

**RECORDING REQUESTED BY
AND WHEN RECORDED MAIL TO:**

WELLS FARGO BANK, NATIONAL
ASSOCIATION
Real Estate Group, AU #2955
2030 Main Street, Suite 800 (Construction)
Irvine, CA 92614

Attn: Deanna Llanos, Loan Admin. Officer
Loan No. 88950R

P 72216JC

**MODIFICATION, ADDITIONAL ADVANCE AND CONSOLIDATION AGREEMENT
(Short Form)**

The undersigned agree that that certain promissory note ("Note") dated June 12, 1996, in the original principal amount of SEVEN MILLION FIVE HUNDRED THOUSAND AND NO/100THS DOLLARS (\$7,500,000.00) executed by SUNRIDGE CORPORATION, a Nevada corporation, as "Borrower" secured by deed of trust ("Deed of Trust") executed by Borrower as "Trustor", recorded June 21, 1996, as Instrument No. 390428, Book 0696 at Page 3494, Official Records in the Office of the County Recorder of Douglas County, Nevada, and other "Loan Documents", as defined in the Modification, Additional Advance and Consolidation Agreement between the undersigned of even date herewith, have been amended upon the terms and conditions set forth in said Modification, Additional Advance and Consolidation Agreement to provide, among other things, that the Deed of Trust and other Loan Documents which are security instruments shall also secure: (a) the payment to Lender of all indebtedness and other obligations evidenced by and arising under that certain additional advance promissory note (the "Additional Advance Note") of even date herewith, executed by Borrower to the order of Lender in the original principal amount of ONE HUNDRED TWELVE THOUSAND FIVE HUNDRED AND NO/100THS DOLLARS (\$112,500.00) together with interest and other finance charges thereon and any and all amendments, modifications, extensions and renewals thereof (including, without limitation (i) modifications of the required principal payment dates or interest payment dates or both, as the case may be, deferring or accelerating said payment dates in whole or in part or (ii) modifications, amendments, extensions or renewals at a different rate of interest), whether or not any such modification, amendment, extension or renewal is evidenced by a new or additional promissory note or notes; and (b) the performance of all of Borrower's obligations under the Modification, Additional Advance and Consolidation Agreement as amended or modified from time to time in writing. Said Modification, Additional Advance and Consolidation Agreement is by this reference incorporated herein and made a part hereof. The "Aggregate Loan", as defined in the Modification, Additional Advance and Consolidation Agreement, which is secured by the Deed of Trust is THREE MILLION ONE HUNDRED EIGHTY NINE THOUSAND FORTY FIVE AND 47/100THS DOLLARS (\$3,189,045.47).

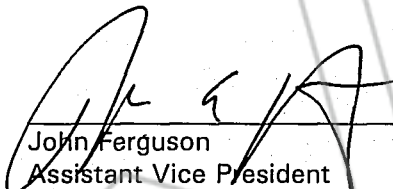
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Dated as of: December 23, 1998

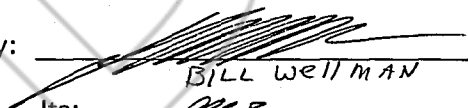
"LENDER"

WELLS FARGO BANK,
NATIONAL ASSOCIATION

By: 
John Ferguson
Its: Assistant Vice President

"TRUSTOR/BORROWER"

SUNRIDGE CORPORATION, a Nevada
corporation

By: 
BILL WELLMAN
Its: W.S.

(ALL SIGNATURES MUST BE ACKNOWLEDGED)

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STATE OF CALIFORNIA
COUNTY OF Orange ss.

On this 28th day of December, 1998 before me, Deanna L. Blaty
a Notary Public in and for the State of California, personally appeared John Ferguson
personally known to me (~~or proved on the basis of satisfactory evidence~~) to be the person(s) whose name(s) is/are
subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon
behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal

Signature Deanna L Blaty

My commission expires April 17, 1999



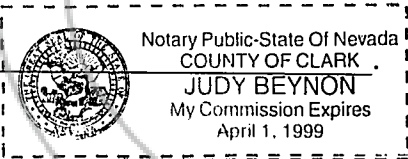
Nevada
STATE OF CALIFORNIA
COUNTY OF Clark ss.

On this 23rd day of December 1998 before me, Bill Wellman Judy Beynon
a Notary Public in and for the State of Nevada, personally appeared Bill Wellman
personally known to me (or proved on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are
subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon
behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal

Signature Judy Beynon

My commission expires _____



REQUESTED BY
WESTERN TITLE COMPANY, INC.
IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

'98 DEC 30 P12:24

LINDA SLATER
RECORDER
\$ 9.00 PAID KZ DEPUTY

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