

RECORDING REQUESTED BY, AND
WHEN RECORDED, MAIL TO:

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

Attn: Thomas D. Bolin 137341
Vice President

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 315 as Instrument No. 132354 modifying and amending that certain deed of trust recorded on June 30, 1987 at Book 158, Page 513, 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 214, Page 590 as Instrument No. 133844. 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

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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:

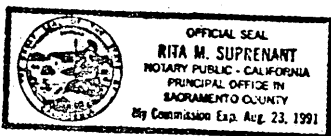
Daniel H. Russell
DANIEL H. RUSSELL
(also known as Dan Russell)

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.

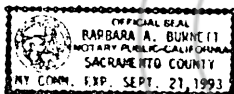


Rita M. Suprenant
Notary Public
State of California
My Commission Expires: 8/23/91

STATE OF CALIFORNIA)
COUNTY OF Sacramento) ss.

On this 28th 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.

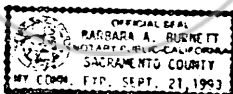


Barbara A. Burnett
Notary Public
State of California
My Commission Expires: 9-21-93

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

DESCRIPTION

Exhibit "A"

SANTA FE RANCH

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

PARCEL ONE:

TOWNSHIP 20 NORTH, RANGE 49 EAST, M.D.B. & M.

- Section 8: North 1/2 Southeast 1/4
- Section 9: Southwest 1/4
- Section 15: South 1/2 Northwest 1/4; North 1/2 Southwest 1/4;
Northwest 1/4 Southeast 1/4
- Section 16: Northeast 1/4; Northeast 1/4 Northwest 1/4

TOWNSHIP 21 NORTH, RANGE 48 EAST, M.D.B. & M.

- Section 10: Northeast 1/4 Southwest 1/4; Northwest 1/4 Southeast 1/4; South 1/2 Southeast 1/4
- Section 35: Northeast 1/4 Southwest 1/4; Northwest 1/4 Southeast 1/4

TOWNSHIP 22 NORTH, RANGE 48 EAST, M.D.B. & M.

- Section 36: Northeast 1/4; North 1/2 Southeast 1/4; Lot 4

TOWNSHIP 22 NORTH, RANGE 49 EAST, M.D.B. & M.

- Section 31: Lots 1 and 2

EXCEPTING FROM the West 1/2 of the Northeast 1/4 of Section 36, Township 22 North, Range 48 East, M.D.B. & M., all the oil and gas as reserved in Patent executed by United States of America, recorded February 5, 1962 in Book 26 of Deeds at page 175, Eureka County, Nevada records.

EXCEPTING FROM the South 1/2 of the Northwest 1/4; North 1/2 of the Southwest 1/4; Northwest 1/4 of the Southeast 1/4 of Section 15, the Northeast 1/4 of the Northeast 1/4 and the South 1/2 of the Northeast 1/4 of Section 16, Township 20 North, Range 49 East, M.D.B. & M., all the oil, gas, potash and sodium as reserved in Patent executed by United States of America, recorded December 2, 1965 in Book 9 of Official Records at page 195, Eureka County, Nevada.

FURTHER EXCEPTING from all of the above described lands one-half of all oil, gas or mineral rights of any name or nature as reserved by PIETRINA ETCHEGARAY, et al, in Deed recorded June 20, 1966 in Book 11 of Official Records at page 37, Eureka County, Nevada.

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DESCRIPTION

SEGURA RANCH

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

PARCEL ONE:

TOWNSHIP 15 NORTH, RANGE 50 EAST, M D B & M

Section 4: Lots 1 and 2; South 1/2 Northeast 1/4; Southeast 1/4

EXCEPTING all oil and gas as reserved in Patent executed by UNITED STATES OF AMERICA.

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DESCRIPTION

WILLOW CREEK/FISH CREEK

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

PARCEL ONE:

TOWNSHIP 16 NORTH, RANGE 53 EAST, M.D.B. & M.

- Section 7: Southeast 1/4 Northeast 1/4
Section 8: East 1/2; Northwest 1/4 Northwest 1/4; South 1/2 Northwest 1/4; North 1/2 Southwest 1/4; Southeast 1/4 Southwest 1/4
Section 9: Northeast 1/4 Northeast 1/4; South 1/2 Northeast 1/4; Northwest 1/4 Northwest 1/4; South 1/2 Northwest 1/4; South 1/2
Section 10: North 1/2; North 1/2 South 1/2; Southwest 1/4 Southeast 1/4; South 1/2 Southwest 1/4
Section 11: South 1/2 Northeast 1/4; Northwest 1/4; North 1/2 Southwest 1/4
Section 12: North 1/2

TOWNSHIP 16 NORTH, RANGE 54 EAST, M.D.B. & M.

- Section 6: South 1/2 Southwest 1/4
Section 7: Lots 1 and 2 of the Northwest 1/4

TOWNSHIP 17 NORTH, RANGE 49 EAST, M.D.B. & M.

- Section 24: Homestead Entry No. 174, comprising Tracts A and B; embracing a portion of, approximately Section 24 in Township 17 North of Range 49 East of the Mount Diablo Meridian, Nevada, more particularly described as follows:

Beginning for the description of Tract A at corner No. 1, identical with the Southwest corner to Section 19 in Township 17 North, Range 50 East of the Mount Diablo Meridian; thence, North 87° West 43.66 chains to Corner No. 2; thence, North 2°40' West 3.44 chains to Corner No. 3; thence, North 73°35' East 22.53 chains to Corner No. 4; thence, South 63°30' East 10.92 chains to Corner No. 5; thence, South 84°24' East 21.41 chains to Corner No. 6; thence, South 0°4' East 5.98 chains to Corner No. 1, the place of beginning.

Beginning for the description of Tract B at Corner No. 7, from which Corner No. 2 of said Tract A bears South 87° East 50 links distant; thence North 87° West 27.75 chains to Corner No. 8; thence North 39°12' East 12.76 chains to Corner No. 9; thence North 39°29' West 16.96 chains to Corner No. 10; thence North 47° East 4.48 chains to Corner No. 11; thence South 33°44' East 4.99 chains to Corner No. 12; thence South 48°30' East 30.75 chains to Corner No. 13; thence North 73°35' East 1.24 chains to Corner No. 14;

(Continued)

thence South 2°40' East 3.28 chains to Corner No. 7; the place of beginning, containing in the aggregate 61.83 acres; according to the official plat of the Survey of said land, returned to the General Land Office by the Surveyor-General.

TOWNSHIP 17 NORTH, RANGE 50 EAST, M.D.B. & M.

Sections 7 and 8: Homestead Entry No. 98 embracing portions of said Sections 7 and 8 is described more particularly as follows:

Beginning at Corner No. 1 from which the quarter corner to Sections 8 and 9 in Township 17 North of Range 50 East of the Mount Diablo Meridian, bears North 82°35' East 57.53 chains distant; thence South 73°52' West 17.72 chains to Corner No. 2; thence North 76°18' West 27.40 chains to Corner No. 3; thence South 66°29' West 3.30 chains to Corner No. 4; thence North 76°43' West 30.88 chains to Corner No. 5; thence North 56°9' East 5.40 chains to Corner No. 6; thence South 79°52' East 55.00 chains to Corner No. 7; thence North 76°59' East 15.21 chains to Corner No. 8; thence South 37°41' East 5.41 chains to Corner No. 1, the place of beginning; containing 35.65 acres, according to the official plat of Survey of said land, returned to the General Land Office by the Surveyor-General.

Section 19: Lot 4; Southeast 1/4 Southwest 1/4
Section 29: North 1/2 Northwest 1/4; West 1/2 Northeast 1/4
Section 30: Northeast 1/4 Northwest 1/4; North 1/2 Northeast 1/4;
East 1/2 Southwest 1/4; North 1/2 Southeast 1/4
Section 31: West 1/2 Northeast 1/4; Northeast 1/4 Northeast 1/4

TOWNSHIP 18 NORTH, RANGE 49 EAST, M.D.B. & M.

Section 25: North 1/2 Northeast 1/4

TOWNSHIP 18 NORTH, RANGE 50 EAST, M.D.B. & M.

Section 28: Southwest 1/4 Northeast 1/4; Northwest 1/4 Southeast 1/4
Section 30: Northwest 1/4 Northeast 1/4; Northeast 1/4 Northwest 1/4

TOWNSHIP 18 NORTH, RANGE 51 EAST, M.D.B. & M.

Section 18: West 1/2 Northeast 1/4; East 1/2 Northwest 1/4; West 1/2 Southeast 1/4; Southwest 1/4
Section 19: Northwest 1/4 Northeast 1/4; West 1/2; West 1/2 Southeast 1/4
Section 30: North 1/2; North 1/2 South 1/2

(Continued)

TOWNSHIP 18 NORTH, RANGE 54 EAST, M.D.B. & M.

- Section 18: Southeast 1/4 Northwest 1/4; Northeast 1/4 Southwest 1/4;
Northwest 1/4 Southeast 1/4, South 1/2 Southeast 1/4,
Lot 2
Section 19: Northeast 1/4; Southeast 1/4 Northwest 1/4; North 1/2
Southeast 1/4
Section 20: West 1/2 Northwest 1/4; North 1/2 Southwest 1/4;
Southeast 1/4 Northwest 1/4; Lot 1

EXCEPTING from all of those parcels shown in Township 18 North, Range 54 East, M.D.B. & M., except the Northeast 1/4 Northeast 1/4 of Section 19, the Southeast 1/4 Northwest 1/4, Lot 1, Northwest 1/4 Northwest 1/4 and the Northeast 1/4 Southwest 1/4 of Section 20, all the coal and other minerals as reserved in Patent executed by the UNITED STATES OF AMERICA, recorded August 17, 1932 in Book 21 of Deeds at page 89, Eureka County, Nevada records.

TOWNSHIP 19 NORTH, RANGE 50 EAST, M.D.B. & M.

- Section 16: West 1/2 Northeast 1/4, East 1/2 Northwest 1/4;
Southwest 1/4 Northwest 1/4; Northwest 1/4 Southwest 1/4
Section 17: Southeast 1/4 Northeast 1/4; Northeast 1/4 Southeast 1/4

TOWNSHIP 18 NORTH, RANGE 48 EAST, M.D.B. & M.

- Section 14: East 1/2 Southwest 1/4 Northwest 1/4 Southwest 1/4; West
1/2 Southeast 1/4 Northwest 1/4 Southwest 1/4; Southeast
1/4 Southeast 1/4 Northwest 1/4 Southwest 1/4; Southwest
1/4 Southeast 1/4 Southwest 1/4; Southwest 1/4 Southeast
1/4 Southeast 1/4 Southwest 1/4; South 1/2 Northwest 1/4
Southeast 1/4 Southwest 1/4; Northwest 1/4 Northwest 1/4
Southeast 1/4 Southwest 1/4; Southeast 1/4 Southeast 1/4
Southwest 1/4 Southwest 1/4; North 1/2 Southeast 1/4
Southwest 1/4 Southwest 1/4; Northeast 1/4 Southwest 1/4
Southwest 1/4; Northeast 1/4 Northwest 1/4 Southwest 1/4
Southwest 1/4
Section 23: Northeast 1/4 Southeast 1/4 Northeast 1/4; Northeast 1/4
Southwest 1/4 Northeast 1/4 Northwest 1/4; Northwest 1/4
Southeast 1/4 Northeast 1/4 Northwest 1/4

AND a parcel of land existing within a portion of Section 27 and Section 34, known as Homestead Entry No. 86 and is described as follows:

Beginning at Corner No. 1, from which U.S. Location Monument No. 253 bears South 26 42' East 1.55 chains distant, thence North 26 42' West 69.97 chains to Corner No. 2; thence North 9 13' West 17.37 chains to Corner No. 3; thence North 87 44' East 7.72 chains to Corner No. 4; thence South 22 31' East 86.81 chains to Corner No. 5; thence West 7.36 chains to Corner No. 1, the place of beginning, containing 78.92 acres, and being the same parcel conveyed by the UNITED STATES OF AMERICA to GEORGE WILLIAMS by Land Patent dated May 19, 1916 and recorded in Book 18 of Deeds at page 195, Eureka County, Nevada records.

TOWNSHIP 18 NORTH, RANGE 49 EAST, M.D.B. & M.

Section 5: Northwest 1/4 Southwest 1/4; Southwest 1/4 Southwest 1/4
Section 6: Northeast 1/4 Southeast 1/4; Southeast 1/4 Southeast 1/4
Section 8: Northwest 1/4 Northwest 1/4; South 1/2 Northwest 1/4;
Northeast 1/4 Southwest 1/4

TOWNSHIP 19 NORTH, RANGE 49 EAST, M.D.B. & M.

Section 5: West 1/2 East 1/2; East 1/2 West 1/2; West 1/2 Southwest 1/4; Southwest 1/4 Northwest 1/4
Section 6: Southeast 1/4; Southeast 1/4 Northeast 1/4

EXCEPTING THEREFROM all coal and other valuable minerals as reserved in Patent executed by UNITED STATES OF AMERICA, recorded July 6, 1950 in Book 24 of Deeds at page 79, Eureka County, Nevada records.

Section 18: Northwest 1/4 Northeast 1/4; Northeast 1/4 Southwest 1/4; Southeast 1/4 Northwest 1/4; Southwest 1/4 Southeast 1/4
Section 19: East 1/2 Southeast 1/4; Northwest 1/4 Southeast 1/4; Northeast 1/4

EXCEPTING from all of the subject property in Section 18 and the North 1/2 Northeast 1/4, Southwest 1/4 Northeast 1/4 and Northwest 1/4 Southeast 1/4 of Section 19, all the oil and gas as reserved in Patent executed by UNITED STATES OF AMERICA, recorded October 5, 1966 in Book 12 of Official Records at page 209, Eureka County, Nevada.

Section 20: West 1/2 Southwest 1/4, Southwest 1/4 Northwest 1/4

EXCEPTING from the Southeast 1/4 Southeast 1/4 of Section 19 and the Southwest 1/4 Southwest 1/4 of Section 20 all minerals as reserved in Patent executed by UNITED STATES OF AMERICA, recorded January 2, 1969 in Book 26 of Official Records at page 334, Eureka County, Nevada.

Section 29: Southwest 1/4 Northwest 1/4; Northwest 1/4 Southwest 1/4; Southwest 1/4 Southwest 1/4

Section 30: East 1/2 Northeast 1/4; Northeast 1/4 Southeast 1/4

EXCEPTING from all of the subject property in Sections 29 and 30 all of the oil and gas as reserved in Patent executed by UNITED STATES OF AMERICA, recorded February 21, 1969 in Book 28 of Official Records at page 12, Eureka County, Nevada.

EXCEPTING FROM the above described parcels, all mineral rights and interest, including coal, oil, gas and other hydrocarbons, and all other metallic and non-metallic mineral ores and substances, and geothermal steam, hot water, hot brines, thermal energy and gasses as conveyed by VALIANT FARMS-EUREKA, INC., to APAL, a Limited Partnership, by various documents of record.
(Continued)

The above interest in minerals by means of conveyances is in favor of DANIEL H. RUSSELL by those certain deeds recorded:

Recording date	Book	Page	Document No.	County
4-01-88	609	407	248663	Eiko
4-01-88	125	420	250971	White Pine
4-01-88	175	121	117501	Eureka
4-01-88	309	18		Lander
4-01-88			206511	Nye

PHR
 INITIAL ☒ *PHR*
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 OFFICIAL RECORDS
 RECORDED AT THE REQUEST OF
Cow County
 '91 JUL 19 P222
Title Co.
 EUREKA COUNTY, NEVADA
 M.N. RESALEABLE RECORD
 FILE NO. FEES 14.00
 137341

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