

DEED OF TRUST WITH ASSIGNMENT OF RENTS

THIS DEED OF TRUST, made July 28, 1999, between DANIEL R. GRAHAM and DEBORAH GRAHAM, husband and wife, herein "Trustor", whose address is: 1174 Casa Blanca Court, Minden, NV 89423, FIRST AMERICAN TITLE COMPANY OF NEVADA, a Nevada corporation, herein "Trustee", and MARIELLA JOHNSON, an unmarried woman, herein "Beneficiary", whose address is: 53 Blue Lagoon, Laguna Beach, CA 92651,

WITNESSETH: That Trustor hereby grants to Trustee in trust, with power of sale, all interest of Trustor in that certain property situate in the County of Douglas, State of Nevada, more particularly described as follows:

SEE EXHIBIT "A" ATTACHED HERETO.

TOGETHER WITH, the tenements, hereditaments and appurtenances thereunto belonging or appertaining, and the reversion and reversions, remainder and remainders, rents, issues and profits thereof, subject, however, to the right of Beneficiary, during any period of default hereunder, and without waiver of such default, to collect said rents, issues and profits by any lawful means, and to apply the same, less costs and expenses of collection, to any indebtedness secured hereby.

FOR THE PURPOSE OF SECURING: (1) Payment of the principal sum of \$235,000.00, according to the terms of a promissory note or notes of even date herewith made by Trustor, payable to order of Beneficiary, and all extensions or renewals thereof; (2) the performance of each agreement of Trustor incorporated herein by reference or contained herein; and (3) payment of such additional sums which may hereafter be loaned to Trustor by Beneficiary when evidenced by a promissory note or notes reciting that they are secured by this Deed of Trust.

BY THE EXECUTION OF THIS DEED OF TRUST and the note or notes secured hereby, the parties hereto agree that provisions (1) through (15) of the Master Form Deed of Trust recorded November 7, 1996, as Document No. 400487, Official Records, Douglas County, Nevada, are hereby adopted and incorporated herein; that they 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 provisions so adopted and included herein are printed on the reverse side hereof.

If all or any portion of the property which is the subject of this Deed of Trust is conveyed from Trustor by deed, contract, execution, instrument or any other mode or means, voluntarily or involuntarily, not caused by the demise of Trustor, which will effect, in law or equity, a divestiture of Trustor's interest or title in said property, the note secured hereby shall accelerate and the entire balance of principal and interest, including guaranteed interest, then unpaid, plus any prepayment penalties, shall forthwith become due and payable without notice or demand.

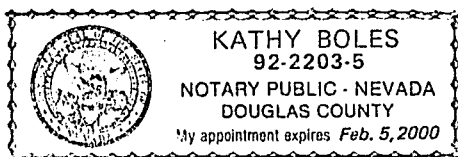
Daniel R. Graham
Daniel R. Graham

Deborah Graham
Deborah Graham

STATE OF Nevada)
COUNTY OF Douglas) ss

This instrument was acknowledged before me on 7-28-99, 1999, by DANIEL R. GRAHAM and DEBORAH GRAHAM.

Kathy Boles
Notary Public



All that certain real property situate in the County of Douglas, State of Nevada, described as follows:

PARCEL 1:

Lot 34 in Block D as set forth on the Final Map of PLEASANTVIEW PHASE II, filed for record in the Office of the County Recorder of Douglas County, State of Nevada, on March 19, 1992, in Book 392, Page 3138, as Document No. 273622.

PARCEL 2:

A tract of land being of adjusted Lot #34, Block D, as shown on the Record of survey to accompany a lot line adjustment for James M. Hickey, recorded in Book 892 of Official Records, Page 4573, as Document NO. 286936, being located within portions of Sections 16 and 17, Township 12 North, Range 20 East, M.D.B.&M., Douglas County, Nevada, being further described as follows:

Beginning at the Northeast corner of said lot, said corner being also a point on the Westerly right-of-way of Fieldgate Way; thence on said right-of-way, being also the Easterly boundary line of said lot the following two courses: South 20°00' West, 99.82 feet; thence on a 125.00 foot radius curve to the East, through a central angle of 09°22'39", an arc length of 20.46 feet; thence North 89°30'52" West across the Southerly portion of said lot a distance of 123.78 feet to a point on the Westerly boundary line of said lot; thence North 20°00' East on said line a distance of 161.54 feet to the Northwest corner of said lot; thence South 70°00' East on the Northerly boundary line of said lot a distance of 115.00 feet to the point of beginning.

REQUESTED BY
FIRST AMERICAN TITLE CO.

IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

'99 JUL 30 11:43

Exhibit A

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BK0799PG5458

LINDA SLATER
RECORDER

8⁰⁰ PAID *Sh* DEPUTY