

88027

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Recording Requested by and
When Recorded Return to:

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P.O. Box 513
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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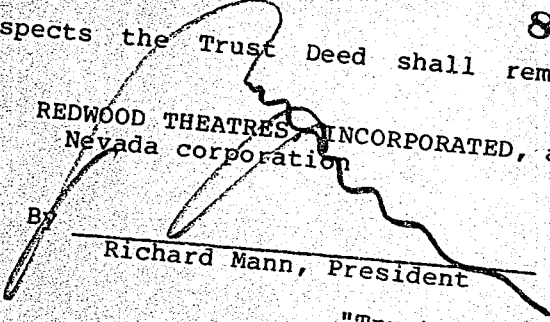
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3. In all other respects the Trust Deed shall remain unchanged. 8864

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:

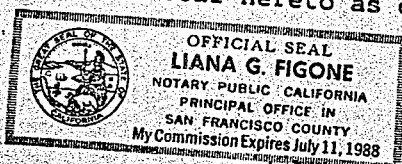

Alan Kates, President

STATE OF CALIFORNIA)
COUNTY OF SAN FRANCISCO) SS.

8865

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.

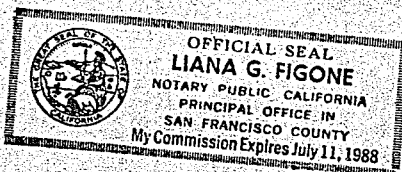


Liana G. Figone
Notary Public

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

8866

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 Velarde
 Notary Public

8867

EXHIBIT A
DESCRIPTION

PARCEL 1

That portion of vacated Lakeview Addition to the City of Klamath Falls, Oregon, in the County of Klamath, State of Oregon, including streets, street intersections, alleys, lots and blocks, heretofore vacated by Ordinance No. 5531, and within the bounds of the following description:

Beginning at the Northwest corner of Lot 4, Block 36, Lakeview Addition to the city of Klamath Falls, Klamath County, Oregon; thence South along the East line of Biehn Avenue to the North line of Sacramento Street; thence East along the North line of Sacramento Street to the West line of Harriman Avenue; thence North along the West line of Harriman Avenue to the Northeasterly corner of Block 39 said Lakeview Addition; thence Northwesterly along the Northeast line of said Block 39, extended across Ohio Avenue; thence along the Northeast line of Block 38, extended across Holabird Avenue; thence along the Northeast line of Block 36 to the North line of Lot 4, said Block 36; and thence along the North line of said Lot 4, to the point of beginning, all in said Lakeview Addition to the City of Klamath Falls, Oregon.

EXCEPTING THEREFROM Block 44 now vacated and EXCEPTING that portion conveyed to Klamath County by Deed Volume 95 at page 518, for road purposes.

PARCEL 2

A parcel of land situate in the NW $\frac{1}{4}$ NW $\frac{1}{4}$, Section 3 Township 39 South Range 9 East of the Willamette Meridian, Klamath County, Oregon, more particularly described as follows:

Commencing at the section corner marking the NW corner of Section 3, Township 39 South, Range 9 East of the Willamette Meridian, Klamath County, Oregon, and running thence S.0°00'30"E along the Westerly boundary of said Section 3, 826.8 feet more or less, to its intersection with a line parallel with and 75 feet distant at right angles Northeasterly from the centerline of the Dalles-California Highway, also known as South Sixth Street, as the same is now located and constructed; thence S.55°52 $\frac{1}{2}$ 'E along said parallel line 36.2 feet, more or less, to a point in the line marking the Easterly boundary of Washburn Way, as the same is now located and constructed, which point is the true point of beginning of this description, running thence S.55°52 $\frac{1}{2}$ 'E along said parallel line 296.92 feet, more or less to a point, thence N.34°07'30"E, 175 feet more or less to a point on the Southwesterly right of way line of Pershing Way, thence N.55°52'30"W along said right of way line a distance of 402.52 feet more or less to its intersection with the Easterly right of way line of Washburn Way, thence S.0°00'30"E along said right of way line 211.4 feet, more or less, to the true point of beginning.

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 8863

Evelyn Biehn County Clerk
By Deborah A. Hetsch

FEE \$28.00