

APN 05-022-180

Order No. 203-1148
Title No. 2001-39330-SCC

DEED OF TRUST WITH ASSIGNMENT OF RENTS

THIS DEED OF TRUST made January 26, 2001 between DAVID M. CLEM AND SANDRA F. CLEM, HUSBAND AND WIFE, TRUSTOR, whose address is P O BOX 10379, 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: SEE EXHIBIT 'A' ATTACHED HERETO.

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 **\$250,000.00** 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, namely:

| COUNTY | BOOK | PAGE | DOC.NO. | COUNTY | BOOK | PAGE | DOC. NO. |
|-----------|--------------|------|---------|------------|---------------|------|----------|
| Churchill | 39 Mortgages | 363 | 115384 | Lincoln | | | 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.

[Signature of David M. Clem]

[Signature of Sandra F. Clem]

DAVID M. CLEM

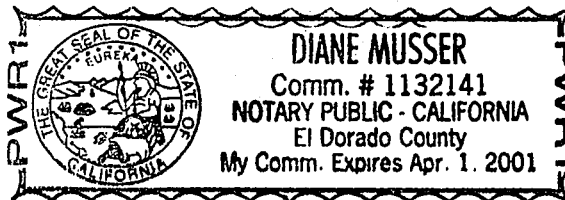
SANDRA F. CLEM

State of California, County of El Dorado

On Jan 29, 2001 before me, the undersigned Notary Public in and for said State, personally appeared DAVID M. CLEM AND SANRA F. CLEM 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.

Witness my hand and official seal.

[Signature of Diane Musser]
Signature (Notary Public in and for said County & State)



RECORDED AT THE REQUEST OF:
FIRST AMERICAN TITLE

WHEN RECORDED MAIL TO:
RGG ENTERPRISES, LP
P O BOX 1035
ZEPHYR COVE NV 89448

0507892

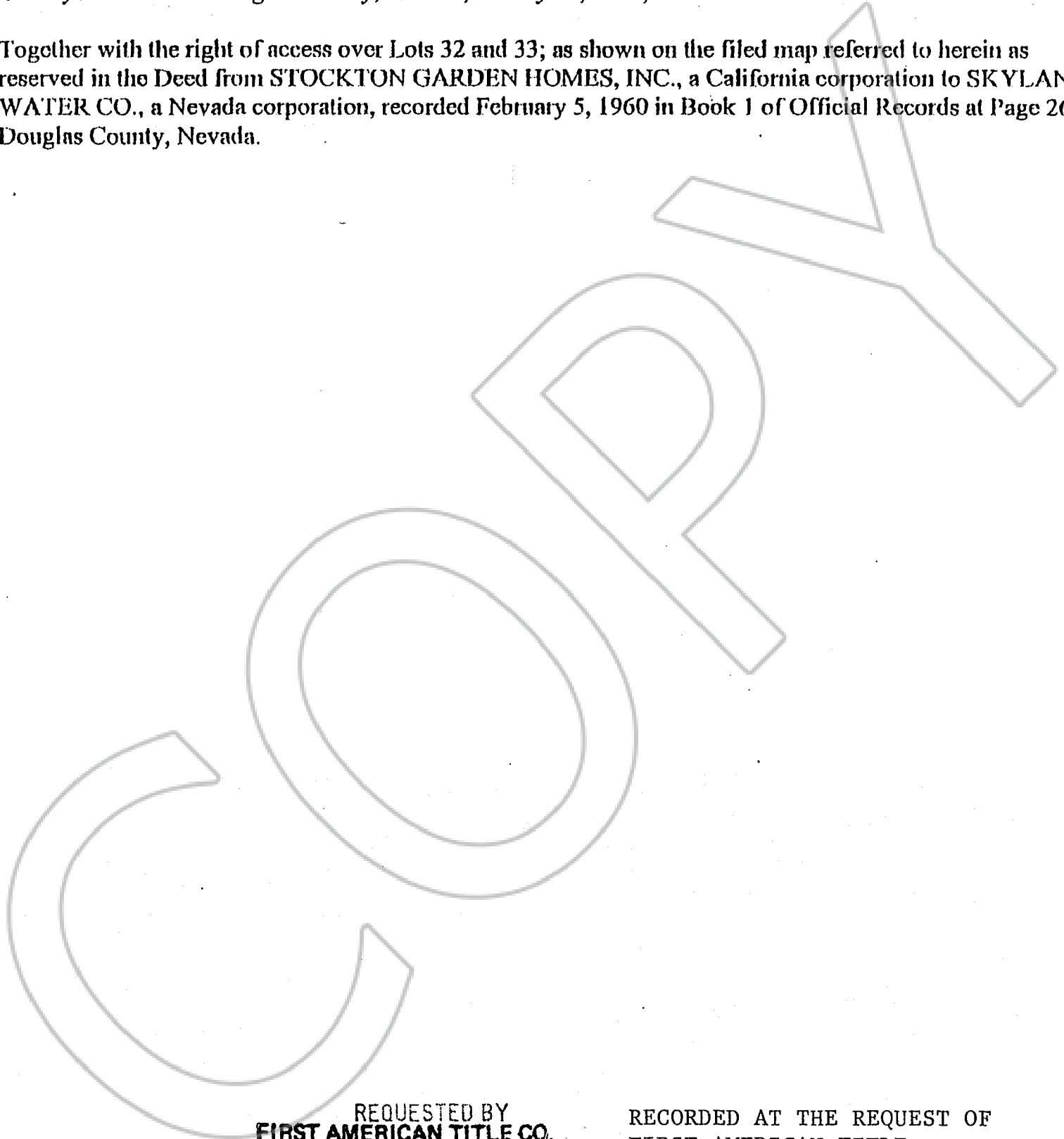
BK0101PG5729

DESCRIPTION

All that certain lot, piece or parcel of land situate in the County of Douglas, State of Nevada, described as follows:

Lot 85, of SKYLAND SUBDIVISION NO. 2, as shown on the map thereof, filed in the Office of the County Recorder of Douglas County, Nevada, on July 22, 1959, under File No. 14668.

Together with the right of access over Lots 32 and 33; as shown on the filed map referred to herein as reserved in the Deed from STOCKTON GARDEN HOMES, INC., a California corporation to SKYLAND WATER CO., a Nevada corporation, recorded February 5, 1960 in Book 1 of Official Records at Page 268, Douglas County, Nevada.



REQUESTED BY
FIRST AMERICAN TITLE CO.

RECORDED AT THE REQUEST OF
FIRST AMERICAN TITLE

IN OFFICIAL RECORDS OF
DOUGLAS CO. NEVADA

2001 JAN 31 AM 11:07

LINDA SLATER
RECORDER

0507892

\$0.00 PAID *K2* DEPUTY

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