

PLACE OF FILING: COUNTY OF SALT LAKE

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09/04/2002 11:53 AM 14.00
Book - 8643 Pg - 3385-3387
GARY W. OTT
RECORDER, SALT LAKE COUNTY, UTAH
WILLIAM L PRATER LLC
6925 UNION PARK CTR SUITE 265
MIDVALE UT 84047
BY: BAP, DEPUTY - MA 3 P.

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)
DAVID K. KURATA PHONE (203) 878-7491 FAX (203) 878-2295

b. SEND ACKNOWLEDGMENT TO: (Name and Address)

Attorney David K. Kurata
Cody & Gonillo, LLP
185 North Broad Street
Milford, CT 06460

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME Women's Fitness of Utah, Inc.						
OR	1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
1c. MAILING ADDRESS 3418 East 7800 South			CITY Salt Lake City	STATE Utah	POSTAL CODE 84121	COUNTRY USA
1d. TAX I.D.# SSN or EIN	ADD'NL INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION corporation	1f. JURISDICTION OF ORGANIZATION Utah	1g. ORGANIZATION I.D.#, if any <input checked="" type="checkbox"/> NONE		

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME						
OR	2b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
2c. MAILING ADDRESS			CITY	STATE	POSTAL CODE	COUNTRY
2d. TAX I.D.# SSN or EIN	ADD'NL INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATION 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. ORGANIZATION'S NAME BUSINESS LENDERS, LLC						
OR	3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
3c. MAILING ADDRESS 15 LEWIS STREET			CITY HARTFORD	STATE CT	POSTAL CODE 06103	COUNTRY USA

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

All personal property and fixtures of Debtor as more particularly described and set forth on the ADDENDUM attached hereto and made a part hereof and used in connection with Debtor's premises as described on SCHEDULE A attached hereto and made a part hereof.

5. ALTERNATIVE DESIGNATION (if applicable): <input type="checkbox"/> LESSEE/LESSOR <input type="checkbox"/> CONSIGNEE/CONSIGNOR <input type="checkbox"/> BAILEE/BAILOR <input type="checkbox"/> SELLER/BUYER <input type="checkbox"/> AG. LIEN <input type="checkbox"/> NON-UCC FILING	
6. <input checked="" type="checkbox"/> This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS Attach Addendum (if applicable)	7. 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
8. OPTIONAL FILER REFERENCE DATA	

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UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT			
9a. ORGANIZATION'S NAME Women's Fitness of Utah, Inc.			
OR	9b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME, SUFFIX

10. MISCELLANEOUS:

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11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (11a or 11b) - do not abbreviate or combine names				
11a. ORGANIZATION'S NAME				
OR	11b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
11c. MAILING ADDRESS		CITY	STATE	POSTAL CODE COUNTRY
11d. TAX I.D.# SSN or EIN	ADD'NL INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION	11f. JURISDICTION OF ORGANIZATION	11g. ORGANIZATION I.D.#, if any <input type="checkbox"/> NONE

12. <input type="checkbox"/> ADDITIONAL SECURED PARTY'S or <input type="checkbox"/> ASSIGNOR S/P'S NAME - insert only one name (12a or 12b)				
12a. ORGANIZATION'S NAME				
OR	12b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
12c. MAILING ADDRESS		CITY	STATE	POSTAL CODE COUNTRY

13. This FINANCING STATEMENT covers

timber to be cut or

as-extracted collateral, or is filed as a

fixture filing.

14. Description of real estate:

SEE SCHEDULE A

15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have an record interest)

16. Additional collateral description

All personal property, fixtures or interest therein of Debtor now owned or hereinafter acquired including but not limited to the following:

- All accounts, receivables, contracts, contract rights, notes, instruments bills, drafts, acceptances, rights under letters of credit, choses in action, chattel paper and all other debts, obligations and liabilities, in whatever form, owing to Debtor in respect to the Property (meaning the Debtor's place or places of business for purposes herein) from any person, firm or corporation, or any other legal entity, whether now existing or hereafter arising, now or hereafter received by or belonging or owing to Debtor, for goods sold by it or for services rendered by it in connection with guarantees and security therefor, all rights, title and interest of Debtor in the merchandise or services which gave rise thereto, including the rights of reclamation and stoppage in transit, all rights of an unpaid seller of merchandise or services, and in the proceeds of all of the foregoing, including, without limitations, all proceeds of credit, fire and other insurance, and any tax refunds.
- All inventory now owned or hereafter acquired, and located at or in transit to the Property, including, but not limited to, raw materials, goods and work in process, finished goods and other tangible property held for sale or lease or furnished or to be furnished under contracts of service or used or consumed in Debtor's business at the Property and in the proceeds and products of all of the foregoing, including, without limitation, tax refunds and insurance proceeds pertaining to any of the foregoing.
- All presently owned and future acquired equipment, furniture, furnishings, appliances, machinery and all other tangible personal property, located at the Property, together with all parts, appliances, accessories and appurtenances now or hereafter placed thereon, all of which shall constitute a component part of such property as previously described all in this paragraph.
- All general intangibles, whether presently owned or acquired in the future, including but not limited to, any and all contracts or understandings, oral or otherwise, patents, trademarks, trade secrets, licenses, distributorships, sales representative agreements and other proprietary interests and rights associates with Debtor's business at the Property generally.
- All fixtures including all equipment, machinery, apparatus, appliances, fittings, chattels and articles of personal property and all renewals and replacements thereof and additions and accessions thereto that are now or hereafter attached to the Property.
- All additions, substitutions, accessions and replacements of or to the property described in paragraphs 1 to 5 above whether or not identifiable or separable from such property.
- All products and proceeds of all the property described in this Exhibit.

17. Check only if applicable and check only one box.

Debtor is a Trust or Trustee acting with respect to property held in trust or Decedent's Estate

18. Check only if applicable and check only one box.

Debtor is a TRANSMITTING UTILITY

Filed in connection with a Manufactured-Home Transaction - effective 30 years

Filed in connection with a Public-Finance Transaction - effective 30 years

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SCHEDULE A

Legal Description of Premises

3418 East 7800 South, Salt Lake City, Utah 84121

DESCRIPTION OF ENTIRE PREMISES

The "Leased Premises" referred to in the body of the Lease (or Memorandum of or Short Form Lease) to which this Exhibit "A" is attached consists of the Premises comprising approximately 5,475 square feet which are outlined in red or other color on the Site Plan attached and made a part of this Exhibit "A", together with the improvements located on said premises and/or to be constructed on said premises pursuant to said Lease. The tract of the land referred to as the "Entire Premises" and shown on the Site Plan (within which the Leased Premises are located) is situated in the City of SALT LAKE County of SALT LAKE, State of UTAH, and is more particularly described as follows:

BOYER 7800 SOUTH ASSOCIATES – BRIGHTON POINTE SHOPPING CENTER

BOYER 7800 SOUTH ASSOCIATES is situated in the County of Salt Lake, State of Utah, and is described as follows:

BEGINNING AT A POINT BEING SOUTH 00°08'25" WEST ALONG THE SECTION LINE 621.00 FEET AND SOUTH 89°56'22" WEST 391.50 FEET FROM THE NORTHEAST CORNER OF SECTION 35, TOWNSHIP 2 SOUTH, RANGE 1 EAST, SALT LAKE BASE AND MERIDIAN; AND RUNNING THENCE NORTH 00°08'25" EAST 219.00 FEET; THENCE SOUTH 89°51'35" EAST 22.50 FEET; THENCE NORTH 00°08'25" EAST 213.00 FEET; THENCE NORTH 89°51'35" WEST 195.00 FEET; THENCE NORTH 00°08'25" EAST 155.39 FEET TO THE SOUTH LINE OF 7900 SOUTH STREET; THENCE SOUTH 89°56'20" WEST ALONG SAID SOUTH LINE 314.33 FEET TO THE NORTHEASTERLY BOUNDARY OF SOUTHAMPTON NO. 2, A SUBDIVISION IN THE NORTHEAST QUARTER OF SAID SECTION 35; THENCE SOUTH 38°52'44" EAST ALONG SAID NORTHEASTERLY BOUNDARY 754.67 FEET; THENCE NORTH 89°56'20" EAST 11.70 FEET TO THE POINT OF BEGINNING.

CONTAINS 2.858 ACRES.

APN: 22-35-226-033-0000

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