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RECORDATION REQUESTED BY:

South Valley Bank & Trust
P O Box 6210
Klamath Falls, OR 97601

Vol. 198 Page 48091
98 DEC 31 P2:37

WHEN RECORDED MAIL TO:

South Valley Bank & Trust
P O Box 6210
Klamath Falls, OR 97601

SEND TAX NOTICES TO:

Golden Bear, Inc.
7090 N Marks Avenue, Suite 200
Fresno, CA 93711

MTC 45885

SPACE ABOVE THIS LINE IS FOR RECORDER'S USE ONLY

MODIFICATION OF DEED OF TRUST

THIS MODIFICATION OF DEED OF TRUST IS DATED DECEMBER 17, 1998, BETWEEN Golden Bear, Inc., a California Corporation (referred to below as "Trustor"), whose address is 7090 N Marks Avenue, Suite 200, Fresno, CA 93711; and South Valley Bank & Trust (referred to below as "Lender"), whose address is P O Box 6210, Klamath Falls, OR 97601.

DEED OF TRUST. Trustor and Lender have entered into a Deed of Trust dated August 5, 1994 (the "Deed of Trust") recorded in Klamath County, State of California as follows:

Recorded on August 9, 1994 at the Klamath County Clerk's Office, Volume M94 at page 24565, reception #85666

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

See attached Exhibit A

The Real Property or its address is commonly known as 3151 Shield Crest Drive, Klamath Falls, CA 97603.

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

Extend the maturity date to December 31, 2003

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 endorsers 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.

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

TRUSTOR:

Golden Bear, Inc.

By: Peter J Parfitt
Peter J Parfitt, President

LENDER:

South Valley Bank & Trust

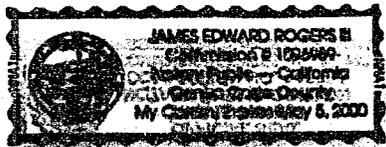
By: Neil Thompson
Authorized Officer

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF California)
COUNTY OF Santa Costa) 98

On December 28, 1998, before me, James Edward Rogers II, personally appeared Peter J Parfitt, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.



Signature James Edward Rogers II (Seal)

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MODIFICATION OF DEED OF TRUST
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EXHIBIT "A"
LEGAL DESCRIPTION

PARCEL 1

Lot 10, EXCEPT the Northerly 258.38 feet thereof; The West 30 feet of Lot 2, Block 4; Lot 8, Block 5 of TRACT No. 1257, RESUBDIVISION OF FIRST ADDITION TO SHIELD CREST, according to the official plat thereof on file in the office of the County Clerk of Klamath County, Oregon.

TOGETHER WITH an undivided interest in all those private roads on the plat and more particularly described in Declaration recorded in Volume M84, page 4256, records of Klamath County, Oregon.

EXCEPTING THEREFROM a parcel of land being a portion of Lot 10, Block 4, TRACT 1257, RESUBDIVISION OF A PORTION OF THE FIRST ADDITION TO SHIELD CREST, Klamath County, Oregon, more particularly described as follows:

Beginning at a 5/8" iron rod marking the Northwest corner of Lot 9, Block 4, of said TRACT 1257; thence South 46 degrees 34' 59" East a distance of 155.36 feet to a 5/8" iron rod monument; thence South 65 degrees 05' 36" East a distance of 81.68 feet to a point on the Southwesterly line of said Lot 9; thence North 52 degrees 56' 19" West a distance of 234.25 feet to the point of beginning.

PARCEL 2

Parcel 2 of Major Partition 1-91 situate in the NE1/4 of Section 7, and the NW1/4 of Section 8, Township 39 South, Range 10 East of the Willamette Meridian, Klamath County, Oregon.

PARCEL 3

A parcel of land located in the W1/2 of the E1/2 of Section 8, Township 39 South, Range 10 East of the Willamette Meridian, Klamath County, Oregon, being more particularly described as follows:

Beginning at the one-quarter corner common to Sections 5 and 8, Township 39 South, Range 10 East of the Willamette Meridian, Klamath County, Oregon; thence along the North line of said Section 8, North 89 degrees 45' 14" East 953.75 feet to the Northwest corner of a parcel of land described in Volume M84, page 3240, Deed Records of Klamath County, Oregon; thence, along the boundaries of said parcel South 00 degrees 13' 00" East 185.00 feet; thence North 89 degrees 45' 14" East 348.05 feet; thence South 00 degrees 13' 00" East 372.07 feet; thence East 30.00 feet to a point on the East line of the NW1/4 NE1/4 of Section 8; thence along said East line South 00 degrees 13' 00" East 504.96 feet to the Northeast corner of a parcel of land described in Volume M87, page 15532, Microfilm Records of Klamath County, Oregon; thence along the boundaries of said parcel, South 88 degrees 00' 16" West 220.52 feet; thence North 85 degrees 19' 47" West 286.02 feet; thence South 8 degrees 45' 58" West 551.68 feet to the Southwest corner of said parcel; thence South 8 degrees 48' 39" West 1935.93 feet to the Northeasterly corner of a parcel of land described in Volume 203, page 199, Deed Records of Klamath County, Oregon; thence North 65 degrees 45' 28" West 199.82 feet to the Northwesterly corner of said parcel and the Northeasterly corner of a parcel of land described in Volume M83, page 13511, Microfilm Records of Klamath County, Oregon; thence along the Northerly boundary of said parcel North 80 degrees 36' 19" West 274.21 feet to a point on the West line of the E1/2 of Section 8; thence along said East line North 00 degrees 03' 03" East 3372.34 feet to the point of beginning.

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PARCEL 4

A parcel of land being a portion of Lot 9, Block 4, TRACT 1257, RESUBDIVISION OF A PORTION OF THE FIRST ADDITION TO SHIELD CREST, Klamath County, Oregon, more particularly described as follows:

Beginning at a point on the Southwesterly line of Lot 9, Block 4, of said TRACT 1257, said point being South 52 degrees 56' 19" East a distance of 234.25 feet from the Northwest corner of Lot 9; thence South 52 degrees 56' 19" East along the Southwesterly line of Lot 9, a distance of 124.44 feet to a 5/8" iron rod marking the Southwest corner of Lot 9; thence North 83 degrees 18' 16" East along the South line of Lot 9 a distance of 50.00 feet to a 5/8" iron rod monument; thence North 65 degrees 05' 36" West a distance of 164.24 feet to the point of beginning.

STATE OF OREGON - COUNTY OF KLAMATH: ss.

Filed for record at request of Amerititle
of December 31st A.D., 19 98 at 2:37 o'clock P.M., and duly recorded in Vol. M98
of Mortgages on Page 48091

FEE \$25.00

By Bernetha G. Letsch, County Clerk
Kathleen Ross