

**UCC FINANCING STATEMENT AMENDMENT**

FOLLOW INSTRUCTIONS

<b>A. NAME &amp; PHONE OF CONTACT AT FILER (optional)</b> Corporation Service Company 1-800-858-5294									
<b>B. E-MAIL CONTACT AT FILER (optional)</b> SPRFiling@cscinfo.com									
<b>C. SEND ACKNOWLEDGMENT TO: (Name and Address)</b> <div style="display: flex; justify-content: space-between; align-items: flex-start;"><div style="width: 60%;"><div style="border: 1px solid black; padding: 5px; margin-bottom: 5px;">1389 64692</div><div>Corporation Service Company 801 Adlai Stevenson Drive Springfield, IL 62703</div></div><div style="width: 35%; text-align: center; vertical-align: middle;">Filed In: Rhode Island (S.O.S.)</div></div>									
<b>THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY</b>									
<b>1a. INITIAL FINANCING STATEMENT FILE NUMBER</b> 201312443990 04/26/2013			<b>1b.</b> <input type="checkbox"/> This FINANCING STATEMENT AMENDMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS Filer: <u>attach</u> Amendment Addendum (Form UCC3Ad) <u>and</u> provide Debtor's name in item 13						
<b>2.</b> <input type="checkbox"/> <b>TERMINATION:</b> Effectiveness of the Financing Statement identified above is terminated with respect to the security interest(s) of Secured Party authorizing this Termination Statement									
<b>3.</b> <input type="checkbox"/> <b>ASSIGNMENT</b> (full or partial): Provide name of Assignee in item 7a or 7b, <u>and</u> address of Assignee in item 7c <u>and</u> name of Assignor in item 9 For partial assignment, complete items 7 and 9 <u>and</u> also indicate affected collateral in item 8									
<b>4.</b> <input checked="" type="checkbox"/> <b>CONTINUATION:</b> Effectiveness of the Financing Statement identified above with respect to the security interest(s) of Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law									
<b>5.</b> <input type="checkbox"/> <b>PARTY INFORMATION CHANGE:</b> Check <u>one</u> of these two boxes: <input type="checkbox"/> Debtor <u>or</u> <input type="checkbox"/> Secured Party of record <b>AND</b> Check <u>one</u> of these three boxes to: <div style="display: flex; justify-content: space-between; font-size: small;"><div>CHANGE name and/or address: Complete item 6a or 6b; <u>and</u> item 7a or 7b <u>and</u> item 7c</div><div>ADD name: Complete item 7a or 7b, <u>and</u> item 7c</div><div>DELETE name: Give record name to be deleted in item 6a or 6b</div></div>									
<b>6. CURRENT RECORD INFORMATION:</b> Complete for Party Information Change - provide only <u>one</u> name (6a or 6b)									
<div style="border: 1px solid black; padding: 2px;">6a. ORGANIZATION'S NAME <b>ELLA FITNESS HOLDING, INC.</b></div>									
OR									
<table border="1" style="width: 100%; border-collapse: collapse;"><tr><td style="width: 40%; padding: 2px;">6b. INDIVIDUAL'S SURNAME</td><td style="width: 30%; padding: 2px;">FIRST PERSONAL NAME</td><td style="width: 20%; padding: 2px;">ADDITIONAL NAME(S)/INITIAL(S)</td><td style="width: 10%; padding: 2px;">SUFFIX</td></tr></table>					6b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX	
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<b>7. CHANGED OR ADDED INFORMATION:</b> Complete for Assignment or Party Information Change - provide only <u>one</u> name (7a or 7b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)									
<div style="border: 1px solid black; padding: 2px;">7a. ORGANIZATION'S NAME</div>									
OR									
<div style="border: 1px solid black; padding: 2px;">7b. INDIVIDUAL'S SURNAME</div> <div style="border: 1px solid black; padding: 2px; margin-top: 2px;">INDIVIDUAL'S FIRST PERSONAL NAME</div> <div style="border: 1px solid black; padding: 2px; margin-top: 2px;">INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S)</div> <div style="border: 1px solid black; padding: 2px; margin-top: 2px; text-align: right;">SUFFIX</div>									
<table border="1" style="width: 100%; border-collapse: collapse;"><tr><td style="width: 40%; padding: 2px;">7c. MAILING ADDRESS</td><td style="width: 20%; padding: 2px;">CITY</td><td style="width: 10%; padding: 2px;">STATE</td><td style="width: 20%; padding: 2px;">POSTAL CODE</td><td style="width: 10%; padding: 2px;">COUNTRY <b>USA</b></td></tr></table>					7c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY <b>USA</b>
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<b>8.</b> <input type="checkbox"/> <b>COLLATERAL CHANGE:</b> <u>Also</u> check <u>one</u> of these four boxes: <input type="checkbox"/> ADD collateral <input type="checkbox"/> DELETE collateral <input type="checkbox"/> RESTATE covered collateral <input type="checkbox"/> ASSIGN collateral Indicate collateral:									
<b>9. NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT:</b> Provide only <u>one</u> name (9a or 9b) (name of Assignor, if this is an Assignment) If this is an Amendment authorized by a DEBTOR, check here <input type="checkbox"/> and provide name of authorizing Debtor									
<div style="border: 1px solid black; padding: 2px;">9a. ORGANIZATION'S NAME <b>Citizens Bank, N.A. formerly known as RBS Citizens, N.A.</b></div>									
OR									
<table border="1" style="width: 100%; border-collapse: collapse;"><tr><td style="width: 40%; padding: 2px;">9b. INDIVIDUAL'S SURNAME</td><td style="width: 30%; padding: 2px;">FIRST PERSONAL NAME</td><td style="width: 20%; padding: 2px;">ADDITIONAL NAME(S)/INITIAL(S)</td><td style="width: 10%; padding: 2px;">SUFFIX</td></tr></table>					9b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX	
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<b>10. OPTIONAL FILER REFERENCE DATA:</b> Debtor: <b>ELLA FITNESS HOLDING, INC.</b>									

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