid <input type="checkbox"/> Documentary stamp tax not applicable
6. REQUIRED SIGNATURE(S)  GRAFF PAY-PER-VIEW, INC. dba SPICE ENTERTAINMENT COMPANIES INC. by: LARRY HOLLEMAN, V.P., VENDOR CAPITAL GROUP, ATTORNEY-IN-FACT	8. <input type="checkbox"/> This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS Attach Addendum (if applicable) 9. Check to REQUEST SEARCH CERTIFICATE(S) on Debtor(s) (ADDITIONAL FEE) (optional) <input type="checkbox"/> All Debtors <input type="checkbox"/> Debtor 1 <input type="checkbox"/> Debtor 2