

RECORDING REQUESTED BY, AND
WHEN RECORDED, MAIL TO:

Sanwa Bank California
Sacramento Agribusiness Office
601 "J" Street
Sacramento, CA 95814

Attn: Thomas D. Bolin
Vice President

137340

**SECOND AMENDMENT TO AGREEMENT TO
RENEW PROMISSORY NOTES AND
MODIFY DEED OF TRUST**

THIS SECOND AMENDMENT TO AGREEMENT TO RENEW PROMISSORY NOTES AND MODIFY DEED OF TRUST ("Second Amendment") is entered into as of this 24th day of May, 1991, by and between SANWA BANK CALIFORNIA, successor-in-interest to LLOYDS BANK CALIFORNIA ("Bank"), and DANIEL H. RUSSELL (also known as Dan Russell) and ROBERTA A. RUSSELL (collectively, "Russell") with respect to the following:

RECITALS

A. On or about April 30, 1990, Russell executed and delivered to Bank that certain Agreement To Renew Promissory Notes And Modify Deed Of Trust (the "Eighth Modification Agreement") recorded in the Official Records of Eureka County, Nevada on May 18, 1990, at Book 210, Page 245 as Instrument No. 132351, modifying and amending that certain deed of trust recorded on September 19, 1989 at Book 202, Page 540, as amended, encumbering real property described on Exhibit "A" attached hereto and incorporated herein by this reference. On or about September 25, 1990, Russell executed and delivered to Bank that certain First Amendment To Agreement To Renew Promissory Notes And Modify Deed Of Trust, which was recorded in the Official Records of Eureka County, Nevada at Book 215, Page 001. The Eighth Modification Agreement, said deed of trust and all amendments and modifications thereto are hereinafter collectively referred to as the "Deed of Trust." Capitalized terms not defined herein shall have that meaning ascribed to them in the Eighth Modification Agreement.

B. Bank and Russell have executed a Fourth Addendum to Amended and Restated Credit Agreement ("Fourth Addendum") of even date herewith providing, in part, for the extension of the maturity date and modification of the payment terms of certain indebtedness.

C. Bank and Russell desire to modify the Deed of Trust and enter into this Second Amendment to secure, in addition to the indebtedness and other obligations presently secured thereby, the indebtedness and other obligations of Russell to Bank under the Third Addendum.

NOW THEREFORE, in consideration of the foregoing, the Loans, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Bank and Russell agree as follows:

1. The Deed of Trust is hereby amended to secure, in addition to all other indebtedness and obligations now or hereafter secured thereby, in such order of priority as Bank in its absolute discretion may determine, the due, prompt and complete payment, observance, performance and discharge of each any every condition, obligation, covenant and agreement set forth

#6 HELD RANCH
EUREKA COUNTY

in the Fourth Addendum, and all modifications, amendments, extensions, renewals or replacements thereof, including without limitation, the due, prompt and complete payment of the Real Estate Note as amended thereby.

2. Except as expressly provided herein, the terms, conditions, lien, charge and priority of the Deed of Trust, together with all amendments, extensions, renewals and replacements thereof, are hereby reaffirmed and ratified, and shall remain in full force and effect. The Deed of Trust, the Mesne Modification Agreements, the Credit Agreement, the First Addendum, the Second Addendum, the Third Addendum, the Real Estate Note, the Recitals hereto and all documents and instruments referenced therein are hereby incorporated by this reference and made a part hereof.

IN WITNESS WHEREOF, the parties hereto have caused this document to be executed and delivered as of the date first written above.

BANK:

SANWA BANK CALIFORNIA

By

Thomas D. Bolin
THOMAS D. BOLIN
Vice President

RUSSELL:

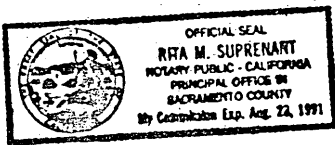
Daniel H. Russell
DANIEL H. RUSSELL
(also known as Dan Russell)

Roberta A. Russell
ROBERTA A. RUSSELL

STATE OF CALIFORNIA)
COUNTY OF Sacramento) ss.

On this 24th day of May 1991, before me, a Notary Public, in and for said County and State, duly commissioned and sworn, personally appeared Thomas D. Bolin, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed the within instrument as a Vice President on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal the day and year in this Certificate first above written.



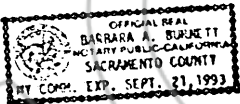
Rita M. Suprenant
Notary Public
State of California

My Commission Expires: 8/23/91

STATE OF CALIFORNIA)
COUNTY OF Sacramento) ss.

On this 25th day of May 1991, before me, a Notary Public, in and for said County and State, duly commissioned and sworn, personally appeared Daniel H. Russell, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed in this instrument, and acknowledged that he executed it.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal the day and year in this Certificate first above written.



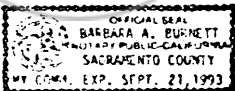
Barbara A. Burnett
Notary Public
State of California

My Commission Expires: 9-21-93

STATE OF CALIFORNIA)
COUNTY OF Sacramento) ss.

On this 25th day of May 1991, before me, a Notary Public, in and for said County and State, duly commissioned and sworn, personally appeared Roberta A. Russell, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed in this instrument, and acknowledged that she executed it.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal the day and year in this Certificate first above written.



Barbara A. Burnett
Notary Public
State of California

My Commission Expires: 9-21-93

#6 HELD RANCH (EUREKA)

DESCRIPTION

HELD RANCH

Exhibit "A"

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

PARCEL ONE:

TOWNSHIP 19 NORTH, RANGE 54 EAST, M.D.B. & M.

- Section 2: SW1/4 of the SW1/4
- Section 3: S1/2 of the SE1/4; SE1/4 of the SW1/4

TOWNSHIP 20 NORTH, RANGE 54 EAST, M.D.B. & M.

- Section 3: Lot 5 (SW1/4 of the NW1/4)
- Section 4: S1/2 of the NE1/4
- Section 5: W1/2 of the SW1/4
- Section 9: S1/2 of the NE1/4; SE1/4 of the NW1/4; NE1/4 of the SW1/4
- Section 10: SE1/4 of the NW1/4; Lot 2 (SW1/4 of the NW1/4)
- Section 13: W1/2 of the SW1/4
- Section 16: E1/2 of the SE1/4
- Section 17: S1/2 of the SE1/4; SE1/4 of the SW1/4
- Section 20: NW1/4 of the NE1/4; NE1/4 of the NW1/4
- Section 21: S1/2 of the NE1/4; N1/2 of the NW1/4; SE1/4 of the NW1/4; N1/2 of the SE1/4; SE1/4 of the SE1/4
- Section 22: S1/2 of the NE1/4; NW1/4 of the NW1/4; SE1/4 of the NW1/4
- Section 23: SW1/4 of the NE1/4
- Section 24: NW1/4 of the SW1/4
- Section 25: NW1/4 of the NE1/4; N1/2 of the NW1/4; N1/2 of the SW1/4; SE1/4 of the SW1/4
- Section 26: S1/2 of the NE1/4; N1/2 of the SE1/4; N1/2 of the SW1/4
- Section 27: SW1/4 of the NE1/4; NW1/4 of the NW1/4; SE1/4 of the NW1/4; NE1/4 of the SE1/4
- Section 28: NE1/4 of the NE1/4; S1/2 of the NW1/4; NW1/4 of the SE1/4; SE1/4 of the SE1/4; NE1/4 of the SW1/4; SW1/4 of the SW1/4
- Section 29: SE1/4 of the SE1/4
- Section 34: SW1/4 of the NE1/4; NW1/4 of the NW1/4; SE1/4 of the NW1/4

TOWNSHIP 21 NORTH, RANGE 54 EAST, M.D.B. & M.

- Section 23: N1/2 of the SE1/4; N1/2 of the SW1/4
- Section 34: S1/2 of the SE1/4
- Section 35: N1/2 of the SE1/4; S1/2 of the SW1/4

EXCEPTING an undivided fifty percent interest in and to all gas, oil and mineral rights lying in and under said land, as reserved by Maria Teresa LaBarry, et al, in deed recorded January 5, 1973 in Book 362, page 241, Real Estate Records, White Pine County, and in Book 44, page 222, Official Records, Eureka County, Nevada.

FURTHER EXCEPTING FROM Section 23, Township 21 North, Range 54 East, M.D.B. & M., all gas, oil, and mineral rights lying in and under said land as reserved by Bill Harris and Rosalyn Harris, in deed recorded March 22, 1976, in Book 54, page 208 of Official Records, Eureka County, Nevada.

BOOK 224 PAGE 168

BOOK 224 page 165
OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
Cow County
91 JUL 19 P2:22
Full Co.
EUREKA COUNTY, NEVADA
M.N. RESALEABLE RECORD
FILE NO. FEE \$900

137340

BOOK 224 PAGE 169