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WHEN RECORDED, RETURN TO:

K. David Lindner, Esq.  
O'Connor, Cavanagh, Anderson,  
Westover, Killingsworth & Beshears, P.A.  
One East Camelback Road, Suite 1100  
Phoenix, Arizona 85012-1656

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**COLLATERAL ASSIGNMENT OF NOTE, DEED OF TRUST  
AND ASSIGNMENT OF LEASES**

**Ralph Edwards Productions**, a California corporation ("Assignor"), hereby collaterally assigns to **Greycas, Inc.**, an Arizona corporation ("Assignee"), all of Assignor's right, title and interest in the instruments described in Exhibit B attached hereto pertaining to the real property as more fully described on Exhibit A attached hereto.

The terms and provisions of this Collateral Assignment of Note, Deed of Trust and Assignment of Leases are governed by a Security Agreement (the "Security Agreement"), of even date herewith, executed by Assignor and Assignee. Assignor agrees not to remove the Trustee of the Deed of Trust without prior written consent of Assignee. Any parties interested in the terms and provisions of such Security Agreement should contact K. David Lindner, Esq., O'Connor, Cavanagh, Anderson, Westover, Killingsworth & Beshears, P.A., One East Camelback Road, Suite 1100, Phoenix, Arizona 85016, (602) 263-2708.

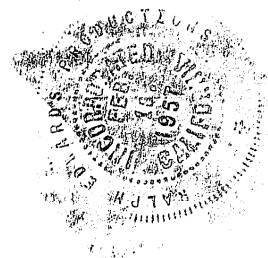
DATED: Dec 15, 1992.

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RALPH EDWARDS PRODUCTIONS, a  
California corporation

By: Gary Edwards  
Gary Edwards

Its: Vice President



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STATE OF California )  
County of Los Angeles ) ss.

The foregoing instrument was acknowledged before me this 11th day of December, 1992, by Gary Edwards, the Vice President of Ralph Edwards Productions, a California corporation, on behalf of the corporation.

Jason Bernanke  
Notary Public

My commission expires:

1-21-1994

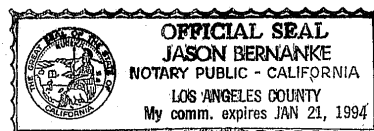
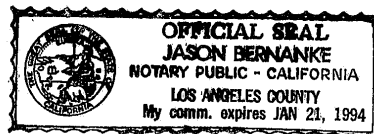


Exhibit "A"

Legal Description of Property

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Tract I: The West 10 feet of Lot 4 and all of Lot 5 and Lot 6, Block 65, Original Lincoln, Lancaster County, Nebraska.

Tract II: Leasehold estate in and with regard to Lots 7, 8 and 9, Block 65, Original Lincoln, Lancaster County, Nebraska by virtue of that certain lease dated July 28, 1948 commencing January 1, 1949 for a time expiring December 31, 2048 filed February 21, 1950 in Book 442, Page 131 executed by St. Mary's Cathedral of Lincoln, Nebraska, Lessor, and Lincoln Development Company, Lessee; and leasehold estate in and with regard to Lot 10, Block 65, Original Lincoln, Lancaster County, Nebraska by virtue of that certain lease dated July 28, 1948 commencing, January 1, 1949 for a time expiring December 31, 2048 and filed December 10, 1949 in Book 438, Page 673 executed by St. Mary's Cathedral of Lincoln, Nebraska, Lessor, and the Lincoln Telephone and Telegraph Company, Lessee, assigned by Lessee to Lincoln Development Company by the Instrument filed February 21, 1950 in Book 442, Page 123; the entirety of such leasehold estate having been assigned by Lessee, Lincoln Development Company -to- State Federal Savings and Loan Association by the instrument dated June 16, 1980 and filed June 19, 1980 as Instrument Number 80-11152 as further assigned by Lessee to American Charter Federal Savings and Loan Association by the Instrument dated September 15, 1983 and filed September 16, 1983 as Instrument Number 83-19237 as further assigned by Lessee, American Charter Federal Savings and Loan Association to American UTF, Inc. by the Instrument dated and filed October 5, 1983 as Instrument Number 83-20995 as further assigned by Lessee, American UTF, Inc. to American ICL II, Inc. by assignment dated March 6, 1984, recorded March 27, 1984 as Instrument Number 84-6763; and further assigned by Lessee, American ICL II, Inc. to American Nebraska, Inc. by the Instrument dated October 15, 1984, recorded October 19, 1984 as Instrument Number 84-25723; Records of Lancaster County, Nebraska.

Property address: 206 South 13th Street, Lincoln, Lancaster County, Nebraska

**EXHIBIT "B"**

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- (a) Note, dated October 6, 1983, in the original principal amount of \$29,491,971.00, executed by American UTF, Inc., a Nebraska corporation ("UTF"), in favor of Greycas, Inc., an Arizona corporation ("Greycas");
  - (b) the Deed of Trust and Security Agreement, dated October 6, 1983, executed by UTF in favor of Greycas recorded on October 5, 1983, in the Official Records of Lancaster County, Nebraska, as Instrument No. 83-20997;
  - (c) the Assignment of Leases, dated October 6, 1983, executed by UTF in favor of Greycas, recorded on October 5, 1983, in the Official Records of Lancaster County, Nebraska, as Instrument No. 83-20998;
  - (d) the Amendment to Deed of Trust and Assignment of Leases, dated March 2, 1984, executed by UTF in favor of Greycas, recorded on March 27, 1984, in the Official Records of Lancaster County, Nebraska, as Instrument No. 84-6765; and
  - (e) the Second Amendment to Deed of Trust and Assignment of Leases, of even date, executed by American Nebraska Limited Partnership, an Illinois limited partnership, in favor of Ralph Edwards Productions, a California corporation, recorded on Dec 16, 1992, in the Official Records of Lancaster County, Nebraska, as Instrument No. 92- 56813.

BLOCK

CODE  
Lincoln  
CHECKED  
ENTERED  
EDITED

LANCASTER COUNTY, NEB  
Dan Natta  
REGISTER OF DEEDS

X  
Dec 16 3 35 PM '92  
INST. NO. 92 56819

Location 1: 206 S. 13th St., Lincoln, NE  
PPP033A8

# 28-50

NT