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RECORDATION REQUESTED BY:

Pacific Continental Bank
P.O. Box 10727
Eugene, OR 97440

Vol. 198 Page 18976

98 JUN -4 P3:35 Vol. 198 Page 20066

WHEN RECORDED MAIL TO:

Pacific Continental Bank
P.O. Box 10727
Eugene, OR 97440

SEND TAX NOTICES TO:

Oregon Pacific Petroleum Company, Inc. dba: American
Pacific Petroleum
32510 VanDuyn Rd.
Eugene, OR 97408

98 JUN 11 P3:40

ARC # 982149

SPACE ABOVE THIS LINE IS FOR RECORDER'S USE ONLY

MODIFICATION OF DEED OF TRUST

THIS MODIFICATION OF DEED OF TRUST IS DATED JUNE 1, 1998, BETWEEN Oregon Pacific Petroleum Company, Inc. dba: American Pacific Petroleum (referred to below as "Grantor"), whose address is 32510 VanDuyn Rd., Eugene, OR 97408; and Pacific Continental Bank (referred to below as "Lender"), whose address is P.O. Box 10727, Eugene, OR 97440.

DEED OF TRUST. Grantor and Lender have entered into a Deed of Trust dated June 1, 1997 (the "Deed of Trust") recorded in Klamath County, State of Oregon as follows:

Recorded July 11, 1997 as Volume 197, on Page 21947, in Official Records of Klamath County, State of Oregon.

REAL PROPERTY DESCRIPTION. The Deed of Trust covers the following described real property (the "Real Property") recorded in Klamath County, State of Oregon:

See attached Exhibit "A"

The Real Property or its address is commonly known as Hwy 97, Chemult, OR 97731.

MODIFICATION. Grantor and Lender hereby modify the Deed of Trust as follows:

Extend maturity date from June 1, 1998 to June 1, 1999.

DEFINITIONS: The following word(s) shall have the following meaning(s) when used in this Deed of Trust.

NOTE: The word "Note" now means the Promissory Note dated June 1, 1998 in the original amount of \$700,000.00 from Oregon Pacific Petroleum Company, Inc. dba: American Pacific Petroleum to Lender, together with all renewals, extensions, modifications, refinancings, consolidations, and substitutions for the note or credit agreement. This note is given in substitution for the Promissory Note dated June 1, 1997.

CONTINUING VALIDITY. Except as expressly modified above, the terms of the original Deed of Trust shall remain unchanged and in full force and effect. Consent by Lender to this Modification does not waive Lender's right to require strict performance of the Deed of Trust as changed above nor obligate Lender to make any future modifications. Nothing in this Modification shall constitute a satisfaction of the promissory note or other credit agreement secured by the Deed of Trust (the "Note"). It is the intention of Lender to retain as liable all parties to the Deed of Trust and all parties, makers and endorser to the Note, including accommodation parties, unless a party is expressly released by Lender in writing. Any maker or endorser, including accommodation makers, shall not be released by virtue of this Modification. If any person who signed the original Deed of Trust does not sign this Modification, then all persons signing below acknowledge that this Modification is given conditionally, based on the representation to Lender that the non-signing person consents to the changes and provisions of this Modification or otherwise will not be released by it. This waiver applies not only to any initial extension or modification but also to all such subsequent actions.

THIS INSTRUMENT BEING RE-RECORDED TO CORRECT THE LEGAL DESCRIPTION

This instrument is being recorded as an accommodation only, and has not been examined as to validity, sufficiency or effect it may have upon the herein described property. This courtesy recording has been requested of ASPEN TITLE & ESCROW, INC.

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EACH GRANTOR ACKNOWLEDGES HAVING READ ALL THE PROVISIONS OF THIS MODIFICATION OF DEED OF TRUST, AND EACH GRANTOR AGREES TO ITS TERMS.

GRANTOR:

Oregon Pacific Petroleum Company, Inc. dba: American Pacific Petroleum

By: [Signature]
John A. Anderson, President

By: [Signature]
James S. Anderson, Jr., Secretary

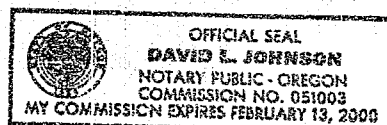
LENDER:

Pacific Continental Bank

By: _____
Authorized Officer

CORPORATE ACKNOWLEDGMENT

STATE OF Oregon)
) SS
COUNTY OF Clatsop)

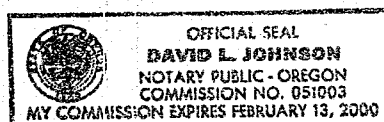


On this 2nd day of June, 1998, before me, the undersigned Notary Public, personally appeared John A. Anderson, President of Oregon Pacific Petroleum Company, Inc. dba: American Pacific Petroleum, and known to me to be an authorized agent of the corporation that executed the Modification of Deed of Trust and acknowledged the Modification to be the free and voluntary act and deed of the corporation, by authority of its Bylaws or by resolution of its board of directors, for the uses and purposes therein mentioned, and on oath stated that he or she is authorized to execute this Modification and in fact executed the Modification on behalf of the corporation.

By [Signature] Residing at Eugene, OR.
Notary Public in and for the State of Oregon My commission expires 2-13-2000

CORPORATE ACKNOWLEDGMENT

STATE OF Oregon)
) SS
COUNTY OF Clatsop)



On this 2nd day of June, 1998, before me, the undersigned Notary Public, personally appeared James S. Anderson, Jr., Secretary of Oregon Pacific Petroleum Company, Inc. dba: American Pacific Petroleum, and known to me to be an authorized agent of the corporation that executed the Modification of Deed of Trust and acknowledged the Modification to be the free and voluntary act and deed of the corporation, by authority of its Bylaws or by resolution of its board of directors, for the uses and purposes therein mentioned, and on oath stated that he or she is authorized to execute this Modification and in fact executed the Modification on behalf of the corporation.

By [Signature] Residing at Eugene, OR.
Notary Public in and for the State of Oregon My commission expires 2-13-2000

05-01-1998
Loan No 20784

MODIFICATION OF DEED OF TRUST
(Continued)

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18978 Page 3

LENDER ACKNOWLEDGMENT

STATE OF _____)
COUNTY OF _____) SS

On this _____ day of _____, 19____, before me, the undersigned Notary Public, personally appeared _____ and known to me to be the _____ authorized agent for the Lender that executed the within and foregoing instrument and acknowledged said instrument to be the free and voluntary act and deed of the said Lender, duly authorized by the Lender through its board of directors or otherwise, for the uses and purposes therein mentioned, and on oath stated that he or she is authorized to execute this said instrument and that the seal affixed is the corporate seal of said Lender.

By _____ Residing at _____
Notary Public in and for the State of _____ My commission expires _____

Beginning at a point on the North line of "E" Street in Oregon Trunk Addition to the City of Redmond, Deschutes County, Oregon, which point is 697.825 feet East of the intersection of the North line of "E" Street with the West line of Section 15, Township 15 South, Range 13, East of the Willamette Meridian; thence North on a line at right angles to the North line of "E" Street, a distance of 296.6 feet; thence East on a line parallel to the North line of "E" Street, a distance of 125 feet; thence South on a line at right angles to the North line of "E" Street; thence West along the North line of "E" Street, a distance of 125 feet to the point of beginning, all in and in according to the official map and plat of said Addition now on file in the Office of the County Clerk of said County and State.

HMD/c

STATE OF OREGON: COUNTY OF KLAMATH: ss.

Filed for record at request of Aspen Title & Escrow
 of June A.D. 19 98 at 3:35 o'clock P.M., and duly recorded in Vol. M98
 of Mortgages on Page 18976

FEE \$25.00

INDEXED

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By Bernetha G. Letsch, County Clerk
Kathleen Rood

20070

This Exhibit "A" is an attachment to that Modification of Deed of Trust dated June 1, 1998.
The Real Property or its address is commonly known as Hwy 97, Chemult, OR 97731

EXHIBIT "A"

Parcel I:

Lots 1 through 11, inclusive, Block 6 of NORTH CHEMULT, according to the official plat thereof on file in the offices of the County Clerk of Klamath County, Oregon.

Parcel II:

Lots 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11 and 12 in Block 2, NORTH CHEMULT, according to the official plat thereof on file in the office of the County Clerk of Klamath County, Oregon.

STATE OF OREGON: COUNTY OF KLAMATH: ss.

Filed for record at request of _____ ASPEN TITLE _____ the 11TH day
of JUNE A.D., 19 98 at 3:40 o'clock P M., and duly recorded in Vol. M98
of MORTGAGES on Page 20066

FEE \$25.00

Bernetha G. Letsch, County Clerk

By Bernetha G. Letsch