

This FINANCING STATEMENT is presented to a Filing Officer for filing pursuant to the Uniform Commercial Code.

1. Debtor(s) (Last Name First) and Address(es)
 Winter Partners, Inc.
 630 Third Avenue
 New York, New York

2. Secured Party(ies) Name(s) and Address(es)
 Midland Associates
 2611 West Secured Street
 Brooklyn, New York 11223

3. The Debtor is a transmitting utility.
 4. For Filing Officer: Date Time No. Filing Office

SEP 23 AM 10:56
 94PH33162

5. This Financing Statement covers the following type(s) of property:
 All of Debtor's accounts receivable, whether now or hereafter existing or acquired as more fully described on Schedule A annexed hereto and made a part hereof.

6. Assignee(s) of Secured Party(ies) Address(es)

Products of the Collateral are also covered
 7. Describe Real Estate Here This statement is also indexed in the Real Estate Records

The described copy is provided on to the owner.
 The described copy is provided on to the secured party.
 The number to be used in reports of this filing (including the unit identification) is: [blank]
 [blank] (Real Estate Record)

No. & Street Town or City County Section Block Lot

10. This statement is filed without the debtor's signature to perfect a security interest in collateral. (Check appropriate box)
 under a security agreement signed by debtor authorizing secured party to file this statement, or
 which is proceeds of the original collateral described above in which a security interest was perfected, or
 acquired after a change of name, identity or corporate structure of the debtor, or as to which the filing has lapsed, or
 already subject to a security interest in another jurisdiction
 when the collateral was brought into the state, or when the debtor's location was changed to this state

Winter Partners, Inc.
 By *[Signature]*
 Signature(s) of Debtor(s) Chairman

Midland Associates
 By *[Signature]*
 Signature(s) of Secured Party(ies)

(1) Filing Officer Copy-Numerical
 STANDARD FORM FORM UCC-1 - Approved by Secretary of State of New York
 September 1979

.SECURED. ATTORNEY.

**SCHEDULE "A"
TO
FORM UCC-1
BETWEEN
MIDLAND ASSOCIATES
AND
WINTER PARTNERS, INC.**

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CITY REGISTER N.Y. COUNTY

This financing statement covers all of Debtor's accounts receivable, whether now or hereafter existing or acquired, created by or arising from the sale of goods or rendition of labor or services by Debtor, or made under any of Debtor's trade names or styles, or through any of Debtor's affiliates, subsidiaries or divisions; all instruments, documents, contract rights and chattel paper, whether now or hereafter existing or acquired, evidencing any obligation to Debtor for the payment of goods sold or leased or labor, or services rendered; all securities or guarantees held by Debtor in respect of such accounts receivable; and all cash or noncash proceeds of any of the foregoing, including, without limitation, insurance proceeds.

Debtor:

Winter Partners, Inc.

By: 

Title:

Secured Party:

Midland Associates

By: 

Robert S. Trump,
General Partner