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Recording Requested By and When  
Recorded Return To:

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Carr, McClellan, Ingersoll,  
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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 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 unchanged.

REDWOOD THEATRES, INCORPORATED

By Richard Mann, President

Accepted by Beneficiary:

PACIFIC CONCESSIONS, INC.

By: Alan Kates  
Alan Kates, President

2580

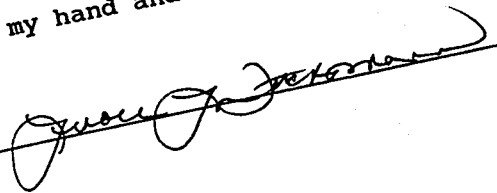
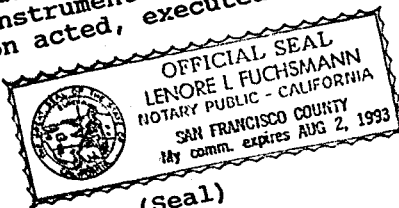
OF CALIFORNIA  
COUNTY OF MARIN

) ss.

On 12/14/92, before me, Lenore L. Fuchsmann,  
a Notary Public, 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 to me that he executed the same in his authorized  
capacity, and that by his signature on the instrument the person,  
or the entity upon behalf of which the person acted, executed the  
instrument.

WITNESS my hand and official seal.

Signature

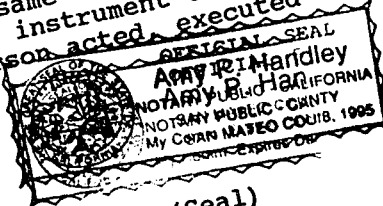
(Seal)

STATE OF CALIFORNIA )  
COUNTY OF SAN MATEO ) ss.

On 1/16/93, before me, Amy P. Handley,  
a Notary Public, personally appeared ALAN KATES, 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 to me that he executed the same in his authorized  
capacity, and that by his signature on the instrument the person,  
or the entity upon behalf of which the person acted, executed the  
instrument.

WITNESS my hand and official seal.

Signature

(Seal)

STATE OF OREGON: COUNTY OF KLAMATH: ss.

Filed for record at request of \_\_\_\_\_  
of \_\_\_\_\_ Feb. \_\_\_\_\_

A.D., 19 93 at 11:17 o'clock \_\_\_\_\_  
of \_\_\_\_\_ Mortgages \_\_\_\_\_

\_\_\_\_\_ the 4th day  
on Page 2578 and duly recorded in Vol. M93,  
By Evelyn Biehn County Clerk  
Pauline Mullendore

FEE

\$20.00