

UNIFORM COMMERCIAL CODE - FINANCING STATEMENT - FORM UCC-1
IMPORTANT - Read instructions on back before filling out form.

22.00

This FINANCING STATEMENT is presented for filing pursuant to the Nevada Uniform Commercial Code.

1. DEBTOR (ONE NAME ONLY) <input type="checkbox"/> LEGAL BUSINESS NAME <input type="checkbox"/> INDIVIDUAL (LAST NAME FIRST)		Robert L. Helms as trustee of the ROBERT L. HELMS AND PAULINE F. HELMS FAMILY TRUST under Amended and Restated Declaration dated March 1, 1985		1A. SOCIAL SECURITY OR FEDERAL TAX NO
1B. MAILING ADDRESS		709 East Lincoln Way, P.O. Drawer 608		1C. CITY, STATE Sparks, Nevada
1E. RESIDENCE ADDRESS				1D. ZIP CODE 89431
2. ADDITIONAL DEBTOR (IF ANY) (ONE NAME ONLY) <input type="checkbox"/> LEGAL BUSINESS NAME <input type="checkbox"/> INDIVIDUAL (LAST NAME FIRST)				1F. CITY, STATE
2B. MAILING ADDRESS				1G. ZIP CODE
2E. RESIDENCE ADDRESS				2A. SOCIAL SECURITY OR FEDERAL TAX NO
3. <input type="checkbox"/> ADDITIONAL DEBTOR(S) ON ATTACHED SHEET				2C. CITY, STATE
4. SECURED PARTY		NAME United States National Bank of Oregon, Commercial Banking Division		2D. ZIP CODE
MAILING ADDRESS P. O. Box 4412		CITY Portland STATE Oregon ZIP CODE 97208		2E. RESIDENCE ADDRESS
5. ASSIGNEE OF SECURED PARTY (IF ANY)		NAME		2F. CITY, STATE
MAILING ADDRESS		CITY STATE ZIP CODE		2G. ZIP CODE
CITY STATE ZIP CODE		4A. SOCIAL SECURITY NO FEDERAL TAX NO OR BANK TRANSIT AND A B A NO		4B. SOCIAL SECURITY NO FEDERAL TAX NO OR BANK TRANSIT AND A B A NO
		Bank Transist Number: 123 000 220		4C. SOCIAL SECURITY NO FEDERAL TAX NO OR BANK TRANSIT AND A B A NO
		ABA No: 24-22		4D. SOCIAL SECURITY NO FEDERAL TAX NO OR BANK TRANSIT AND A B A NO

6. This FINANCING STATEMENT covers the following types or items of property (if crops or timber, include description of real property on which growing or to be growing and name of record owner of such real estate; if fixtures, include description of real property to which affixed or to be affixed and name of record owner of such real estate; if oil, gas or minerals, include description of real property from which to be extracted).

See Exhibits "A" and "B" attached hereto and by this reference incorporated herein.

(Cont'd)

6A.

Robert L. Helms SIGNATURE OF RECORD OWNER as trustee of the ROBERT L. HELMS and PAULINE F. HELMS FAMILY TRUST under Amended and Restated Declaration dated March 1, 1985 (TYPE) RECORD OWNER OF REAL PROPERTY

6C. \$ MAXIMUM AMOUNT OF INDEBTEDNESS TO BE SECURED AT ANY ONE TIME (OPTIONAL)

7. Check <input checked="" type="checkbox"/> if Applicable	A <input checked="" type="checkbox"/> Proceeds of collateral are also covered	B <input checked="" type="checkbox"/> Products of collateral are also covered	C <input type="checkbox"/> Proceeds of above described original collateral in which a security interest was perfected (Debtors Signature Not Required)	D <input type="checkbox"/> Collateral was brought into this State subject to security interest in another jurisdiction (Debtors Signature Not Required)
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8. Check if Applicable DEBTOR IS A "TRANSMITTING UTILITY" IN ACCORDANCE WITH NRS 704.205 AND NRS 104.9403

9. By: *Robert L. Helms Trustee* (Date) February 16 19 88

11. This Space for Use of Filing Officer (Date, Time, File Number and Filing Officer)

06664

By: Robert L. Helms as trustee of the ROBERT L. HELMS and PAULINE F. HELMS FAMILY TRUST under Amended and Restated Declaration dated March 1, 1985

By: Richard L. Ferguson Assistant Vice President, Commercial Banking Division United States National Bank of Oregon

10. Return Copy to

NAME Robert S. Ball, Esq.
ADDRESS Ball, Janik & Novack
CITY, STATE 1100 One Main Place
AND ZIP 101 SW Main Street
Portland, OR 97204

172640

BOOK 288 PAGE 2156

THIS SPACE FOR USE OF FILING OFFICER

Robert L. Helms, as trustee of the ROBERT L. HELMS AND PAULINE F. HELMS FAMILY TRUST under Amended and Restated Declaration dated March 1, 1985

EXHIBIT "A"
to
Financing Statement
Real Property

ALL THAT CERTAIN LOT, PIECE OR PARCEL OF LAND SITUATE IN THE COUNTY OF DOUGLAS, STATE OF NEVADA, DESCRIBED AS FOLLOWS:

PARCEL 1:

Township 13 North Range 19 East M.D.B & M.

Section 13: South 1/2

Section 14: Southeast 1/4; East 1/2 of the Southwest 1/4 excepting therefrom the portion of the East 1/2 of the Southwest 1/4 conveyed to Carl Kidman and wife, by Deed recorded May 16, 1951 in Book Z, Page 468. Further excepting all that portion lying within the high water line of the Carson river.

Section 23: East 1/2

Excepting therefrom that portion conveyed to Herman H. Herbig and wife, recorded November 21, 1964, in Book 27, Page 513, Official Records, Douglas County, Nevada. Further excepting therefrom that portion of Sections 23 and 26 conveyed to Abraham Klauber, by Deed dated February 17, 1866, and recorded in Book C of Deeds at Page 290, Douglas County, Nevada Records. Further excepting that portion conveyed to the State of Nevada for Highway purposes by instrument recorded June 10, 1946, in Book X of Deeds, at Page 511, Douglas County, Nevada Records. Further excepting any portion lying within the highwater mark of the Carson River.

Section 24: All

Excepting therefrom that portion conveyed to the State of Nevada for highway purposes by instrument recorded June 10, 1946 in Book X of deeds, at Page 511, Douglas County, Nevada Records. Further excepting that portion conveyed to Minden-Gardnerville Sanitation District by Deed recorded July 26, 1985 in Book 785, at Page 2184, as Document No. 120662, Douglas County, Nevada Records. Excepting therefrom any portion lying within the high water mark of the Carson River.

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Section 25: ALL

Excepting that portion conveyed to Hickey Bros, Inc., by deed recorded April 21, 1978 in Book 478, at Page 1364, as Document No. 19895, Douglas County, Nevada Records.

Further excepting any portion lying within the highwater mark of the Carson River.

Section 26: East 1/2; East 1/2 of the Southwest 1/4; Southeast 1/4 of the Northwest 1/4

Excepting that portion conveyed to Ernest Bartles recorded December 24, 1923, in Book R of Deeds, Page 429, Douglas County, Nevada Records.

Further excepting therefrom that portion conveyed to Walter Muller and wife, recorded March 25, 1963 in Book 58, Page 101, Official Records of Douglas County, Nevada.

Further excepting that portion conveyed to P.W. Vansickle by Deed recorded June 11, 1867, in Book C of Deeds at Page 448, Douglas County, Nevada Records.

Further excepting that portion conveyed to Milton Edward Bacon, recorded March 27 1951 in Book Z of Deeds, at Page 432, Douglas County, Nevada Records.

Section 35: East 1/2

Section 36: ALL

Excepting from Sections 23, 25, 26, 35 and 36; Parcel 1 as shown on the Land Division Map of H. F. Dangberg Land and Livestock Co. Recorded March 30, 1978 in Book 378 at Page 1914, as Document No. 19043, Douglas County, Nevada Records.

Also excepting from Section 36; Parcels G-2, and G-1 as shown on the parcel Map for H.F. Dangberg Farms, Recorded March 24, 1982 in Book 382, at Page 1697 as Document No. 66200, of Official Records.

PARCEL 2:

Parcel G-2, H-2, and GH-1 as shown on the Parcel Map for H.F. Dangberg Farms, recorded March 24, 1982, in Book 382, Page 1697, as Document No. 66200, of Official Records.

PARCEL 3:

Township 13 North, Range 20 East M.D.B. & M.

Section 16: West 1/2 of the Southwest 1/4

Section 17: South 1/2

Section 18: ALL

Excepting those portions conveyed to the State of Nevada for highway purposes by Deeds recorded February 28, 1919 in Book Q of Deeds, at Page 98; recorded March 10, 1937 in Book U of Deeds, at Page 389; recorded May 27, 1937 in Book U of Deeds, at Page 436 and amended August 30, 1937 in Book U of Deeds, at Page 498; recorded March 17, 1930 in Book T of Deeds at Page 106; and recorded February 16, 1961 in Book 5 at Page 216, Douglas County, Nevada Records. Further excepting those portions conveyed to Fred A. Thaheld and wife by Deeds in Book C-1 of Deeds, at Page 368; and recorded October 2, 1978 in Book 1078, at page 006, as Document No. 25848, Douglas County, Nevada Records.

Further excepting that portion conveyed to Arthur Arnold Settelmeyer and wife, by Deed recorded April 28, 1965 in Book 30, at Page 726, Douglas County, Nevada Records further excepting that portion conveyed to All-American Shelter, by Deed recorded June 19, 1980 in Book 680, at Page 1687, as Document No. 45439, of Official Records.

Section 19: ALL

Excepting therefrom those portions conveyed by Deeds to the State of Nevada for Highway purposes recorded February 28, 1919 in Book Q of Deeds, at Page 98, recorded March 17, 1930 in Book T of Deeds, at Page 106, recorded May 27, 1937 in Book U of Deeds, at Page 431 and Amended August 30, 1937 in Book U of Deeds, at Page 498, recorded August 26, 1919 in Book Q of Deeds at Page 166, recorded January 12, 1920 in Book Q of Deeds, Page 256 and recorded June 10, 1946 in Book X of Deeds, at page 511, Douglas County Nevada Records.

Section 20: ALL

Section 21: West 1/2 of Northwest 1/4; South 1/2

Section 22: South 1/2

Section 23: West 1/2 of Southwest 1/4

Section 26: Northwest 1/4 of Northwest 1/4

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Section 27: All

Excepting therefrom that portion conveyed to Donald E. and Susan Bently by Deed recorded May 12, 1978 in Book 578, at Page 1034, as Document No. 20650, of Official Records.

Further excepting Parcels B-1, B-2, B-3 and B-4 as shown on the parcel map for Gary Peterson recorded August 11, 1983 in Book 883, at Page 1074, as Document No. 85517, of Official Records.

Further excepting that portion conveyed to William H. and Sandra E. Maddock by deed recorded May 29, 1985 in Book 585, at Page 2422, as Document No. 117938, of Official Records.

Section 28: ALL

Section 29: East 1/2 and all that portion of the Southeast 1/4 of the Southwest 1/4 of Section 29, Township 13 North, Range 20 East, M.D.B. & M., lying Easterly of the following Line A, described as follows (and Southerly of Line B below):

(Line A)

Beginning at the Northwest corner of Block 4 of the North Addition to the Town of Minden according to the Official Map thereof on file in the Office of the Douglas County Recorder; thence South 63°24' East, 320 feet; thence South 26°35' West 108 feet; thence South 53°08'30" East 477.20 feet; thence South 26°35' West, 281 feet; thence South 63°25' East, 89.22 feet; thence following a curve to the left from a tangent bearing South 5°36' West on a radius of 293.42 feet for a distance of 170.51 feet to the Point of Ending.

And Southerly of Line B:

(Line B)

Beginning at the Northwest corner of the parcel described in the Deed to Henry F. Seeman, et ux, recorded October 15, 1946, in Book Y of Deeds, Page 145; thence South 0°10' West, 1716.00 feet; thence from a tangent which is the last described course, curving to the right with a radius of 613.00 feet; through an angle of 64°57'10", for a distance of 694.92 feet to the Point of Ending.

Excepting therefrom that portion conveyed to Donald and Susan Bently by Deed recorded May 12, 1978 in Book 578 at Page 1023, as Document No. 20650, Douglas County, Nevada Records.

Excepting therefrom that portion conveyed to C O D Garage Co. by Deed recorded September 25, 1978 in Book 978 at Page 1735, as Document No. 25587, Douglas County, Nevada Records. Excepting from Sections 29 and 32 that portion conveyed to Anker Family Trust shown as Lot 42 on that certain Land Division Map No. 2 for John B. Anderson, recorded June 4, 1981, as Document No. 56926, of Official Records.

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Section 30: West 1/2

Excepting that portion conveyed to the State of Nevada or highway purposes by Deeds recorded February 28, 1919 in Book Q of Deeds, Page 38, April 21, 1919 in Book Q of Deeds, Page 164 and May 27, 1937 in Book U of Deeds, Page 436 and amended August 30, 1937 in Book U of Deeds, Page 498.

Excepting therefrom a parcel of land, located in the Southwest 1/4 of Section 30, Township 13 North, Range 20 East, M.D.B. & M. described as follows:

Commencing at the Southwest corner of section 31, Township 13 North, Range 20 East, M.D. B. & M., proceed North $17^{\circ}57'04''$ East 8213.56 feet to the True Point of Beginning, which is the Northeast corner of the parcel, and lies on the Westerly right of way line of Nevada State Highway "B" 6+83.78 POT="L" 0+00.00; proceed thence South $0^{\circ}49'$ West, 1737.82 feet along said Westerly right of way line, to a point which is the Southeast corner of the parcel; thence North $89^{\circ}20'23''$ West, 1000.00 feet, to the Southwest corner of the parcel; thence North $0^{\circ}49'02''$ East, 1747.22 feet, to the Northwest corner of the Parcel; thence South $88^{\circ}48'05''$ East 1000.00 feet to the Point of Beginning.

Further excepting that portion conveyed to Minden-Gardnerville, Sanitation District, by Deed recorded November 20, 1978 in Book 1178, at Page 1185, as Document No. 27482, Douglas County, Nevada Records. Further excepting a portion of Parcel H-2 as shown on the Parcel Map for H.F. Dangberg Farms, recorded March 24, 1982 in Book 382, at Page 1697 as Document No. 66200, of Official Records.

Further excepting that portion conveyed to Hickey Bros. by Deed recorded April 21, 1978 in Book 478, at Page 1364, as Document No. 19895, Douglas County, Nevada Records; Further excepting any portion lying within the high water mark of the Carson River.

Section 31: West 1/2

Excepting that portion conveyed to the State of Nevada for Highway purposes.

Further excepting Parcel H-2 and GH-1 as shown on the Parcel Map for H.F. Dangberg Farms, recorded March 24, 1982 in Book 382, at Page 1697, as Document No. 66200, of Official Records.

Further excepting any portion lying with in the high water mark of the Carson River.

Section 32: That portion of the Northeast 1/4 of the Northwest 1/4 of Section 32, Township 13 North, Range 20 East, M.D.B & M., lying Easterly of the following described line:

COMMENCING at a point where the East side of Fourth Street in the Town of Minden, extended would intersect the North right of way line of U.S. Highway 395 and being North 26°35' East, 53.51 feet from the Town Monument; thence continuing North 26°35' East 137.49 feet to a point; thence South 63°25' East, 239.22 feet to a fence which was the East boundary of the Old V & T right of way and the True Point of Beginning; thence following the curve to the left from a tangent bearing South 5°36' West, on a radius of 293.42 feet a distance of 170.51 feet; thence South 31°36' East a distance of 200.00 feet to a point; thence South 31°22' East, a distance of 651.27 feet to the point of ending.

And that portion of the Northeast 1/4 of Section 32, described as follows:

BEGINNING at the East 1/4 corner of Said Section 32, Township 13 North, Range 20 East, M.D.B & M.; thence North 89°57' West, 303.00 feet to a point which is the Southeast corner of that certain parcel conveyed to Henry Seeman and wife by Deed recorded April 14, 1944 in Book W of Deeds, Page 572; thence around said parcel the following courses and distances:

North 120.30 feet; thence North 54°05' West 328.80 feet; thence North 46°12' West 429.50 feet; thence North 0°19' West 1159 feet; thence South 89°36' West 1397.30 feet, more or less, to the Northeast corner of the parcel described in the Deed to Standard Oil Company, a Corporation recorded June 10, 1952, in Book P of Deeds, Page 288; thence South 89°32' West 176.23 feet; thence North 31°22' West, 255 feet, more or less to the North-South 1/4 Section line of said Section 32; thence North along said North-South Section line to the North 1/4 corner of said Section 32; thence East along the North line of said Section 32 to the Northeast corner thereof; thence South along the East line of said Section 32 to the East 1/4 corner and the True Point of Beginning.

EXCEPTING therefrom that portion lying within Zerolene Road.

Excepting therefrom that portion conveyed to Donald and Susan Bently by Deed recorded May 12, 1978, in Book 578, at Page 1023, as Document No. 20650, of Official Records.

Excepting therefrom that portion conveyed to Anker Family Trust by Deed recorded November 8, 1984, in Book 578, Page 1023, as Document No. 109809, Douglas County, Nevada, Records.

Section 33: North 1/2

Section 34: North 1/2; Southeast 1/4; East 1/2 of Southwest 1/4

Excepting therefrom parcel Nos. 1, 2, 3, and 4 as shown on the Clark Parcel Map recorded January 21, 1982 in Book 182, Page 1358 as Document No. 64238, of Official Records.

Also excepting therefrom those portions in the East 1/2 of the East 1/2 of said Section 34, lying East of the East Bank of the Allerman diversion ditch traversing said lands as established and existing in 1978, with easement as provided in that certain water conveyance and easement Agreement dated May 10, 1978, between Nevis Industries, Inc., and John B. Anderson and Edith Anderson.

Further excepting Parcels 3-F-1, 3-F-2 and 3-F-3 as shown on Parcel Map No. 2 of the Carter Parcels, recorded January 25, 1982 as Document No. 64320, Douglas County, Nevada Records.

Further excepting therefrom that portion conveyed to James W. & Rose E. Decker and John and Jody Laxague by Deed recorded September 17, 1980 in Book 980, at Page 1398, as Document No. 48659, of Official Records.

Further excepting that portion conveyed to John and Jody Laxague by Deed recorded December 22, 1986 in Book 1286, at Page 2769 as Document No. 147170, of Official Records.

Further excepting that portion conveyed to Carson Valley Land and Livestock by Deed recorded April 25, 1980 in Book 480, at Page 1586, as Document No. 45763, of Official Records.

Further excepting that portion conveyed to G.P. Trucking by Deed recorded August 10, 1978 in Book 878, at Page 906, as Document No. 23962, of Official Records.

Further excepting therefrom those portions conveyed to William H. and Sandra E. Maddocks by Deeds recorded December 30, 1985 in Book 1285, Page 2509 as Document No. 128835, Douglas County, Nevada Records and recorded January 17, 1985 in Book 185, at Page 1265, as Document No. 112427, of Official Records.

Further excepting therefrom Parcels C-1, C-2, C-3, and C-4 as shown on parcel map for John and Joan Cristl recorded May 10, 1982 in Book 582, Page 1117, as Document No. 67927, of Official Records.

Further excepting therefrom all that portion of the Northeast 1/4 of the Southwest 1/4 of Section 34, in Township 13 North, Range 20 East M.D.B & M., as set forth in Boundary Line Adjustment Quitclaim Deed dated December 16, 1986, executed by Carson Valley Land Company to John Laxague, etux, recorded December 22, 1986 in Book 1286, Page 2767, Document No. 147170 of Official Records.

Further excepting therefrom all that portion of said lands as set forth in Final Order of Condemnation recorded January 28, 1988 in Book 188, page 3388, Document No. 171609 of Official Records.

PARCEL 4:

A parcel of land located within portions of the West 1/2 of the East 1/2 of the Southwest 1/4 of Section 23, Township 13 North, Range 20 East, M.D.B. & M., Douglas County, Nevada, and the Northeast 1/4 of the Northwest 1/4 of Section 26, Township 13, North, Range 20 East, M.D.B. & M., Douglas County, Nevada, being more particularly described as follows:

BEGINNING at the center-west one-sixteenth corner of said Section 23 from which the West 1/4 corner of said Section 23 bears North 89°08'06" West 1327.04 feet; thence South 89°08'06" East 342.22 feet; thence South 0°27'47" West 1206.73 feet; thence South 0°28'42" West 673.12 feet; thence South 0°11'02" West 508.81 feet; thence South 6°17'18" West 253.40 feet; thence North 89°12'40" West 8.52 feet; thence South 22°01'28" West 484.02 feet; thence South 17°13'12" East 684.24 feet; thence South 8°56'31" West 229.55 feet; thence North 89°09'24" West 296.36 feet; thence North 0°44'50" East 1320.74 feet; thence North 0°16'16" East 2649.54 feet to the Point of Beginning.

PARCEL 5:

Township 14 North, Range 20 East, M.D.B. & M.

Section 8: The SW 1/4 of the SE 1/4 and the South 1/2 of the NW 1/4 of the SE 1/4 and the NE 1/4 of the NW 1/4 of the SE 1/4 and those portions of the NE 1/4 of the SE 1/4 and of the SE 1/4 of the SE 1/4 lying Westerly of the Minden Branch of the V & T Railroad as conveyed by H.F. Dangberg Land and Livestock Co. by instrument recorded September 10, 1910 in Book 0 of Deeds, Page 80, to the State of Nevada.

Section 16: West 1/2

Section 17: The NE 1/4 of the NE 1/4 and the NW 1/4 of the NE 1/4 and the East 1/2 of the NE 1/4 of the NW 1/4; the S 1/2 of the S 1/2; NW 1/4 of the SE 1/4; NE 1/4 of the SE 1/4; E 1/2 of the SW 1/4 of the NW 1/4; SE 1/4 of the NW 1/4; S 1/2 of the NE 1/4; SW 1/4 of the NW 1/4 of the SW 1/4; E 1/2 of the NW 1/4 of the SW 1/4; NE 1/4 of the SW 1/4.

Section 18: SW 1/4 of the SE 1/4 of the SE 1/4; NE 1/4 of the SE 1/4 of the SE 1/4; SE 1/4 of the SE 1/4 of the SE 1/4.

Section 19: NE 1/4 of the Ne 1/4: S 1/2 of the NE 1/4; S 1/2 of the E 1/2.

Excepting therefrom that portion conveyed to the state of Nevada for Highway purposes recorded March 7, 1921 in Book R of Deeds, at Page 105, and recorded January 6, 1928 in Book S of Deeds, at Page 352, Douglas County, Nevada Records.

Section 20: All: Except the S 1/2 of the SE 1/4

Section 21: West 1/2

Excepting from sections 16, 17, 20 and 21 above those portions conveyed to the Incline General Improvement District by Deed Recorded December 30, 1982 in Book 1282, at Page 2080, as Document No. 74585, Douglas County, Nevada Records.

Section 29: Northwest 1/4

Section 30: Northeast 1/4

Excepting from Section 17, 18, 19 and 30 any portion lying within the high water mark of the Carson River.

Excepting therefrom all that portion of said lands as set forth in Final Order of Condemnation recorded January 28, 1988 in Book 188, Page 3388, Document No. 171609 of Official Records.

Any and all right, title and interest, if any, in, under, pursuant and to the following documents:

1) Mineral Rights Deed by and between J. J. Resources, a California general partnership, as Grantor and Robert L. Helms, as trustee of the Robert L. Helms and Pauline F. Helms Family Trust under Amended and Restated Declaration dated March 1, 1985, as Grantee, concerning certain mineral and other rights located in Alpine County, California, recorded concurrently herewith;

2) Mineral Rights Deed by and between J. J. Resources, a California general partnership, as Grantor and Robert L. Helms, as trustee of the Robert L. Helms and Pauline F. Helms Family Trust under Amended and Restated Declaration dated March 1, 1985, as Grantee, concerning certain mineral and other rights located in Douglas County, Nevada, recorded concurrently herewith;

3) Bill of Sale from Los Rios Farms, Inc., a California corporation, as Seller to Robert L. Helms as trustee of the Robert L. Helms and Pauline F. Helms Family Trust under Amended and Restated Declaration dated March 1, 1985, executed concurrently herewith;

4) Bill of Sale from Carson Valley Land Company, a Nevada corporation, and John B. Anderson and Edith Anderson, husband and wife (collectively, "Seller") to Robert L. Helms as trustee of the Robert L. Helms and Pauline F. Helms Family Trust under Amended and Restated Declaration dated March 1, 1985, executed concurrently herewith;

5) Assignment by and between John B. Anderson and Edith Anderson, husband and wife, doing business as Dangberg Farms, successor in interest to H. F. Dangberg Land and Livestock Company, and Carson Valley Land Company (collectively, "Assignor") and Robert L. Helms, as trustee of the Robert L. Helms and Pauline F. Helms Family Trust under Amended and Restated Declaration dated March 1, 1985, executed concurrently herewith;

6) Assignment of Water Rights in and to their Application to Appropriate Waters of the State of Nevada, No. 42595, by and between John B. Anderson and Edith Anderson, husband and wife, doing business as H. F. Dangberg Farms as assignor and Robert L. Helms, as trustee of the Robert L. Helms and Pauline F. Helms Family Trust under Amended and Restated Declaration dated March 1, 1985 executed concurrently herewith;

7) Assignment by and between Carson Valley Land Company, a Nevada corporation, formerly known as H. F. Dangberg Land Company as assignor and Robert L. Helms as Trustee of the Robert L. Helms and Pauline F. Helms Family

Trust under Amended and Restated Declaration dated March 1, 1985 executed concurrently herewith of stock and shares in the Alpine Land and Reservoir Company and the Allerman, Upper Virginia Ditch Association, executed concurrently herewith;

8) Water Rights Deed by and between Carson Valley Land Company, a Nevada corporation (formerly known as H. F. Dangberg Land Company) as Grantor, and Robert L. Helms as trustee of the Robert L. Helms and Pauline F. Helms Family Trust under Amended and Restated Declaration dated March 1, 1985, as Grantee, concerning certain water rights in conjunction with real property located in Alpine County, California and recorded concurrently herewith;

9) Water Rights Deed by and between G. P. Trucking Co., a California corporation (formerly known as H. F. Dangberg Land Company) as Grantor, and Robert L. Helms as trustee of the Robert L. Helms and Pauline F. Helms Family Trust under Amended and Restated Declaration dated March 1, 1985, as Grantee, concerning certain water rights in conjunction with real property located in Alpine County, California, and recorded concurrently herewith;

10) Water Rights Deed by and between John B. Anderson and Edith Anderson, husband and wife, as Grantor, and Robert L. Helms, as trustee of the Robert L. Helms and Pauline F. Helms Family Trust under Amended and Restated Declaration dated March 1, 1985, as Grantee, concerning certain water rights in conjunction with real property located in Alpine County, California and recorded concurrently herewith;

11) Water Rights Deed by and between John B. Anderson and Edith Anderson, husband and wife, as Grantor, and Robert L. Helms, as trustee of the Robert L. Helms and Pauline F. Helms Family Trust under Amended and Restated Declaration dated March 1, 1985, as Grantee, concerning certain water rights in conjunction with real property located in Douglas County, Nevada and recorded concurrently herewith;

12) Water Rights Deed by and between Carson Valley Land Company, a Nevada corporation (formerly known as H. F. Dangberg Land Company), as Grantor, and Robert L. Helms, as trustee of the Robert L. Helms and Pauline F. Helms Family Trust under Amended and Restated Declaration dated March 1, 1985, as Grantee, concerning certain water rights in conjunction with real property located in Douglas County, Nevada, and recorded concurrently herewith;

13) Water Rights Deed by and between G. P. Trucking Co., a California corporation, as Grantor, and Robert L. Helms, as trustee of the Robert L. Helms and Pauline F. Helms Family Trust under Amended and Restated Declaration dated March 1, 1985, as Grantee, concerning certain water rights in conjunction with real property located in Douglas County,

Nevada, and recorded concurrently herewith;

14) Assignment of Contract Rights by and between Carson Valley Land Company, a Nevada corporation, (formerly known as H. F. Dangberg Land Company), John B. Anderson and Edith Anderson, husband and wife (whether in their individual capacities or doing business under a fictitious business name), J. J. Resources, a California general partnership, G. P. Trucking, Inc., a California corporation (collectively, "Assignors") and Robert L. Helms, as trustee of the Robert L. Helms and Pauline F. Helms Family Trust under Amended and Restated Declaration dated March 1, 1985, (the "Assignee"), concerning, inter alia, certain rents from leases, grazing permits, timber and crops, general intangibles, rights to proceeds of insurance and condemnation and rights under certain land sale contracts in connection with real property in Alpine County, California and Douglas County, Nevada, and executed concurrently herewith.

EXHIBIT B
to
Financing Statement

1. All buildings, improvements, and tenements now or hereafter located on the real property described in Exhibit "A" (the "Realty").

2. All fixtures and articles of property now or hereafter attached to, or used or adapted for use in the operation of, the Realty (whether such items are leased, owned absolutely or subject to any title retaining or security instrument, or otherwise used or possessed), including, without limitation, all heating, cooling, air-conditioning, ventilating, refrigerating, plumbing, generating, power, lighting, laundry, maintenance, incinerating, lifting, cleaning, fire prevention and extinguishing, security and access control, cooking, gas, electric, and communication fixtures, equipment, and apparatus, all engines, motors, conduits, pipes, pumps, pumping stations, engines, tanks, ducts, compressors, boilers, water heaters, and furnaces, all ranges, stoves, disposers, refrigerators, and other appliances, all escalators and elevators, all cabinets, partitions, mantels, built-in mirrors, window shades, blinds, screens, awnings, storm doors, windows, and sash, all carpeting, underpadding, and draperies, all furnishings of public spaces, halls, and lobbies, and all shrubbery and plants; all of which items shall be deemed part of the real property and not severable wholly or in part without material injury to the freehold;

3. All easements, all access, air, and development rights, all minerals, mineral rights, and oil, gas, coal, and other hydrocarbon substances and rights thereto, and all shale, steam, geothermal and other subterranean rights in the Realty of whatever nature, all royalties, all water, water rights (whether riparian, appropriative, or otherwise, and whether or not appurtenant), rights to the use of water, all dams, storage areas, storage rights and easements, and water stock, and certificates evidencing water rights, ditches, ditch rights and easements, water storage rights and easements, grazing permits, canals, pipelines, reservoirs, wells, all means for the diversion or use of water appurtenant to the Realty or any part thereof, or now or hereafter used or enjoyed in connection therewith, for irrigation, stock watering, domestic or any other use, or for the drainage of all or any part of the Realty, all permits to appropriate the waters of the State of Nevada issued by the Division

Robert L. Helms, as trustee of the ROBERT L. HELMS AND PAULINE F. HELMS FAMILY TRUST under Amended and Restated Declaration dated March 1, 1985

of Water Resources or other appropriate office of the State of Nevada, together with all certificates of appropriation, and any and all applications to appropriate the waters of the State of Nevada which are appurtenant to the Realty or any part thereof, and used or enjoyed in connection therewith; and all other rights, hereditaments, privileges, permits, licenses, franchises, and appurtenances now or hereafter belonging or in any way appertaining to the Realty;

4. All of the rents, revenues, issues, profits, and income of the Realty, and all right, title, and interest of Debtor in and to all present and future leases and other agreements for the occupancy or use of all or any part of the Realty, and all right, title, and interest of Debtor thereunder, including rentals and deposits or payments of similar nature;

5. All grazing permits, including but not limited to those issued by the United States Bureau of Land Management and the United States Forest Service with respect to the Realty;

6. All timber and other crops growing on the Realty;

7. All general intangibles relating to operation, management and use of the Realty, including, but not limited to, (i) all names under which or by which the Realty may at any time be operated or known, all rights to carry on business under any such names or any variant thereof, and all goodwill in any way related to the Realty or any business conducted thereon, (ii) all permits, licenses, authorizations, variances, land use entitlements, approvals and consents issued or obtained in connection with the Realty, (iii) all permits, licenses, approvals, consents, authorizations, franchises and agreements issued or obtained in connection with the use, occupancy or operation of the Realty, (iv) all materials and applications prepared for filing or filed with any governmental agency, and (v) all of Debtor's rights under any contract in connection with the development, design, use, operation, management and construction of the Realty.

8. All drawings, plans, specifications, soil tests, feasibility studies, appraisals, engineering reports and similar materials relating to any portion of or all of the Realty;

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9. All proceeds and claims arising on account of any damage to or taking of the Realty or any part thereof, and all causes of action and recoveries for any loss or diminution in the value of the Realty;

10. All policies of, and proceeds resulting from, insurance relating to the Realty or any improvements thereon, or any of the above collateral, and any and all riders, amendments, extensions, renewals, supplements or extensions thereof, and all proceeds thereof;

11. All shares of stock or other evidence of ownership of any part of the Realty that is owned by Debtor in common with others, including all water stock relating to the Realty, if any, and all documents or rights of membership in any owners' or members' association or similar group having responsibility for managing or operating any part of the Realty;

12. All proceeds, whether cash, promissory notes, contract rights, or otherwise, of the sale or other disposition of all or any part of the estate of Debtor in the Realty now or hereafter existing thereon;

13. All sales contracts, escrow agreements and broker's agreements concerning the sale of any or all of the Realty;

14. Without limiting the above items, all of the following to the extent they are used in connection with or relate to the Realty: Goods, Accounts, Documents, Instruments, Money, Chattel Paper, and General Intangibles, as those terms are defined in the Commercial Code from time to time in effect in the State of Nevada;

15. All damages, royalties and revenue of every kind, nature and description whatsoever that Grantor may be entitled to receive from any person or entity owning or having or hereafter acquiring a right to the oil, gas or mineral rights and reservations of the Realty.

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REQUESTED BY
FIRST NEVADA TITLE COMPANY
IN OFFICIAL RECORDS OF
CLERK OF SUPERIOR COURT, NEVADA

'88 FEB 16 P4:18

SUZANNE BEAUDREAU
RECORDER

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22⁰⁰ PAID *M* DEPUTY

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