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Recording Requested By and When Recorded Return To:

Jordan W. Clements, Esq. Carr, McClellan, Ingersoll, Thompson & Horn 216 Park Road Burlingame, CA 94010

MODIFICATION TO TRUST DEED

THIS MODIFICATION TO DEED OF TRUST AND ASSIGNMENT OF RENTS is made as of December 14, 1992, under the following circumstances:

- A. Redwood Theatres, Incorporated, a Nevada corporation, as Trustor, executed a Trust Deed dated October 3, 1985, and recorded on December 12, 1985, as Document No. 56290 at Volume M85, Page 20210, in the Official Records of Klamath County, Oregon (the "Deed of Trust"). The Beneficiary under the Deed of the Trust is Pacific Concessions, Inc., a California corporation, and the Trustee is Carl M. Dutli.
- B. The Deed of Trust was modified as of May 1, 1988 by a Modification to Deed of Trust and Assignment of Rents recorded in the Official Records of Klamath County on January 24, 1989, as Document No. 96373, Volume M89, Page 1376.

NOW, THEREFORE, the Deed of Trust is hereby modified as follows:

- 1. The Deed of Trust shall also secure payment of the indebtedness evidenced by an Additional Advance Note, of even date herewith, executed by Trustor, in the principal sum of \$700,000.
- 2. If the Trustor shall sell, convey or alienate said property, or any part thereof, or any interest therein, or shall be divested of his title or any interest therein in any manner or way, whether voluntarily or involuntarily, without the written consent of the Beneficiary being first had and obtained, Beneficiary shall have the right, at its option, except as prohibited by law, to declare any indebtedness or obligations secured hereby, irrespective of the maturity date specified in any note evidencing the same, immediately due and payable. Consent to one such transaction shall not be deemed to be a waiver of the right to require such consent to future successive transactions.

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

REDWOOD THEATRES, INCORPORATED

Вy

Richard Mann, President

Accepted by Beneficiary:

PACIFIC CONCESSIONS, INC.

By:

Alan Kates, President

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