Order No. lt-205925-do Title No. 1999-17559-TOZ

DEED OF TRUST WITH ASSIGNMENT OF RENTS

THIS DEED OF TRUST made 9/2/99 between

JAMES H. DARBY, INC. A NEVADA CORPORATION

TRUSTOR,

whose address is POBOX 11617, ZEPHYR COVE NV 89448

FIRST AMERICAN TITLE COMPANY OF NEVADA, a Nevada corporation, TRUSTEE, and RGG ENTERPRISES, LP BENEFICIARY.

WITNESSETH: That Trustor grants to Trustee in trust, with power of sale, that property in the County of DOUGLAS, State of NEVADA described as:

LOT 6, AS SHOWN ON THE OFFICIAL PLAT OF KINGSBURY HEIGHTS SUBDIVISION NO. 3, FILED IN THE OFFICE OF THE COUNTY RECORDER OF DOUGLAS COUNTY, NEVADA ON OCTOBER 20, 1977 AS DOCUMENT NO. 14200 AND AMENDED FEBRUARY 12, 1985 IN BOOK 285 AT PAGE 651, AS DOCUMENT NO. 113500 OF OFFICIAL RECORDS.

Together with the rents, issues and profits thereof, subject, however, to the right, power and authority hereinafter given to and conferred upon Beneficiary to collect and apply such rents, issues and profits.

For the purpose of securing (1) payment of the sum of \$50,000.00 with interest thereon 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; and (2) the performance of each agreement of Trustor incorporated herein by reference of contained herein; (3) payment of additional sums and interest thereon which may hereafter be loaned to Trustor, or to his successors or assigns, when evidenced by a promissory note or notes reciting that they are secured by this Deed of Trust.

To protect the security of this Deed of Trust, and with respect to the property above described, Trustor expressly makes each and all of the agreements, and adopts and agrees to perform and be bound by each and all of the terms and provisions set forth in subdivision A, and it is mutually agreed that each and all of the terms and provisions set forth in subdivision B of the fictitious Deed of Trust recorded in the office of each County Recorder in the State of Nevada on January 30, 1968, in the book and at the page thereof, or under the document or file number, noted below opposite the name of such county,

In the event the herein described property or any part thereof, or any interest therein is sold, agreed to be sold, conveyed or alienated by the Trustor, or by the operation of law or otherwise, all obligations secured by this instrument, irrespective of the maturity dates expressed therein, at the option of the holder hereof and without demand or notice shall immediately become due and payable.

COUNTY	воок	PAGE	DOC.NO.	COUNTY	воок	PAGE	DOC. NO.
Churchill	39 Mortgages	363	115384	Lincoln) beg.:		45902
Clark	850 Off.Rec.		682747	Lyon	37 Off.Rec.	341	100661
Douglas	57 Off.Rec.	115	40050	Mineral	11 Off.Rec.	129	89073
Elko	92 Off.Rec.	652	35747	Nye	105 Off.Rec.	107	04823
Esmeralda	3-X Deeds	195	35922	Ormsby	72 Off.Rec.	537	32867
Eureka	22 Off.Rec.	138	45941	Pershing	11 Off.Rec.	249	66107
Humboldt	28 Off.Rec.	124	131075	Storey	"S" Mortgages	206	31506
Lander	24 Off.Rec.	168	50782	Washoe	300 Off.Rec.	517	107192
				White Pine	295RE Records	258	

shall inure to and bind the parties hereto, with respect to the property above described. Said agreements, terms and provisions contained in said subdivision A and B, (identical in all counties, and printed on page 2 hereof) are by the within reference thereto, incorporated herein and made a part of this Deed of Trust for all purposes as fully as if set forth at length herein, and Beneficiary may charge for a statement regarding the obligation secured hereby, provided the charge therefor does not exceed a reasonable amount.

The undersigned Trustor requests that a copy of any notice of default and any notice of sale hereunder be mailed to him at his address above set forth.

STATE OF CALIFORNIA County of EL DORADO

JAMES H. DARBY, INC. A NEVADA CORPORATION BY: James H. Darly PRASIDANT

JAMES H. DARBY, PRESIDENT

On 9/3/99, before me the undersigned Notary Public, personally appeared James H. Darby, President, proved to me 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 same. D. O'CONNOR

Witness my hand and official seal.

Signature (Notary Public in and for said County & State)

When recorded mail to: RGG Enterprises LP P O Box 1006

Zephyr Cove NV 89448

FIRST AMERICAN TITLE CO.

Comm. # 1221912

NOTARY PUBLIC - CALIFORNIA County of El Dorado My Comm. Expires May 27, 2003

IN OFFICIAL RECORDS OF DOUGLAS CO. REVADA

1999 SEP -7 AMII: 19

LINDA SLATER RECORDER

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57. PAID ONDEPUTY