

UCC FINANCING STATEMENT
 FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional) Rusty A. Fleming, Esq. 404/322-6466
B. E-MAIL CONTACT AT FILER (optional) rusty.fleming@nelsonmullins.com
C. SEND ACKNOWLEDGMENT TO: (Name and Address) <div style="border: 1px solid black; padding: 5px;"> Rusty A. Fleming, Esq. Nelson Mullins Riley & Scarborough LLP Atlantic Station 201 17th Street NW, Suite 1700 Atlanta, GA 30363 </div>

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S NAME: Provide only one Debtor name (1a or 1b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

1a. ORGANIZATION'S NAME QQ UTAH COUNTY 2, LLC			
OR	1b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S) SUFFIX
1c. MAILING ADDRESS 1380 Lead Hill Blvd, Ste. 260		CITY Roseville	STATE POSTAL CODE COUNTRY CA 95661 USA

42310UT-801-BG

2. DEBTOR'S NAME: Provide only one Debtor name (2a or 2b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 2b, leave all of item 2 blank, check here and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

2a. ORGANIZATION'S NAME			
OR	2b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S) SUFFIX
2c. MAILING ADDRESS		CITY	STATE POSTAL CODE COUNTRY

3. SECURED PARTY'S NAME (or NAME of ASSIGNEE of ASSIGNOR SECURED PARTY): Provide only one Secured Party name (3a or 3b)

3a. ORGANIZATION'S NAME CITIZENS BANK, N.A.			
OR	3b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S) SUFFIX
3c. MAILING ADDRESS 28 State Street		CITY Boston	STATE POSTAL CODE COUNTRY MA 02109 USA

4. COLLATERAL: This financing statement covers the following collateral:
All goods of the Debtor that are or are to become fixtures located on the real property described in Exhibit "A" attached hereto (the "Land"), whether now owned or hereafter acquired by the Debtor and whether now or hereafter located on the Land.

Property location: 1710 North State St., Provo, Utah County, Utah 84604

5. Check <u>only</u> if applicable and check <u>only</u> one box: Collateral is <input type="checkbox"/> held in a Trust (see UCC1Ad, item 17 and Instructions) <input type="checkbox"/> being administered by a Decedent's Personal Representative
6a. Check <u>only</u> if applicable and check <u>only</u> one box: <input type="checkbox"/> Public-Finance Transaction <input type="checkbox"/> Manufactured-Home Transaction <input type="checkbox"/> A Debtor is a Transmitting Utility
6b. Check <u>only</u> if applicable and check <u>only</u> one box: <input type="checkbox"/> Agricultural Lien <input type="checkbox"/> Non-UCC Filing
7. ALTERNATIVE DESIGNATION (if applicable): <input type="checkbox"/> Lessee/Lessor <input type="checkbox"/> Consignee/Consignor <input type="checkbox"/> Seller/Buyer <input type="checkbox"/> Bailee/Bailor <input type="checkbox"/> Licensee/Licenser

8. OPTIONAL FILER REFERENCE DATA:
Utah County, Utah Filing **NMRS File No. 032966/09080**

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS

9. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because Individual Debtor name did not fit, check here

9a ORGANIZATION'S NAME	
QQ UTAH COUNTY 2, LLC	
OR	
9b INDIVIDUAL'S SURNAME	
FIRST PERSONAL NAME	
ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX

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10. DEBTOR'S NAME Provide (10a or 10b) only one additional Debtor name or Debtor name that did not fit in line 1b or 2b of the Financing Statement (Form UCC1) (use exact full name; do not omit, modify, or abbreviate any part of the Debtor's name) and enter the mailing address in line 10c

10a ORGANIZATION'S NAME				
OR				
10b INDIVIDUAL'S SURNAME				
INDIVIDUAL'S FIRST PERSONAL NAME				
INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S)				SUFFIX
10c MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY

11. ADDITIONAL SECURED PARTY'S NAME or ASSIGNOR SECURED PARTY'S NAME Provide only one name (11a or 11b)

11a ORGANIZATION'S NAME			
OR			
11b INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
11c MAILING ADDRESS	CITY	STATE	POSTAL CODE COUNTRY

12. ADDITIONAL SPACE FOR ITEM 4 (Collateral)

13. <input checked="" type="checkbox"/> This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS (if applicable)	14. This FINANCING STATEMENT: <input type="checkbox"/> covers timber to be cut <input type="checkbox"/> covers as-extracted collateral <input checked="" type="checkbox"/> is filed as a fixture filing
15. Name and address of a RECORD OWNER of real estate described in item 16 (if Debtor does not have a record interest) GSC Provo, LLC P.O. Box 2000 Layton, Utah 84041	16. Description of real estate: See Exhibit "A" attached hereto

17. MISCELLANEOUS:

Unit:
1710 North State St.
Provo, Utah 84604
Utah County

EXHIBIT A, PART I

LEGAL DESCRIPTION

THE LAND REFERRED TO HEREIN BELOW IS SITUATED IN THE COUNTY OF UTAH, STATE OF UTAH, AND IS DESCRIBED AS FOLLOWS:

COMMENCING AT A POINT LOCATED ON THE NORTHEASTERLY BOUNDARY OF U.S. HIGHWAY 89/91 AND SOUTHERLY BOUNDARY OF 1720 NORTH STREET, PROVO, UTAH, SAID POINT BEING LOCATED EAST ALONG THE SECTION LINE 980.45 FEET AND SOUTH 1454.12 FEET FROM THE NORTHWEST CORNER OF SECTION 36, TOWNSHIP 6 SOUTH, RANGE 2 EAST, SALT LAKE BASE AND MERIDIAN; THENCE ALONG THE SOUTHERLY BOUNDARY OF SAID 1720 NORTH STREET AS FOLLOWS: NORTH 55°17'39" EAST 35.69 FEET; THENCE ALONG THE ARC OF A 176.06 FOOT RADIUS CURVE TO THE RIGHT 104.48 FEET (CHORD BEARS NORTH 72°17'39" EAST 102.95 FEET; THENCE NORTH 89°17'39" EAST 533.15 FEET; THENCE SOUTH 07°33'00" WEST 469.30 FEET TO AN IRON PIN IN A FENCE CORNER; THENCE NORTH 46°10'00" WEST 261.17 FEET ALONG THE NORTHEASTERLY LINE OF PHILLIPS PETROLEUM COMPANY PROPERTY TO AN IRON PIN; THENCE SOUTH 55°39'00" WEST 161.49 FEET ALONG THE NORTHWESTERLY LINE OF SAID PHILLIPS PETROLEUM PROPERTY; THENCE SOUTH 14°31'00" WEST 99.65 FEET ALONG THE WESTERLY LINE OF THE PHILLIPS PETROLEUM PROPERTY; THENCE NORTH 34°04'00" WEST ALONG THE NORTHEASTERLY BOUNDARY OF U.S. HIGHWAY 89/91, 366.34 FEET; THENCE NORTH 23°03'30" WEST ALONG THE NORTHEASTERLY BOUNDARY OF SAID U.S. HIGHWAY 89/91, 119.86 FEET TO THE POINT OF BEGINNING.

Tax Parcel No.: 19:064:0027