

1st 118655  
 UNTIL A CHANGE IS REQUESTED,  
 ALL TAX STATEMENTS ARE TO BE  
 SENT TO THE FOLLOWING ADDRESS:  
 States Resources Corp.  
 484 S 131 Street  
 Omaha NE 68137

State of Oregon, County of Klamath  
 Recorded 07/14/2004 3:23 P M  
 Vol M04 Pg 46163-65  
 Linda Smith, County Clerk  
 Fee \$ 31.00 # of Pgs 3

CONSIDERATION: \$212,785.40

TRUSTEE'S DEED

TRUSTEE: NANCY K. CARY, Successor Trustee

GRANTEE: STATES RESOURCES CORP., an Iowa corporation

RECITALS:

A. ROOKSTOOL & ALTER, A CO-PARTNERSHIP CONSISTING OF JACK L. ROOKSTOOL and MARTIN D. ALTER, Grantor, executed and delivered to WILLIAM L. SISEMORE, Trustee for the benefit of KLAMATH FIRST FEDERAL SAVINGS AND LOAN ASSOCIATION, Beneficiary, a Trust Deed dated March 27, 1992 and recorded on March 31, 1992, in the Official Records of Klamath County, Oregon as Volume M92, Page 6602 (the Trust Deed). In the Trust Deed, the following described real property (the Real Property) was conveyed by the Grantor to the Trustee to secure the performance of certain obligations to the Beneficiary:

As described on the attached Exhibit A.

Thereafter the Grantor defaulted in performance of the obligations secured by the Trust Deed. The default still existed at the time of sale by the Trustee to the Grantee.

B. NANCY K. CARY was appointed Successor Trustee of the Trust Deed. The appointment was recorded on February 2, 2004 in the Official Records of Klamath County, Oregon as Volume M04, Page 6286.

C. The Beneficiary declared the Grantor of the Trust Deed to be in default. The reasons for the declaration of default, the Beneficiary's election to declare all sums due to it immediately due and the Beneficiary's election to foreclose the Trust Deed by advertisement and sale to satisfy the Grantor's obligations was recorded on February 2, 2004 in the Official Records of Klamath County, Oregon as Volume M04, Page 6287.

D. After recording the Notice of Default and Election to Sell, the Trustee gave notice of the time and place set for sale of the Real Property. Notice of the sale was given:

1. To all persons entitled to receive such notice by mailing the notice to them at their last known addresses by both first class mail and certified mail, return receipt requested. The notice was mailed to them more than 120 days before the Trustee conducted the sale. An Affidavit of Mailing of such notice was recorded in the Official Records of Klamath County, Oregon as Volume M04, Page 28363-69, prior to the day the Trustee conducted the sale. An Affidavit of Mailing Notice of Nonjudicial Sale was recorded as Volume M04, Page 30476, prior to the day the Trustee conducted the sale.

2. By publishing such notice in the Herald and News, a newspaper of general circulation in Klamath County, Oregon, once a week for four successive weeks. The last publication was more than 20 days prior to the day the Trustee conducted the sale. An Affidavit of Publication of such notice was recorded in the Official Records of Klamath County, Oregon as Volume M04, Page 28363-69, prior to the day the Trustee conducted the sale.

E. On the date of the Notice of Sale, the Trustee did not have actual notice of any person claiming an interest which was subsequent to the Trustee's interest in the Real Property, except for those persons named in the affidavits referred to in Recital D. of this deed. The property was not occupied at the time notice was given. An Affidavit of Nonoccupancy was recorded in the Official Records of Klamath County, Oregon as Volume M04, Page 28363-69, prior to the date the Trustee conducted the sale.

F. On July 12, 2004, at 11:00 m. at the front of the Klamath County Courthouse, 316 Main Street, Klamath Falls, Oregon, the Trustee sold the Real Property in one parcel at public auction to the highest bidder for cash. The price bid was paid at the time of sale.

G. At no time during the period of time between the recording of the Notice of Default and Election to Sell and the date of the sale, was the real property described in and covered by the Trust Deed, or any interest therein owned by a person in the military service of the United States of America, a minor or an incapacitated person.

H. The true and actual consideration paid for this transfer is \$.

I. In construing this instrument, whenever the context requires, the following shall apply:

1. References to a specific gender shall include the masculine, feminine and neuter genders.
2. Reference to the singular shall include the plural and vice versa.
3. References to the Trustee shall include any Successor Trustee.

THIS INSTRUMENT WILL NOT ALLOW USE OF THE PROPERTY DESCRIBED IN THIS INSTRUMENT IN VIOLATION OF APPLICABLE LAND USE LAWS AND REGULATIONS. BEFORE SIGNING OR ACCEPTING THIS INSTRUMENT, THE PERSON ACQUIRING FEE TITLE TO THE PROPERTY SHOULD CHECK WITH THE APPROPRIATE CITY OR COUNTY PLANNING DEPARTMENT TO VERIFY APPROVED USES AND TO DETERMINE ANY LIMITS ON LAWSUITS AGAINST FARMING OR FOREST PRACTICES AS DEFINED IN ORS 30.930.

THE PROPERTY DESCRIBED IN THIS INSTRUMENT MAY NOT BE WITHIN A FIRE PROTECTION DISTRICT PROTECTING STRUCTURES. THE PROPERTY IS SUBJECT TO LAND USE LAWS AND REGULATIONS, WHICH, IN FARM OR FOREST ZONES, MAY NOT AUTHORIZE CONSTRUCTION OR SITING OF A RESIDENCE AND WHICH LIMIT LAWSUITS AGAINST FARMING OR FOREST PRACTICES AS DEFINED IN ORS 30.930 IN ALL ZONES. BEFORE SIGNING OR ACCEPTING THIS INSTRUMENT, THE PERSON ACQUIRING FEE TITLE TO THE PROPERTY SHOULD CHECK WITH THE APPROPRIATE CITY OR COUNTY PLANNING DEPARTMENT TO VERIFY APPROVED USES AND EXISTENCE OF FIRE PROTECTION FOR STRUCTURES.

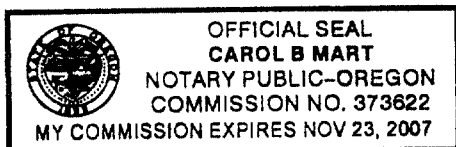
In consideration of the sum paid by the Grantee in cash, the receipt of which is hereby acknowledged, the Trustee hereby conveys to the Grantee all interest which the Grantor had or had the power to convey at the time of Grantor's execution of the Trust Deed in and to the Real Property described herein, together with any interest the Grantor or the Grantor's successors in interest acquired after the execution of the Trust Deed.

Dated: July 12, 2004.

STATE OF OREGON                   )  
  ) ss.  
COUNTY OF LANE                )

NANCY K. CARY  
Successor Trustee

The foregoing instrument was acknowledged before me on July 12, 2004, by NANCY K. CARY, Successor Trustee.



*Carol B. Mart*  
Notary Public for Oregon  
My Commission Expires: 11-23-07

**Exhibit "A"**

Real property in the County of Klamath, State of Oregon, described as follows:

A portion of the SE 1/4 NW 1/4 of Section 2, Township 39 South, Range 9 E. W. M., more particularly described as follows: Beginning at a one-inch axle marking the Southwesterly corner of Lot 82 of Pleasant Home Tracts, a duly recorded Subdivision; thence North 89°24'30" East along the Southerly boundary of said Lot 82 and said Pleasant Home Tracts a distance of 660.20 feet to a 3/4 inch iron pipe; thence South 00°35'00" East a distance of 1301.82 feet to the Northerly right of way line of South Sixth Street (State Highway No. 140); thence North 88°59'04" East along said Northerly right of way line 102.50 feet to a P-K Nail; thence North 00°35'00" West a distance 115.88 feet to the true point of beginning of this description; thence continuing North 00°35'00" West 153.05 feet to a P-K Nail; thence North 45°25'00" East 27.79 feet to a P-K Nail; thence South 88°35'00" East 122.52 feet to a P-K Nail on the Easterly line of that parcel of land as described in Deed Volume M72 page 760, records of Klamath County, Oregon; thence South 00°35'00" East along said Easterly line a distance of 167.00 feet; thence South 88°59'04" West a distance of 142.50 feet to the true point of beginning. Bearings based on Survey No. 1480 as recorded in the office of the Klamath County Surveyor.

SAVING AND EXCEPTING the following described parcel of real property:

A portion of the SE 1/4 NW 1/4, Section 2, Township 39 South, Range 9 East of the Willamette Meridian, more particularly described as follows: Beginning at a 1 inch axle marking the Southwesterly corner of Lot 82, Pleasant Home Tracts, a duly recorded subdivision; thence North 89°24'30" East along the Southerly boundary of said Lot 82 and said Pleasant Home Tracts a distance of 660.20 feet to a 3/4 inch iron pipe; thence South 00°35'00" East a distance of 1301.82 feet to the Northerly right of way line of South Sixth Street (State Highway No. 140); thence North 88°59'04" East along said Northerly right of way line 102.50 feet to a P-K Nail; thence North 00°35'00" West a distance of 115.88 feet to the true point of beginning of this description, as marked by a 1/2 inch iron pin; thence North 88°59'04" East 142.50 feet to a 1/2 inch iron pin on the Easterly line of that parcel of land as described in Deed Volume M72 page 760, records of Klamath County, Oregon; thence along said Easterly line North 00°35'00" West 38.55 feet to a 5/8 inch iron pin; thence South 89°25'00" West 142.52 feet to a 5/8 inch iron pin; thence South 00°35'00" East 39.47 feet to the true point of beginning, containing 5559.71 square feet more or less, with bearings based on Survey No. 1480 as recorded in the office of the County Surveyor.

NOTE: There is an easement appurtenant to the above described property, said easement is described as follows: TOGETHER WITH an easement and right of way along and upon a strip 30 feet in width lying adjacent to and parallel with the Westerly boundary line of the above described property and extended Southerly to the North line of South Sixth Street, for ingress to and egress from said property.

Tax Parcel Number: 517453