

Recording Requested by and
When Recorded Return to:

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Burlingame, California 94011-0513

MODIFICATION TO DEED OF TRUST AND ASSIGNMENT OF RENTS

The Deed of Trust and Assignment of Rents (the "Trust Deed") dated as of July 1, 1985, with Redwood Theatres, Incorporated, a Nevada corporation, as Trustor, Carl M. Dutli, as Trustee, and Pacific Concessions, Inc., a California corporation, as Beneficiary, recorded in the Official Records of Klamath County, Oregon, on August 22, 1985, as Document No. 52410 at Volume M85, Page 13337, which Trust Deed affects the property described in Exhibit A which is annexed hereto and incorporated herein is hereby modified in the following respects:

1. As of the date of this modification, the various promissory notes secured by the Trust Deed, as amended, have been consolidated and replaced by two promissory notes dated May 1, 1988 in the original principal amounts of \$1,116,259.41 and \$165,000.00, respectively (the "Replacement Notes"). The Replacement Notes represent the continuing obligation of Trustor under the original notes. Each reference in the Trust Deed, as amended, to the original notes shall be deemed to refer to the Replacement Notes.

2. All references in the Trust Deed, as amended, to the Concession Loan Agreement shall be deemed to refer to the Restated and Amended Loan Agreement dated as of May 1, 1988, and all references to the Concession Lease Agreement shall be deemed to refer to the Restated and Amended Concession Lease Agreement dated as of May 1, 1988.

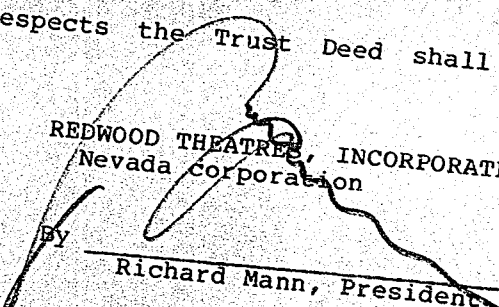
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3. In all other respects the Trust Deed shall remain unchanged.

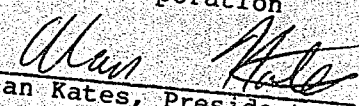
Dated as of May 1, 1988

REDWOOD THEATRES, INCORPORATED, a
Nevada corporation

By 
Richard Mann, President
"Trustor"

ACCEPTED BY BENEFICIARY:

PACIFIC CONCESSIONS, INC., a
California corporation

By: 
Alan Kates, President

STATE OF CALIFORNIA)
COUNTY OF SAN FRANCISCO) SS.

8860

On this 27th day of May, in the year 1988, before me, the undersigned, a notary public in and for said State and County personally appeared Richard Mann, personally known to me (or proved to me on the basis of satisfactory evidence) to be the President of the corporation described in and that executed the within instrument, and also known to me to be the person who executed the within instrument on behalf of the corporation therein named, and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF I have subscribed my name and affixed my official seal hereto as of the date first hereinabove written.

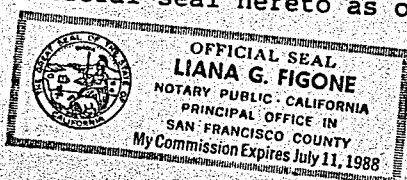


Liana G. Figone
Notary Public

STATE OF CALIFORNIA)
COUNTY OF SAN FRANCISCO) SS.

On this 27th day of May, in the year 1988, before me, the undersigned, a notary public in and for said State and County, personally appeared Richard Mann personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same.

IN WITNESS WHEREOF I have subscribed my name and affixed my official seal hereto as of the date first hereinabove written.



Liana G. Figone
Notary Public

8861

STATE OF CALIFORNIA)
) SS.
COUNTY OF SAN MATEO)

On this 3rd day of June, in the year 1988, before me, the undersigned, a notary public in and for said State and County personally appeared Alan Kates, personally known to me (or proved to me on the basis of satisfactory evidence) to be the President of the corporation described in and that executed the within instrument, and also known to me to be the person who executed the within instrument on behalf of the corporation therein named, and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF I have subscribed my name and affixed my official seal hereto as of the date first hereinabove written.

Joanne Velardi
Notary Public

8862

Order No.: 19826

EXHIBIT "A"
LEGAL DESCRIPTION

A tract of land situated in the S1/2 SE1/4 NW1/4 of Section 11, Township 39 South, Range 9 East of the Willamette Meridian, Klamath County, Oregon, described as follows:

Beginning at the Southwest corner of said S1/2 SE1/4 NW1/4; thence North along the West line of said S1/2 SE1/4 NW1/4 a distance of 301.4 feet to the South line of parcel described in deed from Klamath Theatres, Inc. to Klamath County, recorded in Volume 323, page 680, Deed Records of Klamath County, Oregon, said point being on the South line of Winter Avenue; thence North 88 degrees 58' East along said South line, a distance of 197.1 feet; thence North 0 degrees 38' West a distance of 361.2 feet to the North line of said S1/2 SE1/4 NW1/4; thence East along the North line of said S1/2 SE1/4 NW1/4 to the Northwest corner of Parcel conveyed to Samuel R. Warren, et ux, by deed recorded in Volume M69, page 7589, Records of Klamath County, Oregon; thence South 0 degrees 06' 30" West a distance of 660.5 feet, more or less, to the Southwest corner of parcel described as Parcel 1, in Deed from Klamath Theatres, Inc. to James E. Gelatly, recorded in Volume M70, page 5573, Records of Klamath County, Oregon, said point being on the South line of said S1/2 SE1/4 NW1/4; thence South 89 degrees 43' West, along said South line, a distance of 1013.23 feet, more or less, to the point of beginning.

Tax Account No.: 3909 011BD 06100

STATE OF OREGON: COUNTY OF KLAMATH: ss.

Filed for record at request of Jordan W. Clements, Esq. the 8th day
of June A.D., 19 88 at 12:48 o'clock P M., and duly recorded in Vol. M88
of Mortgages on Page 8858

FEE \$28.00

Evelyn Biehn

By

County Clerk

Bernetha A. Retsch