

REQUESTED BY
USA Commercial Mtg.
IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

2004 NOV -9 PM 4:37

WERNER CHRISTEN
RECORDER

\$ *19.00* PAID *Ph* DEPUTY

Assessor's Parcel No.: 1320-30-711-007

RPTT: \$ 00 or Exempt # _____

Recording Requested by:
USA Commercial Mortgage
4484 South Pecos Road
Las Vegas, NV 89121

Escrow Number: N/A

TITLE OF DOCUMENT: Second Amendment to Deed of Trust

COOPER

0628915

BK1104PG04777

SECOND AMENDMENT TO DEED OF TRUST

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Trustor hereby agrees to the execution, delivery, and recording of this Amendment to that certain Deed of Trust, Assignments of Rents, Security Agreement and Fixture Filing (the "Deed of Trust") dated September 8, 2004 executed by **K & S Properties** to Fidelity National Title Company as Trustee, in favor of those persons listed on Exhibit "A" as Lenders. The Deed of Trust was recorded on September 16, 2004 as Document No. 0624305 and a First Amendment to Deed of Trust was recorded on October 6, 2004 as Document No. 0625997 in the Official Records of Douglas County, Nevada.

Said Deed of Trust is hereby amended to increase the amount secured thereby from \$4,575,000 to \$5,325,000, to add a new **Exhibit "A"** (in the form attached hereto) thereto to reflect the present Beneficiaries.

Said Deed of Trust affects the real property described on **Exhibit "B"** hereto.

Dated this 8 day of November, 2004.

TRUSTOR: **K & S Properties, a California general partnership**

[Handwritten signature]

Kevin A. Coleman, Managing Partner

BENEFICIARY: USA Commercial Mortgage Company, Attorney-in-Fact

By *[Handwritten signature]*

Joseph D. Milanowski, President

STATE OF NEVADA)
) ss
COUNTY OF CLARK)

This document was executed and acknowledged before me on this 5 day of November, 2004 by Joseph D. Milanowski, as President of USA Commercial Mortgage Company.

[Handwritten signature]

Notary Public
(My commission expires: 2/4/07)



STATE OF California)
) ss.
COUNTY OF Orange)

On Nov. 8, 2004, 2004, before me, Sally A. Reyes, a Notary Public in and for said State, personally appeared **Kevin A. Coleman as Managing Partner of K & S Properties** personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument, the person or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Sally A. Reyes
Signature

(Seal)

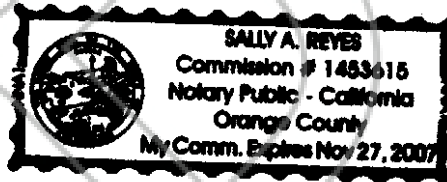


EXHIBIT "A"

LENDERS

Names	Amount
1. William D. Botton Trustee of the Botton Living Trust dated 11/17/00	\$50,000
2. Kathleen A. Boyce Trustee of the Boyce 1989 Trust dated 6/12/89	\$250,000
3. Larry R. Brasuell & Susan L. Brasuell Trustees of The Larry R. & Susan L. Brasuell 1996 Living Trust dated 7/22/96	\$100,000
4. Penny L. Brock Trustee of the Brock Family Trust dated 5/25/95	\$50,000
5. Robert W. Browne & Muriel L. Browne Trustees of the Browne 1990 Family Trust dated 6/11/90	\$100,000
6. Bruce H. Corum Trustee of the Credit Shelter Trust	\$200,000
7. Richard N. Dahlke, a married man dealing with his sole & separate property	\$50,000
8. Duane U. Deverill Trustee of the Nevada Freedom Corp. PSP dated 10/1/90 AMD 9/1/95 For the Benefit of Duane U. Deverill	\$2,000,000
9. Duane U. Deverill Trustee, The Duane U. Deverill Family Trust dated 10/25/90	\$750,000
10. Robert Essaff & Cindy H. Essaff Trustees of the Essaff Family Trust dated 6/18/02	\$100,000
11. Kenneth L. Hansen & Donna J. Hansen Trustees of the Hansen Family Trust dated 6/6/89	\$50,000
12. T. Claire Harper Trustee of the Harper Family Trust dated 2/28/84	\$100,000
13. Michael T. Heffner & Barbara C. Heffner Trustees of the Heffner Family Trust dated 9/10/02	\$100,000
14. Leif A. Johansen Trustee of The Johansen Family Trust dated 7/17/96	\$200,000
15. Monique A. Markwell, a single women	\$50,000
16. Terry Markwell Trustee of the Terry Markwell Profit Sharing Plan & Trust	\$100,000
17. Sandra O. Masters Trustee of the Charles T. Masters & Sandra O. Masters Family Trust dated 10/9/92	\$125,000
18. Chester R. McDowell, a single man	\$100,000
19. William L. McQuerry Trustee of the McQuerry Family Partnership	\$100,000
20. Robert E. Meldrum, a married man dealing with his sole & separate property	\$50,000
21. Monighetti, Inc., a Nevada corporation	\$100,000
22. Diane Moreno, a married woman dealing with her sole & separate property	\$50,000
23. Henry J. Obermuller & Mengia K. Obermuller Trustees of the Henry & Mengia Obermuller Trust dated 9/14/90	\$100,000
24. Grable B. Ronning, an unmarried woman	\$100,000
25. The Wild Water Limited Partnership, a Nevada limited partnership	\$50,000

26.	Dennis Sipiorski & Donna Sipiorski, husband & wife, as joint tenants with right of survivorship	\$50,000
27.	Gregory W. Stimpson & Carrie M. Stimpson, husband & wife, as joint tenants with right of survivorship	\$50,000
28.	Jay C. McLaughin & Peggy Ann Valley Trustees of the McLaughin-Valley Trust dated 2/24/97	\$100,000
29.	Kenneth B. Van Woert Trustee of the Sheehan Van Woert Bigotti Architects 401(k) PSP & Trust dated 7/1/98	\$50,000
30.	Corazon Wehrlin, a married woman dealing with her sole & separate property	<u>\$50,000</u>
	TOTAL	\$5,325,000

DRAFT

EXHIBIT "B"

PROPERTY DESCRIPTION

Land situate in Douglas County, Nevada described as follows:

Parcel 5 as set forth on the Subdivision Map for MINDEN VILLAGE, filed for record in the office of the Douglas County Recorder on May 7, 2004 in Book 0504, page 2786, as Document No. 612540, Official Records.

APN: 1320-30-711-007