

DOC # 0635250
01/25/2005 04:46 PM Deputy: KLJ
OFFICIAL RECORD
Requested By:
U S A COMMERCIAL MORTGAGE

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

RPTT: \$ _____ or Exempt # _____

Douglas County - NV
Werner Christen - Recorder
Page: 1 Of 6 Fee: 19.00
BK-0105 PG- 8927 RPTT: 0.00



Recording Requested by:
USA COMMERCIAL MORTGAGE
4484 South Pecos Road
Las Vegas, NV 89121

Escrow Number: n/a

TITLE OF DOCUMENT: Fifth Amendment to Deed of Trust

COOPER

FIFTH 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, a First Amendment to Deed of Trust was recorded on October 6, 2004 as Document No. 0625997, a Second Amendment to Deed of Trust was recorded on November 9, 2004 as Document No. 0628915, a Third Amendment to Deed of Trust was recorded on November 19, 2004 as Document No. 0629794 and a Fourth Amendment to Deed of Trust was recorded on December 22, 2004 as Document No. 0632700 in the Official Records of Douglas County, Nevada.

Said Deed of Trust is hereby amended to increase the amount secured thereby from \$6,525,000 to \$8,125,000 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 19th day of January, 2005.

TRUSTOR: K & S Properties, a California general partnership

[Signature]
Kevin A. Coleman, Managing Partner

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

By *[Signature]*
Joseph D. Milanowski, President

STATE OF NEVADA)
) ss
COUNTY OF CLARK)

This document was executed and acknowledged before me on this 19 day of January, 2005 by Joseph D. Milanowski, as President of USA Commercial Mortgage Company.

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



STATE OF California)
) ss.
COUNTY OF Orange)

On JANUARY 19, 2005, 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



EXHIBIT "A"

LENDERS

	Names	Amount
1.	Daniel C. Altman & Barbara A. Altman, Trustees of the Altman Living Trust dated 11/4/04	\$100,000
2.	Daniel C. Barcia, a married man dealing with his sole & separate property	\$50,000
3.	B2PW, Oregon Partnership	\$65,000
4.	Robert B. Bender & Paula S. Bender, husband & wife, as joint tenants with right of survivorship	\$250,000
5.	Bernard D. Benz & Margaret W. Benz Trustees of The Benz Family Trust dated 7/14/95	\$50,000
6.	William D. Botton Trustee of the Botton Living Trust dated 11/17/00	\$50,000
7.	Kathleen A. Boyce Trustee of the Boyce 1989 Trust dated 6/12/89	\$250,000
8.	Larry R. Brasuell & Susan L. Brasuell Trustees of The Larry R. & Susan L. Brasuell 1996 Living Trust dated 7/22/96	\$100,000
9.	Penny L. Brock Trustee of the Brock Family Trust dated 5/25/95	\$50,000
10.	Robert W. Browne & Muriel L. Browne Trustees of the Browne 1990 Family Trust dated 6/11/90	\$100,000
11.	William E. Buck & Eleanor F. Buck Co-Trustees of the W.E. Buck Family Trust dated 7/2/87 & William E. Buck & Eleanor F. Buck General Partners of GRB Company	\$500,000
12.	Andrea B. Cohen, a married woman dealing with her sole & separate property	\$50,000
13.	Bruce H. Corum Trustee of the Credit Shelter Trust	\$200,000
14.	Richard N. Dahlke, a married man dealing with his sole & separate property	\$50,000
15.	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
16.	Duane U. Deverill Trustee of the Duane U. Deverill Family Trust dated 10/25/90	\$750,000
17.	American Professional Valuation, LLC., a Nevada limited liability company	\$300,000
18.	Robert Essaff & Cindy H. Essaff Trustees of the Essaff Family Trust dated 6/18/02	\$100,000
19.	Kenneth L. Hansen & Donna J. Hansen Trustees of the Hansen Family Trust dated 6/6/89	\$50,000
20.	T. Claire Harper Trustee of the Harper Family Trust dated 2/28/84	\$100,000
21.	Michael T. Heffner & Barbara C. Heffner Trustees of the Heffner Family Trust dated 9/10/02	\$100,000
22.	Rodney L. Hines & Heidi J. Hines Trustees of the 1999 Rodney Lee Hines & Heidi Jean Hines Revocable Trust dated 5/26/99	\$80,000



23.	Leif A. Johansen & Reberta K. Johansen Trustees of The Johansen Family Trust dated 10/23/87; as Amended 6/11/04	\$400,000
24.	Mary Jane Kingman, a married woman dealing with her sole & separate property	\$100,000
25.	Nicol Corp., a Nevada Corporation	\$300,000
26.	Dolores Larragueta Trustee of The Harold Larragueta Family Trust dated 12/24/86	\$85,000
27.	Sarah E. Lurtz, an unmarried woman, & Susie Alice Byrd Lurtz, a married woman, as joint tenants with right of survivorship	\$50,000
28.	William Otto Lurtz & Susie Alice Byrd Lurtz Trustees of the Susie & William Lurtz 1991 Trust dated 3/18/91	\$50,000
29.	Monique A. Markwell, a single women	\$50,000
30.	Terry Markwell Trustee of the Terry Markwell Profit Sharing Plan & Trust	\$100,000
31.	Sandra O. Masters Trustee of the Charles T. Masters & Sandra O. Masters Family Trust dated 10/9/92	\$125,000
32.	Chester R. McDowell, a single man	\$100,000
33.	William L. McQuerry Trustee of the McQuerry Family Partnership	\$100,000
34.	Robert E. Meldrum, a married man dealing with his sole & separate property	\$50,000
35.	Monighetti, Inc., a Nevada corporation	\$200,000
36.	Albert Montero Trustee of the Albert Montero Family Trust U/A dated 11/3/94	\$50,000
37.	Diane Moreno, a married woman dealing with her sole & separate property	\$50,000
38.	Henry J. Obermuller & Mengia K. Obermuller Trustees of the Henry & Mengia Obermuller Trust dated 9/14/90	\$100,000
39.	A. Stephen Phillips & Frances E. Phillips Trustees of the Phillips Family Trust dated 10/24/89	\$50,000
40.	Grable B. Ronning, an unmarried woman	\$100,000
41.	The Wild Water Limited Partnership, a Nevada limited partnership	\$50,000
42.	Michael C. Ross & Gayle G. Ross Trustees of the Ross Family Trust dated 6/12/03	\$70,000
43.	Dennis Sipiorski & Donna Sipiorski, husband & wife, as joint tenants with right of survivorship	\$50,000
44.	Gregory W. Stimpson & Carrie M. Stimpson, husband & wife, as joint tenants with right of survivorship	\$50,000
45.	USA Capital First Trust Deed Fund	\$300,000
46.	Jay C. McLaughlin & Peggy Ann Valley Trustees of the McLaughlin-Valley Trust dated 2/24/97	\$100,000
47.	Kenneth B. Van Woert Trustee of the Sheehan Van Woert Bigotti Architects 401(k) PSP & Trust dated 7/1/98	\$50,000
48.	Corazon Wehrlin, a married woman dealing with her sole & separate property	<u>\$50,000</u>
	TOTAL	\$8,125,000

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

Now known as Parcels 5-A, 5-B, 5-D, 5-E, 5-N, 5-O, 5-P-1, 5-P-2 and remainder Lot 5 of Record of Survey #1 for Minden Village recorded November 24, 2004, in Book 1104, Page 11844, as Document No. 630285.

