

Submitted for recordation by, and when recorded, return to:



National Trust and Savings Association
Branch POST CLOSING REVIEW #1255
Address P.O. BOX 2314
City RANCHO CORDOVA,
State CA
Zip 95741

Loan # 20030-60586-9176998

Reference# 010321-991431334550

81299 P

Space above this line for Recorder's Use

SHORT FORM DEED OF TRUST
(EQUITY MAXIMIZER® ACCOUNT)

This Deed of Trust is made on June 22, 1999 by
RICHARD CECIL UPTON AND RUTH MARIE UPTON, AS TRUSTEES OF THE RICHARD
CECIL UPTON AND RUTH MARIE UPTON FAMILY TRUST DATED FEBRUARY 3, 1992

(collectively and individually "Trustor"); Equitable Deed Company ("Trustee"); and the beneficiary, Bank of America NT&SA, a national banking association ("Bank"). Trustee is a subsidiary of Bank. Any non-titleholder signs below as Trustor solely for the purpose of subjecting any community property interest in the property described below to this Deed of Trust. The words "I," "me," and "my" in this Deed of Trust refer to the Trustor, whether one or more.

Bank and I agree:

1. Property Security. For the purpose of securing the obligations described below, I irrevocably grant, convey, transfer and assign to Trustee, in trust with power of sale, the property located in DOUGLAS County, Nevada described as follows:

LOT 1, IN BLOCK D, AS SAID LOT AND BLOCK ARE SET FORTH ON THE OFFICIAL PLAT OF MACKLAND SUBDIVISION, FILED IN THE OFFICE OF THE COUNTY RECORDER OF DOUGLAS COUNTY, NEVADA ON DECEMBER 4, 1980, IN BOOK 1280, PAGE 475, AS DOCUMENT NO. 51372.

THIS DOCUMENT IS RECORDED AS AN ACCOMODATION ONLY and without liability for the consideration therefor; or as to the validity or sufficiency of said instrument or for the effect of such recording on the title of the property involved.

with the street address: 1607 OLUA STREET, MINDEN, NV 89423 and with Parcel No. 1320-31-511-022 and including all improvements and fixtures now or later erected on the property, and all easements, rights, appurtenances and fixtures now or later a part of or related to the above described property (collectively the "Property").

2. This Deed of Trust secures:

- All obligations of the borrowers in the Equity Maximizer Agreement and Disclosure, dated 06/22/99 and naming RICHARD CECIL UPTON AND RUTH MARIE UPTON as borrowers, for a revolving line of credit account (the "Agreement"), as well as any modifications and renewals of the Agreement. The Agreement provides for a Total Credit Commitment (as defined in the Agreement) of \$ 30,000.00, allows for repeated credit advances drawn against the Total Credit Commitment, and provides for a variable interest rate. By mutual agreement, Bank may increase the Total Credit Commitment ("Increased Credit Commitment"); and
- Trustor's performance of each obligation in this Deed of Trust.

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This Deed of Trust will not secure borrowers' obligations under the Agreement in excess of the Total Credit Commitment or Increased Credit Commitment, except for any amounts due to: (a) unpaid interest, or (b) expenses that Bank incurs because obligations of a borrower under the Agreement are not fulfilled (including without limitation, any advances that Bank makes to perform borrowers' duties to pay taxes, insurance, etc.).

To Protect the Security of this Deed of Trust, I Agree: By the execution and delivery of this Deed of Trust and the Equity Maximizer Agreement and Disclosure secured hereby, that provisions (3) to (20), inclusive of the fictitious deed of trust recorded in DOUGLAS County 12/23/96 as Instrument 403471 in Book/Reel 1296 and at Page/Image 3796 of the Official Records of the County Recorder of that county, (which provisions, identical in all counties, are printed on the following pages) hereby are adopted and incorporated herein and made a part hereof as though set forth at length; and I will observe and perform such provisions; and that the reference to Property, obligations, and parties in such provisions shall be construed to refer to the Property, obligations, and parties set forth in this Deed of Trust.

Trustor requests that a copy of ANY NOTICE OF DEFAULT AND ANY NOTICE OF SALE under this Deed of Trust be mailed to Trustor at the Trustor's address shown below; or if no address is shown, then at the address of the Property.

Signature

Mailing Address for Notice:
Street City and State

Richard Cecil Upton, as Trustee

RICHARD CECIL UPTON, AS TRUSTEE OF THE RICHARD CECIL UPTON AND RUTH MARIE UPTON FAMILY TRUST DATED FEBRUARY 3, 1992

PO BOX 1602 MINDEN, NV 89423

Ruth Marie Upton as Trustee

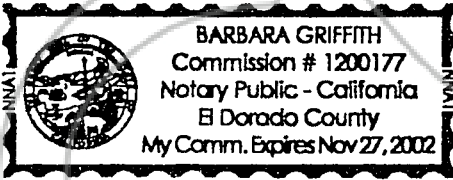
RUTH MARIE UPTON, AS TRUSTEE OF THE RICHARD CECIL UPTON AND RUTH MARIE UPTON FAMILY TRUST DATED FEBRUARY 3, 1992

GENERAL ACKNOWLEDGMENT

STATE OF NEVADA CALIF.
COUNTY OF EL DORADO

On this 22ND day of June, 1999, personally appeared before me, a Notary Public (or judge or other authorized person, as the case may be) in, and for said County and state, RICHARD Cecil UPTON AND RUTH MARIE UPTON

known (or proved) to me to be the person described in and who executed the foregoing instrument, who acknowledged to me that he/she/they executed the same freely and voluntarily and for the uses and purposes therein mentioned.



Barbara Griffith
Notary Public

GENERAL ACKNOWLEDGMENT

STATE OF NEVADA
COUNTY OF _____

On this _____ day of _____, _____, personally appeared before me, a Notary Public (or judge or other authorized person, as the case may be) in, and for said County and state,

known (or proved) to me to be the person described in and who executed the foregoing instrument, who acknowledged to me that he/she/they executed the same freely and voluntarily and for the uses and purposes therein mentioned.

Notary Public

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

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LINDA SLATER
RECORDER

\$ 9.00 PAID KJ DEPUTY