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AFTER RECORDING RETURN TO:
Bendich, Stobaugh & Strong, P.C.
900 Fourth Avenue, Suite 3800
Seattle, WA 98164

Vol M05 Page 05425

State of Oregon, County of Klamath
Recorded 01/25/05 3:12 p m
Vol M05 Pg 05425-27
Linda Smith, County Clerk
Fee \$ 31⁰⁰ # of Pgs 3

**ASSIGNMENT OF DEED OF TRUST, ETC. TO UNITED STATES SMALL
BUSINESS ADMINISTRATION**

For value received, Oregon Business Development Corporation ("CDC") does hereby assign to the United States Small Business Administration ("SBA"), whose mailing address is Fresno Commercial Loan Service Center, 2719 North Air Fresno Drive, Suite #107, Fresno CA 93727-1547, all of the instruments, security interests and agreements, property, collateral and contract rights described in the paragraphs below.

- (a) All right, title, and interest of CDC in and to a note executed by 5C, LLC in the amount of \$371,000 ("the Note").
- (b) All right, title and interest of CDC in a Deed of Trust by and between 5C, LLC, Grantor, and CDC as Beneficiary. The Deed of Trust secures payment of the Note. The Deed of Trust is dated January 11, 2005, recorded in Klamath County Microfilm Records No. m05-05417 and concerns the real property that is legally described at Exhibit "A."
- (c) All right, title and interest in Guarantee(s) of the Note signed by Catherine D. Cook, Christopher T. Cook and Chloe E. Hopkins.
- (d) All right, title and interest in Security Agreement executed by 5C, LLC, that secures payment of the Note.

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It is agreed that the SBA shall have full power, right and authority to reassign the collateral, contract rights, security interests, agreements, property and instruments which are the subject of this assignment.

Done at Bredmond, Oregon on January 19, 2005, on behalf of the Oregon Business Development Corporation.

Helmer C. Wallan
Helmer Wallan, President

State of Oregon)
) ss.
County of Deschutes)

I certify that I know or have satisfactory evidence that Helmer Wallan signed this instrument, on oath stated that he was authorized to execute the instrument and acknowledged it as the President of Oregon Business Development Corporation to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

(Seal or stamp) Dated January 19, 2005
 Cherie Folkens

NOTARY PUBLIC in and for the State of Oregon,
residing at Bredmond, Oregon
My appointment expires 8/5/06

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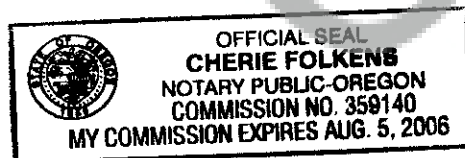


EXHIBIT "A"
LEGAL DESCRIPTION

PARCEL 1:

The South 39 feet of vacated Lot 6, vacated Lots 7, 8, 9, 10, 15, 16, 17 and 18 in Block 206, MILLS SECOND ADDITION to The City of Klamath Falls, according to the official plat thereof on file in the office of the County Clerk of Klamath County Oregon, said lots having been vacated by Ordinance No. 03-06, recorded April 14, 2003 in Volume M03, page 23363, Microfilm Records of Klamath County, Oregon, and amended by Ordinance No. 04-03, recorded March 10, 2004 in Volume M04, page 13650, and by Ordinance No. 03-05, recorded April 14, 2003 in Volume M03, page 23360, Microfilm Records of Klamath County, Oregon.

TOGETHER WITH that portion of alley vacated by Ordinance No. 03-03, recorded December 13, 2003 in Volume M03, page 08867 as inured to said vacated Lots 6, 7, 8 and 9 by operation of law.

AND TOGETHER WITH that portion of the former Oregon, California and Eastern Railway Company railroad right of way over and across said vacated Lot 8 as conveyed by Quit Claim Deed recorded February 14, 1996 in Volume M96, page 4242, Microfilm Records of Klamath County, Oregon.

PARCEL 2:

Lots 11, 12, 13 and 14 in Block 206, MILLS SECOND ADDITION to the City of Klamath Falls, according to the official plat thereof on file in the office of the County Clerk of Klamath County, Oregon.

TOGETHER WITH that portion of the former Oregon, California and Eastern Railway Company railroad right of way over and across said vacated Lot 8 as conveyed by Quit Claim Deed recorded February 14, 1996 in Volume M96, page 4242, Microfilm Records of Klamath County, Oregon.

Tax Account No.: 3809-033DC-14800-000
Tax Account No.: 3809-033DC-14300-000

Key No.: 631962
Key No.: 631917