

TICOR TITLE INSURANCE

H 76146

After recording return to:

Joseph S. Voboril
TONKON, TORP, GALEN, MARMADUKE & BOOTH
1800 Orbanco Building
1001 S.W. Fifth Avenue
Portland, Oregon 97204

8803070064

JERRY MCINTURFF
SKAGIT COUNTY AUDITOR

'88 MAR -7 P3:42

RECORDED FILED
REQUEST OF

AMENDMENT TO DEED OF TRUST, ASSIGNMENT
OF RENTS AND
SECURITY AGREEMENT

This Amendment to Deed of Trust, Assignment of Rents and Security Agreement is executed this 15th day of February, 1988 by AMERICOLD CORPORATION, an Oregon corporation with its corporate offices located at Suite 700, 1515 S.W. Fifth Avenue, Portland, Oregon 97201 ("Americold").

RECITALS

A. On or about July 2, 1987 Americold executed a Deed of Trust, Assignment of Rents and Security Agreement dated as of June 15, 1987 ("the Deed of Trust") wherein Americold is named as "Grantor," Ticor Title Insurance Company of California is named as "Deed Trustee," and The Connecticut National Bank, as Trustee, is named as "Beneficiary." The Deed of Trust was recorded in the records of Skagit County, Washington on July 16, 1987, under Auditor's File No. 8707160090.

B. By interlineation on page 3 of the Deed of Trust, Americold's right, title and interest in, to and under that certain lease dated January 22, 1965, as amended on August 15, 1966, May 29, 1968, and February 1, 1985, between Great Northern

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Railway Company (now Burlington Northern Railway Company), as lessor, and Terminal Ice and Cold Storage Company (now Americold), as lessee ("the Ground Lease") was excluded from the trust property of the Deed of Trust. The Ground Lease is more particularly described on Exhibit A attached hereto.

C. Pursuant to subsection 6(h) of an Investment Agreement dated as of July 2, 1987, between Americold and Metropolitan Life Insurance Company, a New York corporation, Americold agreed to use its best efforts to obtain the consent and estoppel of the lessor under the Ground Lease so that Americold's right, title and interest in, to and under the Ground Lease could be added to the trust property of the Deed of Trust.

D. Such consent was obtained in a Collateral Security Agreement made and executed as of July 31, 1987. In the Collateral Security Agreement, Americold also assigned all of its right, title and interest in, to, and under the Ground Lease to the Deed Trustee and Beneficiary of the Deed of Trust as collateral security for a loan.

E. Americold now desires to add all of its right, title and interest in, to, and under the Ground Lease, including but not limited to all chattels, fixtures and improvements of Americold located on the leased premises described in the Ground Lease, to the trust property of the Deed of Trust.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Americold agrees

that the Deed of Trust shall be and is hereby amended as follows:

The description of "Trust Property" contained in the Deed of Trust is hereby amended to include as additional property covered by, and subject to the lien of, the Deed of Trust, all of Americold's right, title and interest in, to, and under the Ground Lease and all of Americold's right, title and interest in and to any and all chattels, fixtures and improvements located on the land covered by the Ground Lease.

Except as otherwise set forth above, the Deed of Trust shall be and remain in full force and effect in accordance with its original terms and the Deed of Trust is hereby republished and reaffirmed.

IN WITNESS WHEREOF, Americold has executed this Amendment effective the date first set forth above.

AMERICOLD CORPORATION

By

Its SR. V.P. CFO

STATE OF OREGON)
) ss.
County of Multnomah)

On this 15th day of February, 1988, before me personally appeared JOEL M. SMITH who being duly sworn, stated that he is the Sr. Vice President and CFO of Americold Corporation, and acknowledged the foregoing instrument to be the voluntary act and deed of the corporation, executed by authority of the board of directors.

Bennie M. Hix

Notary Public for Oregon

My commission expires: 11-30-91

EXHIBIT A

LEASEHOLD ESTATE UNDER THAT CERTAIN LEASE DATED JANUARY 22, 1965; AND SUPPLEMENTS THERETO DATED AUGUST 15, 1966 AND MAY 29, 1968, WHEREIN GREAT NORTHERN RAILWAY COMPANY, LESSOR AND TERMINAL ICE AND COLD STORAGE COMPANY, LESSEE, RECORDED DECEMBER 10, 1982, UNDER AUDITOR'S FILE NO. 8212100035, COVERING THE FOLLOWING DESCRIBED TRACT:

BEGINNING AT A POINT 15 FEET SOUTHERLY- AT RIGHT ANGLES FROM THE CENTER LINE OF THE MAIN TRACK OF THE SAID LESSOR, AS MEASURED FROM A POINT THEREIN AT SURVEY STATION 1047 PLUS 00; THENCE SOUTHERLY AT RIGHT ANGLES FROM SAID CENTER LINE 35 FEET TO THE SOUTHERLY RIGHT OF WAY LIMITS OF THE SAID LESSOR; THENCE EASTERLY ALONG SAID SOUTHERLY RIGHT OF WAY LIMITS TO THE WEST LINE OF WALNUT STREET; THENCE NORTHERLY ALONG SAID STREET LINE TO A POINT DISTANT 25 FEET SOUTHERLY AT RIGHT ANGLES FROM SAID CENTER LINE; THENCE WESTERLY PARALLEL WITH AND DISTANT 25 FEET SOUTHERLY FROM SAID CENTER LINE TO A POINT OPPOSITE SURVEY STATION 1052 PLUS 00; THENCE NORTHERLY AT RIGHT ANGLES 10 FEET TO A POINT DISTANT 15 FEET SOUTHERLY FROM THE SAID CENTER LINE; THENCE WESTERLY PARALLEL WITH SAID CENTER LINE TO THE POINT OF BEGINNING;

ALSO, BEGINNING AT A POINT ON THE EAST LINE OF WALNUT STREET DISTANT 15 FEET SOUTHERLY AT RIGHT ANGLES FROM THE SAID CENTER LINE OF THE EAST AND WEST MAIN TRACK; THENCE EASTERLY PARALLEL TO SAID CENTER LINE AND THE CENTER LINE OF THE SAID LESSOR'S CONNECTING TRACK TO THE NORTH AND SOUTH MAIN LINE AND DISTANT 15 FEET SOUTHERLY THEREFROM TO A POINT DISTANT 50 FEET SOUTHERLY AT RIGHT ANGLES FROM THE SAID CENTER LINE OF EAST AND WEST MAIN TRACK; THENCE WESTERLY PARALLEL TO SAID CENTER LINE OF EAST AND WEST MAIN TRACK TO A POINT DISTANT 9 FEET NORTHERLY AT RIGHT ANGLES FROM THE CENTER LINE OF THE SPUR TRACK SERVING SAID INDUSTRY; THENCE NORTHWESTERLY PARALLEL WITH SAID CENTER LINE OF SPUR TRACK TO A POINT IN THE EAST LINE OF WALNUT STREET; THENCE NORTHERLY ALONG SAID EAST LINE OF WALNUT STREET TO THE POINT OF BEGINNING.