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 Gary W. Ott
 Recorder, Salt Lake County, UT
 US TITLE OF UTAH
 BY: eCASH, DEPUTY - EF 5 P.

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

**General Electric Capital Corporation
 635 Maryville Centre Drive, Suite 120
 St. Louis, MO 63141**

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 Grass Valley Holdings, L.P.				
OR				
1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS 940 South 2000 West		CITY Springville	STATE UT	POSTAL CODE 84663
1d. SEE INSTRUCTIONS		ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION Partnership	1f. JURISDICTION OF ORGANIZATION UT
			1g. ORGANIZATIONAL ID #, if any 2117236-0180	<input 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
2d. SEE INSTRUCTIONS		ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION
			2g. ORGANIZATIONAL ID #, if any	<input type="checkbox"/> NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME General Electric Capital Corporation				
OR				
3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS 635 Maryville Centre Drive, Suite 120		CITY St. Louis	STATE MO	POSTAL CODE 63141
				COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

All of debtors fixtures now existing or hereafter acquired. These goods which are or will become a part of the real estate as described in Exhibit "B" attached hereto and incorporated herein by reference. The name of the record owner of the real estate is: Grass Valley Holdings, L.P.

5. ALTERNATIVE DESIGNATION (if applicable):	LESSEE/LESSOR	CONSIGNEE/CONSIGNOR	BAILEE/BAILOR	SELLER/BUYER	AG. LIEN	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	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (optional)		All Debtors		Debtor 1	Debtor 2
8. OPTIONAL FILER REFERENCE DATA Salt Lake County, UT Asn 6325202-001						

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 Grass Valley Holdings, L.P.			
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. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION	11f. JURISDICTION OF ORGANIZATION	11g. ORGANIZATIONAL ID #, if any	

12. ADDITIONAL SECURED PARTY'S or 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:
Commonly known as: 8451 South Sandy Parkway, Sandy, UT 84070.

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

16. Additional collateral description:

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

Exhibit A

BEGINNING at a point which is North 1608.362 feet East 1424.385 feet from the Northwest Corner of Section 1, Township 3 South, Range 1 West, Salt Lake Base and Meridian; and running thence South 01° 00' 00" East 281.994 feet to a point of tangency with a 80.00 foot radius curve to the left, thence along the arc of said curve a distance of 60.505 feet (chord bears South 22° 40' 00" East 59.073 feet), thence South 44° 20' 00" East 234.704 feet, thence North 81° 56' 39" East 30.00 feet to the west right-of-way line of the D & R.G.W. Railroad right-of-way, thence along said right-of-way North 08° 03' 21" West 171.00 feet, thence North 08° 20' 37" West 337.00 feet, thence South 89° 01' 27" West 148.567 feet to the point of BEGINNING. (above land is located in the east 1/2 of the Southwest Quarter of Section 36, Township 2 South, Range 1 West, Salt Lake Base and Meridian)

TOGETHER WITH and subject to a non-exclusive right-of-way 30 feet in width being more particularly described as follows:

BEGINNING on the easterly line of Sandy Boulevard at a point which is North 00° 02' 25" East 326.883 feet and East 1350.455 feet from the Northwest Corner of Section 1, Township 3 South, Range 1 West, Salt Lake Base and Meridian; and running thence North 72° 05' 59" East 350.00 feet to a point of tangency with a 64.976 foot radius curve to the left, thence along the arc of said curve a distance of 90.900 feet (chord bears North 32° 01' 19" East 83.667 feet) to the westerly right-of-way line of the D & R. G. W. Railroad, thence along said right-of way line North 08° 03' 21" West 517.185 feet to a point of tangency with a 154.768 foot radius curve to the left, thence along the arc of said curve a distance of 97.993 feet (chord bears North 26° 11' 40" West 96.365 feet), thence North 44° 20' 00" West 234.704 feet to a point of tangency with an 80.00 foot radius curve to the right, thence along the arc of said curve a distance of 60.505 feet (chord bears North 22° 40' 00" West 59.073 feet), thence North 01° 00' 00" West 257.017 feet to a point of tangency with a 55.00 foot radius curve to the left, thence along the arc of said curve a distance of 86.370 feet (chord bears North 45° 59' 16" West 77.765 feet), thence South 89° 01' 27" West 663.540 feet, thence South 00° 28' 40" East 30.001 feet, thence North 89° 01' 27" East 663.801 feet to a point of tangency with a 25.00 foot radius curve to the right, thence along the arc of said curve a distance of 39.259 feet (chord bears South 45° 59' 17" East 35.348 feet), thence South 01° 00' 00" East 257.017 feet to a point of tangency with a 110.00 foot radius curve to the left, thence along the arc of said curve a distance of 83.194 feet (chord bears South 22° 40' 00" East 81.225 feet), thence South 44° 20' 00" East 234.704 feet to a point of tangency with a 124.768 foot radius curve to the right, thence along the arc of said curve a distance of 78.999 feet (chord bears South 26° 11' 40" East 77.686 feet), thence South 08° 03' 21" East 517.185 feet to a point of tangency with a 34.976 foot radius curve to the right, thence along the arc of said curve a distance of 48.931 feet (chord bears South 32° 01' 18" West 45.037 feet), thence South 72° 05' 59" West 347.407 feet to the easterly line of Sandy Boulevard, thence South 12° 57' 35" East 30.112 feet along said easterly line to the point of BEGINNING.

LESS AND EXCEPTING THEREFROM that portion lying within the bounds of the SANDY SUBURBAN IMPROVEMENT DISTRICT property.

TAX ID: 21-36-377-008-4001 & 4002