

**RECORDED AT THE REQUEST OF AND
AFTER RECORDING RETURN TO:**

Davis Wright Tremaine LLP
2600 Century Square
1501 Fourth Avenue
Seattle, Washington 98101-1688

Attention: Richard J. Schroeder


200110160070
Skagit County Auditor
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DEEDS OF TRUST MODIFICATION AGREEMENT

Grantor: Upper Skagit Indian Tribe

Grantee #1 (Trustee): Land Title Insurance Company of Skagit County

Grantee #2 (Beneficiary): Wells Fargo Bank, National Association, Agent

Abbreviated Legal Description: Gov. Lots 3 & 4 & ptn EY2 SWY4, 30-36-4 EWM
Gov. Lots 1 & 2 & ptn EY2 NWY4, 31-36-4 EWM
SEY4, SEY4 & ptn NEY4 SEY4, 25-36-3 EWM

Assessor's Tax Parcel ID#: 360325-4-002-0006
360325-4-008-0000
360430-0-004-0004
360430-0-005-0003
360430-3-002-0000
360430-3-004-0008
360431-0-001-0006
360431-0-002-0005
360431-2-002-0001
360431-2-004-0009

Reference No.: Skagit County Auditor No. 2000009190098
Upper Skagit Indian Tribe Recording No. 00-0004

DEEDS OF TRUST MODIFICATION AGREEMENT

THIS DEEDS OF TRUST MODIFICATION AGREEMENT ("Agreement") is made and entered into as of October 12, 2001 by and between UPPER SKAGIT INDIAN TRIBE, a federally recognized Indian Tribe (hereinafter referred to as "Grantor") and WELLS FARGO BANK, NATIONAL ASSOCIATION (hereinafter referred to as "Beneficiary") as agent for Lenders:

WITNESSETH:

WHEREAS, Beneficiary as Agent Bank for Lenders and Lenders and Grantor are parties to a Loan and Security Agreement dated September 18, 2000, as amended by First Amendment to Loan and Security Agreement dated December 8, 2000, as amended by Second Amendment to Loan and Security Agreement dated as of October 12, 2001 (collectively, "Loan Agreement") and the execution of this Agreement is pursuant to the conditions of said Loan Agreement.

AND WHEREAS, Grantor heretofore executed and delivered a Deed of Trust, Security Agreement, Assignment of Leases and Rents and Fixture Filing by Grantor, in favor of Land Title Insurance Company of Skagit County, as Trustee, dated September 18, 2000 (hereinafter referred to as "Golf Course-Deed of Trust"), which Golf Course-Deed of Trust was recorded on the 19th day of September, 2000, as Instrument No. 200009190098 records of Skagit County, Washington, and was recorded on September 18, 2000 in records of Secretary of Upper Skagit Indian Tribe ("Secretary") under File No. 00-0004, on certain real estate in said county and state, said Golf Course-Deed of Trust being made to secure one Note dated September 18, 2000 (hereinafter referred to as "Note"), for the aggregate principal sum of \$23,500,000 with interest and also such further sums as may be advanced or loaned by Lenders' and said Golf Course - Deed of Trust was amended by that certain Deed of Trust Modification Agreement dated as of December 8, 2000, which modification was recorded on December 13, 2000, under Skagit County Auditor's No. 20012130037, increasing the amount secured to \$24,400,000;

AND WHEREAS, Grantor heretofore executed and delivered a Leasehold Deed of Trust, Security Agreement, Assignment of Leases and Rents and Fixture Filing by Grantor, in favor of Land Title Insurance Company of Skagit County, as Trustee, dated September 18, 2000 (hereinafter referred to as "Hotel Deed of Trust"), which Hotel Deed of Trust was recorded on the 18th day of September, 2000, under Filing No. 00-0003, records of Secretary of Upper Skagit Indian Tribe in Skagit County, Washington, on certain real estate in said county and state, said Hotel Deed of Trust being made to secure the Note; and said Hotel Deed of Trust was amended by that certain Deed of Trust Modification Agreement dated December 8, 2000, and recorded on December 8, 2000, under Secretary's File No. 00-00011, increasing the amount secured to \$24,400,000;



AND WHEREAS, Grantor and Beneficiary have agreed to amend the Hotel Deed of Trust and the Golf Course-Deed of Trust (collectively the "Deeds of Trust") to increase the amount of indebtedness secured by the lien of the Deeds of Trust, and said parties mutually agree to modify the Deeds of Trust as hereinafter provided;

NOW, THEREFORE, in consideration of the premises, the promises and agreements between the said parties hereinafter contained, and the mutual benefits accruing to the undersigned parties hereunder, the parties hereto for themselves and their respective successors and assigns do hereby agree as follows:

1. Section 4.1 of the Golf Course-Deed of Trust is hereby amended to change "\$24,400,000" to "\$31,400,000."
2. Section 4.1 of the Hotel Deed of Trust is hereby amended to change "\$24,400,000" to "\$31,400,000."
3. This Agreement may be executed in several counterparts, each of which shall be an original and all of which shall constitute one and the same instrument.
4. That, except insofar as herein expressly changed, all terms, covenants and provisions of said Deeds of Trust and the obligations evidenced and secured thereby shall remain in full force and effect and are hereby expressly ratified and confirmed by the parties hereto.

[Signature Page Follows]

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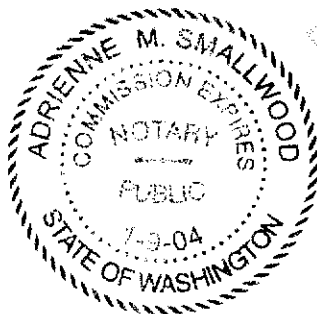
STATE OF WASHINGTON)

) ss.

COUNTY OF SKAGIT)

On this 12th day of October, 2001, before me, a Notary Public in and for the State of Washington, personally appeared CLIFFORD EDWARDS, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed this instrument, on oath stated that he was authorized to execute the instrument, and acknowledged it as the Secretary of UPPER SKAGIT INDIAN TRIBE, a federally recognized Indian Tribe, to be the free and voluntary act and deed of said Indian Tribe for the uses and purposes mentioned in the instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.



Adrienne M. Smallwood

NOTARY PUBLIC in and for the State of Washington, residing at Skagit Co.

My appointment expires

ADRIENNE M. SMALLWOOD

MY APPOINTMENT EXPIRES: 1-9-04

Print Name

ADRIENNE M. SMALLWOOD

Guarantor Signature Page

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, Skagit County Auditor

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SIGNED, SEALED AND DELIVERED this 12th day of October, 2001.

BENEFICIARY:

**WELLS FARGO BANK, NATIONAL
ASSOCIATION, as Agent Bank**

By


Ryan Edde
Its Relationship Manager

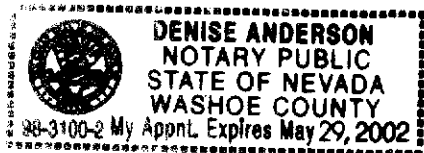
STATE OF NEVADA)

) ss.

COUNTY OF WASHOE)

On this 12th day of October, 2001, before me, a Notary Public in and for the State of Nevada, personally appeared RYAN EDDE, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed this instrument, on oath stated that he was authorized to execute the instrument, and acknowledged it as the Relationship Manager of WELLS FARGO BANK, NATIONAL ASSOCIATION, to be the free and voluntary act and deed of said national association for the uses and purposes mentioned in the instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.




NOTARY PUBLIC in and for the State of
Nevada, residing at 5340 Kettle Ln #201, Reno, NV 89511
My appointment expires May 29, 2002
Print Name Denise Anderson

Beneficiary Signature Page

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Skagit County Auditor

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