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This STATEMENT is presented for filing pursuant to the California Uniform Commercial Code

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|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--------------------------------------------------------------------|----------------------------------------------------------------------------------------------|------------------------------------------------------------------------|
| 1. FILING OF ORIG. FINANCING STATEMENT<br><b>14224 Vol M96 BK5920</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |  | 1A. DATE OF FILING OF ORIG. FINANCING STATEMENT<br><b>03/04/96</b> | 1B. DATE OF ORIG. FINANCING STATEMENT<br><b>02/28/96</b>                                     | 1C. PLACE OF FILING ORIG. FINANCING STATEMENT<br><b>KLAMATH COUNTY</b> |
| 2. DEBTOR (LAST NAME FIRST)<br><b>MATHES, DAVID</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |  |                                                                    | 2A. SOCIAL SECURITY NO., FEDERAL TAX NO.<br><b>542-76-2356</b>                               |                                                                        |
| 2B. MAILING ADDRESS<br><b>20954 S POE VALLEY ROAD</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |  |                                                                    | 2C. CITY, STATE<br><b>KLAMATH FALLS, OREGON</b>                                              | 2D. ZIP CODE<br><b>97603</b>                                           |
| 3. ADDITIONAL DEBTOR (IF ANY) (LAST NAME FIRST)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |  |                                                                    | 3A. SOCIAL SECURITY OR FEDERAL TAX NO.                                                       |                                                                        |
| 3B. MAILING ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |  |                                                                    | 3C. CITY, STATE                                                                              | 3D. ZIP CODE                                                           |
| 4. SECURED PARTY<br>NAME<br><b>SPRECKELS SUGAR COMPANY</b><br>MAILING ADDRESS<br><b>P O BOX 2240</b><br>CITY<br><b>WOODLAND</b> STATE<br><b>CALIFORNIA</b> ZIP CODE<br><b>95776</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |  |                                                                    | 4A. SOCIAL SECURITY NO., FEDERAL TAX NO. OR BANK TRANSIT AND A.B.A. NO.<br><b>13-3366164</b> |                                                                        |
| 5. ASSIGNEE OF SECURED PARTY (IF ANY)<br>NAME<br>MAILING ADDRESS<br>CITY<br>STATE<br>ZIP CODE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |  |                                                                    | 5A. SOCIAL SECURITY NO., FEDERAL TAX NO. OR BANK TRANSIT AND A.B.A. NO.                      |                                                                        |
| d. <input type="checkbox"/> CONTINUATION—The original Financing Statement between the foregoing Debtor and Secured Party bearing the file number and date shown above is continued. If collateral is crops or timber, check here <input type="checkbox"/> and insert description of real property on which growing or to be grown in Item 7 below.<br><input type="checkbox"/> RELEASE—From the collateral described in the Financing Statement bearing the file number shown above, the Secured Party releases the collateral described in Item 7 below.<br><input type="checkbox"/> ASSIGNMENT—The Secured Party certifies that the Secured Party has assigned to the Assignee above named, all the Secured Party's rights under the Financing Statement bearing the file number shown above in the collateral described in Item 7 below.<br><input checked="" type="checkbox"/> TERMINATION—The Secured Party certifies that the Secured Party no longer claims a security interest under the Financing Statement bearing the file number shown above.<br><input type="checkbox"/> AMENDMENT—The Financing Statement bearing the file number shown above is amended as set forth in Item 7 below. (Signature of Debtor required on all amendments.)<br><input type="checkbox"/> OTHER |  |                                                                    |                                                                                              |                                                                        |

7.

|                                                                                               |  |                                                                                                                                                                       |                                                                     |
|-----------------------------------------------------------------------------------------------|--|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|
| 8. (Date) <u>JULY 21, 1999</u>                                                                |  | C<br>O<br>D<br>E                                                                                                                                                      | 9. This Space for Use of Filing Officer (Date, Time, Filing Office) |
| NOT REQUIRED                                                                                  |  |                                                                                                                                                                       | 1                                                                   |
| By: _____                                                                                     |  |                                                                                                                                                                       | 2                                                                   |
| SIGNATURE(S) OF DEBTOR(S) (TITLE)                                                             |  |                                                                                                                                                                       | 3                                                                   |
| SPRECKELS SUGAR COMPANY                                                                       |  |                                                                                                                                                                       | 4                                                                   |
| By:  _____ |  |                                                                                                                                                                       | 5                                                                   |
| SIGNATURE(S) OF SECURED PARTY(IES) (TITLE)                                                    |  |                                                                                                                                                                       | 6                                                                   |
| AGRICULTURAL MANAGER                                                                          |  |                                                                                                                                                                       | 7                                                                   |
| 10. Return Copy to                                                                            |  | 8                                                                                                                                                                     |                                                                     |
| NAME ADDRESS CITY AND STATE                                                                   |  | State of Oregon, County of Klamath<br>Recorded 7/28/99, at <u>3:31 p. m.</u><br>In Vol. M99 Page <u>30100</u><br>Linda Smith,<br>County Clerk Fees <u>5</u> <i>RR</i> |                                                                     |

UNIFORM COMMERCIAL CODE—FORM UCC-2

Approved by the Secretary of State