

RECORDING REQUESTED BY:

'TSI Title and Escrow, Inc.

RETURN TO:

X7257

Page 1 of 2

Litchfield Financial
13701 W. Jewell Avenue #200
Lakewood, Co. 80228

**SHORT FORM DEED OF TRUST
AND ASSIGNMENT OF RENTS**

This Deed of Trust, made this 25th day of August,
1997, between Frank K. Thomas and LeAnna M. Thomas husband and
wife as joint tenants

, herein called TRUSTOR, whose address is
1690 Kingman Ave., San Jose, CA 95128
and TSI TITLE AND ESCROW, INC. a Nevada corporation, herein called
TRUSTEE, and QM Corporation, a Nevada corporation herein called
BENEFICIARY,

Witnesseth: That Trustor IRREVOCABLY GRANTS, TRANSFERS AND ASSIGNS
to TRUSTEE IN TRUST, WITH POWER OF SALE, that property in Douglas
County, Nevada, more particularly described on EXHIBIT "A"
attached hereto and, by this reference, made a part hereof.

Together with all and singular the tenements, hereditaments and
appurtenances thereunto belonging or in anywise appertaining.

TOGETHER WITH the rents, issues and profits thereof, reserving the
right to collect and use the same except during continuance of
some default hereunder and during continuance of such default
authorizing Beneficiary to collect and enforce the same by any
lawful means in the name of any party hereto.

For the Purpose of Securing: 1. Performance of each agreement of
Trustor incorporated by reference or contained herein. 2. Payment
of the indebtedness evidenced by one promissory note of even date
herewith, and any extension or renewal thereof, in the principal
sum of \$4491.00 executed by Trustor in favor of
Beneficiary or order. 3. Payment of such additional sums as may
hereafter be advanced for the account of Trustor or Assigns by
Beneficiary with interest thereon.

To Protect the Security of This Deed of Trust: Trustor Agrees: By
the execution and delivery of this Deed of Trust and the note of
even date herewith secured hereby, that provisions (1) to (16)
inclusive of the Deed of Trust recorded in the Book and at the
Page, or Document No. of Official Records in the Office of the
County Recorder of the county where said property is located,
noted below opposite the name of such county, viz:

0422549

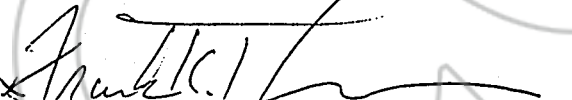
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<u>COUNTY</u>	<u>DOCUMENT NUMBER</u>	<u>BOOK</u>	<u>PAGE</u>
CLARK	413987	514	
CHURCHILL	104132	34 mtgs.	591
DOUGLAS	24495	22	415
ELKO	14831	43	343
ESMERALDA	26291	311 deeds	138-141
EUREKA	39602	3	283
HUMBOLDT	116986	3	83
LANDER	41172	3	758
LINCOLN	41292	0 mtgs.	467
WASHOE	407205	734	221
LYON	88486	31 mtgs.	449
MINERAL	76648	16 mtgs.	534-537
NYE	47157	67	163
ORMSBY	72637	19	102
PERSHING	57488	28	58
STOREY	28573	R mtgs.	112
WHITE PINE	128126	261	341-3

(which provisions, identical in all counties, are printed on the reverse hereof) hereby are adopted and incorporated herein and made a part hereof as fully as though set forth herein at length; that he will observe and perform said provisions; and that the references to property, obligations, and parties in said provisions shall be construed to refer to the property, obligations, and parties set forth in this Deed of Trust.

The parties agree that with respect to provision 16, the amount of fire insurance required by covenant 2 shall be \$*****, and with respect to attorneys' fees provided for by covenant 7, the percentage shall be *****%.

The undersigned Trustor requests that a copy of any Notice of Default and of any Notice of Sale hereunder be mailed to him at his address hereinbefore set forth.


 Frank K. Thomas
 STATE OF NEVADA)


 LeAnna M. Thomas

) ss:
 COUNTY OF _____)

This instrument was acknowledged before me on _____
 19___, by _____

 NOTARY PUBLIC

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STATE OF NEVADA)
 WASHOE) ss:
COUNTY OF DOUGLAS)

On August 25th, 1997, Robert Meltzer
personally appeared before me, whom I know personally to be the
person who signed this certificate while under oath, being sworn
by me, and swears that he was present and saw

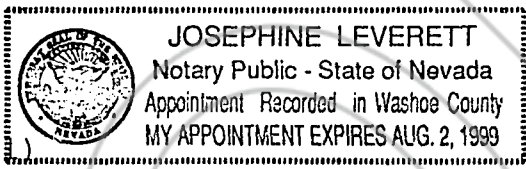
Thomas
Frank K. and LeAnna M. Thomas

sign the attached document and that it is his/her/their
signatures.

Robert Meltzer
Robert Meltzer

SIGNED and SWORN to before me by *Robert Meltzer* this 25th
day of August, 1997.

Josephine Leverett
NOTARY PUBLIC



(Notary Seal)

0422549

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EXHIBIT "A"

An undivided one-three thousand two hundred and thirteenth (1/3213) interest as a tenant-in-common in the following described real property (the Real Property):

A portion of the North one-half of the Northwest one-quarter of Section 26, Township 13 North, Range 18 East, M.D.B.&M., described as follows: Parcel 3, as shown on that amended Parcel Map for John E. Michelsen and Walter Cox recorded February 3, 1981, in Book 281 of Official Records at Page 172, Douglas County, Nevada, as Document No. 53178, said map being an amended map of Parcels 3 and 4, as shown on that certain map for John E. Michelsen and Walter Cox, recorded February 10, 1978, in Book 278 of Official Records at Page 591, Douglas County, Nevada, as Document No. 17578.

Excepting from the real property the exclusive right to use and occupy all of the dwelling units as defined in the "Declaration of Timeshare Use" as amended.

Also excepting from the real property and reserving to Grantor, its successors and assigns, all those certain easements referred to in Paragraphs 2.5, 2.6 and 2.7 of said Declaration of Timeshare Use and amendments thereto, together with the right to grant said easements to others.

TOGETHER WITH the exclusive right to use and occupy a "Unit" as defined in the Declaration of Timeshare Use recorded February 16, 1983, in Book 283 at Page 1341, as Document No. 76233 of Official Records of the County of Douglas, State of Nevada, and amendment to Declaration of Timeshare Use recorded April 20, 1983 in Book 483 at Page 1021, Official Records of Douglas County, Nevada, as Document No. 78917, Second Amendment to Declaration of Timeshare Use recorded July 20, 1983 in Book 783 of Official Records at Page 1688, Douglas County, Nevada, as Document No. 84425, Third Amendment to Declaration of Timeshare Use recorded October 14, 1983 in Book 1083, at Page 2572, Document No. 89535, Fourth Amendment to Declaration of Timeshare Use recorded August 31, 1987 in Book 887 at Page 3987, Official Records of Douglas County, Nevada, as Document No. 161309, Fifth Amendment to Declaration of Timeshare Use recorded November 30, 1987, in Book 1187 of Official Records at Page 3946, Douglas County, Nevada, as Document No. 159336, and Sixth Amendment to Declaration of Timeshare Use recorded March 25, 1996, in Book 396 of Official Records at Page 3827, Douglas County, Nevada, as Document No. 383937 ("Declaration"), during a "Use Period" within the ***low** season within the "Owner's Use Year", as defined in the Declaration, together with a non-exclusive right to use the Common Areas as defined in the Declaration. The effect of that certain document entitled "Second Amendment to the By-Laws of KINGSBURY CROSSING OWNERS' ASSOCIATION", recorded March 25, 1996, in Book 396, Page 3817, of Official Records, and "Third Amendment to the Laws of KINGSBURY CROSSING OWNERS' ASSOCIATION", recorded March 25, 1996, in Book 396, Page 3822, of Official Records.

SUBJECT TO all Covenants, Conditions, Restrictions, Limitations, Easements, and Rights-of-Way of record.

A portion of APN #07-130-19
Owner # K8-18

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COPY

REQUESTED BY
TSI TITLE & ESCROW
IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

'97 SEP 26 P3:06

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LINDA SLATER
RECORDER
\$ 11.00 PAID KZ DEPUTY