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 GARY W. OTT
 RECORDER, SALT LAKE COUNTY, UTAH
 NATIONAL CORPORATE RESEARCH
 523 W 6TH ST STE 544
 LOS ANGELES CA 90014
 BY: SLR, DEPUTY - WI 4 P.

UCC FINANCING STATEMENT
 FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional)

B. E-MAIL CONTACT AT FILER (optional)

C. SEND ACKNOWLEDGMENT TO: (Name and Address)

NCR NATIONAL CORPORATE RESEARCH, LTD.
 ATN: Terry Waitrovich
 523 West 6th Street, Suite 544
 Los Angeles, CA 90014

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
 BRIGHTON-BEST INTERNATIONAL, INC.

OR

1b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX

1c. MAILING ADDRESS

5855 Obispo Avenue	CITY Long Beach	STATE CA	POSTAL CODE 90805	COUNTRY USA
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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
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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
 PNC BANK, NATIONAL ASSOCIATION, AS COLLATERAL AGENT

OR

3b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX

3c. MAILING ADDRESS

c/o PNC Business Credit, 2 N. Lake Ave, #400	CITY Pasadena	STATE CA	POSTAL CODE 91101	COUNTRY USA
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4. COLLATERAL: This financing statement covers the following collateral:

SEE EXHIBIT A ATTACHED HERETO AND MADE A PART HEREOF:

THIS FINANCING STATEMENT IS A FIXTURE FILING (LOCAL FIXTURE FILING REQUESTED).

5. Check only if applicable and check only one box: Collateral is held in a Trust (see UCC1Ad, item 17 and instructions) being administered by a Decedent's Personal Representative

6a. Check only if applicable and check only one box:
 Public-Finance Transaction Manufactured-Home Transaction A Debtor is a Transmitting Utility

6b. Check only if applicable and check only one box:
 Agricultural Lien Non-UCC Filing

7. ALTERNATIVE DESIGNATION (if applicable): Lessee/Lessor Consignee/Consignor Seller/Buyer Bailee/Bailor Licensee/Licensor

8. OPTIONAL FILER REFERENCE DATA:
 E0662-0004 SALT LAKE COUNTY, UTAH

3 pgs attached *L 73354-12*

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 BRIGHTON-BEST INTERNATIONAL, INC.	
OR	
9b. INDIVIDUAL'S SURNAME	
FIRST PERSONAL NAME	
ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

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
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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
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12. ADDITIONAL SPACE FOR ITEM 4 (Collateral):

13. This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS (if applicable)

14. This FINANCING STATEMENT:
 covers timber to be cut covers as-extracted collateral is filed as a fixture filing

15. Name and address of a RECORD OWNER of real estate described in Item 18 (if Debtor does not have a record interest):
PORTEOUS REALTY INVESTMENTS

16. Description of real estate:
SEE EXHIBIT A ATTACHED HERETO AND MADE A PART HEREOF:
THIS FINANCING STATEMENT IS A FIXTURE FILING (LOCAL FIXTURE FILING REQUESTED).

17. MISCELLANEOUS:
E0662-0004 SALT LAKE COUNTY, UTAH

EXHIBIT "A"

DEBTOR: BRIGHTON-BEST INTERNATIONAL, INC.
a California corporation

SECURED PARTY: PNC BANK, NATIONAL ASSOCIATION, as Collateral
Agent

"Collateral" shall mean all of the Debtor's now owned and hereafter acquired machinery, equipment, furniture, furnishings, fixtures, and other tangible personal property (except inventory), including embedded software, dies, tools, jigs, molds and office equipment, as well as all of such types of property leased by Debtor and all of the Debtor's rights and interests with respect thereto under such leases (including, without limitation, options to purchase); together with all present and future additions and accessions thereto, replacements therefor, component and auxiliary parts and supplies used or to be used in connection therewith, and all substitutes for any of the foregoing, and all manuals, drawings, instructions, warranties and rights with respect thereto; wherever any of the foregoing is located.

The above goods may be or may become fixtures on the property located in the City of Salt Lake City, County of Salt Lake, State of Utah, described as: See Exhibit "B" attached hereto, and commonly known as 3262 West 1987 South, Salt Lake City, UT 84104. The name of the record owner is Porteous Realty Investments.

The filing hereof does not imply that the described goods are or are to become fixtures. The filing hereof is intended merely to protect the parties hereto from unwarranted assertions by third parties that the goods are other than personal property.

EXHIBIT "B"

**DEBTOR: BRIGHTON-BEST INTERNATIONAL, INC.
a California corporation**

**SECURED PARTY: PNC BANK, NATIONAL ASSOCIATION, as Collateral
Agent**

LEGAL DESCRIPTION:

PARCEL D-67-I

All of that portion of Lot 3, of Centennial Industrial Park, Phase II, A subdivision in Salt Lake City Salt Lake County, Utah, as recorded in the office of the recorder of said county, on September 23, 1977, as Entry No. 3001204, bounded and described as follows:

BEGINNING at a point on the South line of said Lot 3, from which point the Southwest corner of said lot bears South 81°49'42" West 552.72 feet; thence North 0°09'56" East 258.56 feet; thence South 89°50'22" East 441.81 feet to a point on the East line of said Lot 3; thence along said East line South 0°09'38" West 167.92 feet to the beginning of a curve concave Northwesterly having a radius of 30.00 feet; thence Southwesterly along the Southeasterly line of said lot and along said curve through a central angle of 81°40'04" a distance of 42.76 feet to a point on the South line of said Lot; thence along said South line South 81°49'42" West 420.62 feet to the point of **BEGINNING**.

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