

# UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional] Stephen V. Novacek	Trust Acct. #
B. SEND ACKNOWLEDGMENT TO: (Name and Address) Hale Lane Peek Dennison Howard and Anderson 100 W. Liberty Street, 10th Floor Reno, Nevada 89501	

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

1 a. ORGANIZATION'S NAME CydB, LLC					
OR	1 b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
1 c. MAILING ADDRESS c/o 885 Mahogany Drive		CITY Minden	STATE NV	POSTAL CODE 89423	COUNTRY USA
1d. TAX ID#, SSN OR EIN	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION LLC	1f. JURISDICTION OF ORGANIZATION Nevada	1g. ORGANIZATIONAL ID # if any NV-LLC11113-2001 <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	COUNTRY
2d. TAX ID #/ SSN OR EIN	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 U.S. BANK NATIONAL ASSOCIATION					
OR	3b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
3c. MAILING ADDRESS 2300 W. Sahara Avenue, Suite 350, Box 20		CITY Las Vegas	STATE NV	POSTAL CODE 89102	COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

The collateral consists of all personal property and fixtures described in Exhibit "A" attached hereto, owned or hereafter acquired by Debtor, a portion of which may be located upon the real property described in Exhibit "B" attached hereto and by this reference made a part hereof.

5. ALTERNATIVE DESIGNATION [if applicable]:  LESSEE/LESSOR  CONSIGNEE/CONSIGNOR  BAILEE/BAILOR  SELLER/BUYER  AG. LIEN  NON-UCC FILING

6.  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 REPORT(S) on Debtor(s) [ADDITIONAL FEE] [optional]  All Debtors  Debtor 1  Debtor 2

8. OPTIONAL FILER REFERENCE DATA  
DOUGLAS COUNTY RECORDER

08714

NATIONAL UCC FINANCING STATEMENT (FORM UCC1) (REV. 07/1/01)

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**EXHIBIT "A"**

**To UCC-1 Financing Statement**

The collateral consists of all personal property and improvements (collectively "Improvements"), now owned or hereafter acquired by Debtor located or hereafter to be constructed upon the real property located in Douglas County, Nevada (the "Property") described in **Exhibit "B"** and other personal property, including, but not limited to:

(a) All buildings and other improvements now or hereafter located on the Property, all water and water rights (whether riparian, appropriative, or otherwise, and whether or not appurtenant), pumps and pumping stations used in connection therewith and all shares of stock evidencing the same, all machinery, equipment, appliances, furnishings, inventory, fixtures, and other property used or useable in connection with the Property and the improvements thereon, including, but not limited to, all storage tanks and pipelines, all gas, electric, heating, cooling, air conditioning, refrigeration and plumbing fixtures and equipment, which have been or may hereafter be attached or affixed in any manner to any building now or hereafter on the Property (the "Improvements");

(b) All the rights, rights of way, easements, licenses, profits, privileges, tenements, hereditaments and appurtenances, now or hereafter in any way appertaining and belonging to or used in connection with the Property and/or the Improvements, and any part thereof or as a means of access thereto, including, but not limited to, any claim at law or in equity, and any after acquired title and reversion in or to each and every part of all streets, roads, highways and alleys adjacent to and adjoining the same;

(c) All rentals, earnings, income, accounts receivable, deposits, security deposits, receipts, royalties, revenues, issues and profits which may accrue from the Property and/or the Improvements and any part thereof;

(d) All deposits made with or other security given to utility companies by Debtor with respect to the Property and/or the Improvements, and all advance payments of insurance premiums made by Debtor with respect thereto and claims or demands relating to insurance;

(e) All existing and future goods and tangible personal property located on the Property or wherever located now owned or hereafter acquired by Debtor and used in connection with the use, operation or occupancy of the Property, including, but not limited to, all appliances, furniture and furnishings, fittings, materials, supplies, equipment and fixtures, and all supplies, and equipment now or hereafter delivered to the Property and installed or used or intended to be installed or used therein; and all renewals or replacements thereof or articles in substitution thereof;

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Hale Lane Peek Dennison Howard and Anderson  
Attorneys and Counsellors at Law  
Las Vegas, Nevada  
(702) 222-2500

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(f) All general intangibles relating to design, operation, management and use of the Property, including, but not limited to, (i) all names under which or by which the Property or the Improvements may at any time be operated or known, all rights to carry on business under any such names or any variant thereof, and all goodwill in any way relating to the Property, (ii) all permits, licenses, authorizations, variances, land use entitlements, approvals and consents issued or obtained in connection with the operation and use of the Improvements, (iii) all permits, licenses, approvals, consents, authorizations, franchises and agreements issued or obtained in connection with the use, occupancy or operation of the Property, (iv) all materials prepared for filing or filed with any governmental agency, and (v) all of Debtor's rights, under any contract in connection with the development, design, use, operation and management of the Property;

(g) All service, engineering, consulting, leasing, architectural and other similar contracts of any nature as such may be modified, amended or supplemented from time to time, concerning the management, operation, occupancy, use, and/or disposition of any portion of or all of the Property;

(h) All architectural drawings, plans, specifications, soil tests, feasibility studies, appraisals, engineering reports and similar materials relating to any portion of or all of the Property;

(i) All reserves, deferred payments, deposits, refunds, cost savings and payments of any kind relating to the operation, occupancy, use and disposition of any portion of or all of the Property;

(j) All proceeds and claims arising on account of any damage to or taking of the Property or any part thereof, and all causes of action and recoveries for any loss or diminution in the value of the Property;

(k) All policies of, and proceeds resulting from insurance relating to the Property or any of the above collateral, and any and all riders, amendments, extensions, renewals, supplements or extensions thereof, and all proceeds thereof;

(l) All shares of stock or other evidence of ownership of any part of the Property that is owned by Debtor in common with others, including all water stock relating to the Property, if any, and all documents or rights of membership in any owners' or members' association or similar group having responsibility for managing or operating any part of the Property; and

(m) All proceeds, whether cash, promissory notes, contract rights, or otherwise, of the sale or other disposition of all or any part of the estate of Debtor upon the Property now or hereafter existing thereon.

\* \* \* \* \*

**EXHIBIT "A"**

**LEGAL DESCRIPTION**

**PARCEL I:**

All that real property situate in the County of Douglas, State of Nevada, described as follows:

A parcel of land located within a portion of the Southwest ¼ of Section 30, Township 13 North, Range 20 East, Mount Diablo Meridian, more particularly described as follows:

Parcel 2A-1 as set forth on Parcel Map LDA 98-063 for Fitness, LLC, et al., filed for record in the office of the County Recorder of Douglas County, State of Nevada, on April 27, 2000, in Book 0400, Page 5234, as Document No. 490759.

**PARCEL II:**

All that real property situate in the County of Douglas, State of Nevada, described as follows:

A parcel of land located within a portion of the Southwest one-quarter of Section 30, Township 13 North, Range 20 East, Mount Diablo Meridian, more particularly described as follows:

Commencing at the northeast corner of Parcel 2A-1 as shown on Parcel Map LDA 98-063 for Fitness, LLC recorded April 27, 2000 in the office of Recorder, Douglas County, Nevada as Document No. 490759, also being the northwest corner of Parcel 2B as shown on Parcel Map LDA 97-056 for Patrick A. Fagen and A.A. and Emaleen Fagen recorded March 25, 1998 in said office of Recorder as Document No. 435764;

thence along the line common to said Parcel 2A-1 and Parcel 2B, South 16°46'42" West, 63.04 feet to the northeast corner of Parcel 2A-2 as shown on said Parcel Map LDA 98-063, the POINT OF BEGINNING;

thence continuing South 16°46'42" West, 19.86 feet;

thence South 00°02'36" West, 410.57 feet to a point on the southerly line of said Parcel 2B;

thence along said southerly line of Parcel 2B, North 58°01'34" West, 282.79 feet;

thence along the westerly lines of said Parcel 2B and Parcel 2A-2, North 00°02'36" East, 280.03 feet;

thence along the line common to said Parcel 2A-1 and Parcel 2A-2, South 89°57'24" East, 245.72 feet to the POINT OF BEGINNING, containing 85,209 square feet, more or less.

PREPARED BY: R.O. ANDERSON ENGINEERING, INC.  
P.O. Box 2229  
Minden, Nevada 89423

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COPY

REQUESTED BY  
**WESTERN TITLE COMPANY, INC.**  
IN OFFICIAL RECORDS OF  
DOUGLAS CO., NEVADA

2001 DEC -6 PM 12: 51

LINDA SLATER  
RECORDER

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BK 1201 PG 1870

\$ <sup>4000</sup> PAID <sub>kg</sub> DEPUTY