

~~When Recorded Return to:~~

THIS INSTRUMENT PREPARED BY:
GOLDBERG, KOHN, BELL, BLACK,
ROSENBLOOM & MORITZ, LTD.
ATTN: CAROLE K. TOWNE, ESQ.
55 EAST MONROE STREET
SUITE 3700
CHICAGO, ILLINOIS 60603



200401090083

Skagit County Auditor

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8 2:20PM

FIRST AMENDMENT TO LINE OF CREDIT DEED OF TRUST

Mt. Vernon (Staging Area) # 33
Riverbend, Washington (Skagit County)

Grantor: Color Spot Nurseries, Inc., a Delaware corporation

☐ Additional on page _____

Grantees: Beneficiary: Fleet Capital Corporation, as Agent

Trustee: Chicago Title Insurance Company

☐ Additional on page _____

Legal Description (abbreviated): a portion of Section 15, Township 34 North, Range 4 East of the Willamette Meridian (Ptn. Sec. 15, T34N, R4E W.M.)

☒ Additional on : Exhibit A

Assessor's Tax Parcel ID #: 340313-0-001-0001 R21662; 340313-0-060-0009
R21742; 340313-0-062-0007 R21745; 340313-0-
065-0004 R21748; 340313-0-064-0005 R21747;
340313-1-002-0008 R21813; 340313-1-001-0009
R21812

Reference Nos. of Documents Amended: 9812010068

THIS FIRST AMENDMENT TO LINE OF CREDIT DEED OF TRUST ("**Amendment**") is dated as of November 10, 2003 and is by and between COLOR SPOT NURSERIES, INC., a Delaware corporation ("**Grantor**"), and FLEET CAPITAL CORPORATION, as Agent ("**Agent**") for various lenders ("**Lenders**").

RECITALS

A. Pursuant to a certain Loan and Security Agreement dated as of October 15, 1998 between Grantor, Agent and Lenders, Agent and Lenders made certain revolving loans in the maximum aggregate principal amount of \$70,000,000 (the "**Loans**") to Grantor, which Loans are secured by a deed of trust identified on **Schedule 1** attached hereto (the "**Deed of Trust**"), encumbering the real estate legally described on **Exhibit A** attached hereto.

B. Concurrently herewith, Grantor, Agent and Lenders are entering into a certain Second Amended and Restated Loan and Security Agreement of even date herewith (said Second Amended and Restated Loan and Security Agreement, together with all amendments, supplements, modifications and replacements thereof, being hereinafter referred to as the "**Amended Loan Agreement**"), pursuant to which the commitment to make said revolving loans is being reduced to a maximum aggregate principal amount of \$30,000,000 and a portion of said revolving loans in the principal amount of \$10,000,000 is being converted to a term loan (collectively, the "**Amended Loans**"). The maturity date of all loans is being extended to November 10, 2006.

C. The parties hereto now desire to amend the Deed of Trust for the purpose of confirming that the Deed of Trust secures the Amended Loans.

AGREEMENTS

1. The Recitals hereto are hereby incorporated into the Deed of Trust by reference.

2. The indebtedness secured by the Deed of Trust shall be deemed to include the "Obligations" (as defined in the Amended Loan Agreement), including the Amended Loans.

3. The Deed of Trust is hereby amended to conform to the terms hereof. Except as amended hereby, the Deed of Trust shall remain in full force and effect, in accordance with its original terms.

3. Grantor hereby acknowledges, agrees and reaffirms the Deed of Trust, as hereby amended, as security for the Amended Loans, and Grantor further acknowledges, agrees and reaffirms that the Deed of Trust retains a first lien priority on the real estate encumbered by the Deed of Trust, subject only to the Permitted Encumbrances (as defined in the Deed of Trust).



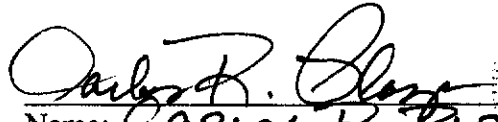
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Skagit County Auditor

IN WITNESS WHEREOF, this instrument is executed as of the day and year first above written by the person or persons identified below on behalf of Grantor and Agent (and each of said person or persons hereby represent that they possess full power and authority to execute this instrument).


COLOR SPOT NURSERIES, INC., a Delaware corporation

By


Name: CARLOS R. PLAZA
Title: CFO

FLEET CAPITAL CORPORATION, as Agent

By


Name: Sandra J. Evans
Title: Sr. Vice President

AFTER RECORDING, MAIL TO:
CHICAGO TITLE INSURANCE CO.
ATTN: LILIA RODRIGUEZ
171 N. CLARK ST. - MLC: 04SP
CHICAGO, IL 60601



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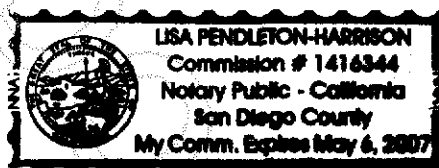
ACKNOWLEDGMENT

STATE OF California }
COUNTY OF San Diego } ss.

On this day personally appeared before me Carlos Plaza, to me known to be the CEO of COLOR SPOT NURSERIES, INC., a Delaware corporation, that executed the foregoing instrument, and acknowledged such instrument to be the free and voluntary act and deed of such corporation, for the uses and purposes therein mentioned, and on oath stated that he was duly authorized to execute such instrument.

GIVEN UNDER MY HAND AND OFFICIAL SEAL this 16 day of December ^{1st} ~~November~~, 2003.

Lisa Pendleton-Harrison
Printed Name Lisa Pendleton-Harrison
NOTARY PUBLIC in and for the State of California
residing at Temecula, CA
My Commission Expires May 6, 2007



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Skagit County Auditor

ACKNOWLEDGMENT

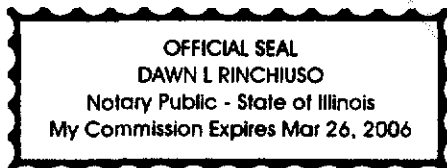
STATE OF ILLINOIS

COUNTY OF COOK

} SS.

On this day personally appeared before me Sandra J. Evans, to me known to be the Sr. Vice President of FLEET CAPITAL CORPORATION, as Agent, that executed the foregoing instrument, and acknowledged such instrument to be the free and voluntary act and deed of such corporation, for the uses and purposes therein mentioned, and on oath stated that she was duly authorized to execute such instrument.

GIVEN UNDER MY HAND AND OFFICIAL SEAL this 6th day of January, 2004.



Dawn L. Rinchiuso
Printed Name Dawn L. Rinchiuso
NOTARY PUBLIC in and for the State of Illinois,
residing at Chicago, Illinois
My Commission Expires March 26, 2006

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SCHEDULE 1

IDENTIFICATION OF DEED OF TRUST

SEE ATTACHED



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8 2:20PM

Recording Requested By and When
Recorded Mail To:

Robert J. Goldberg, Esq.
Goldberg, Kohn, Bell, Black,
Rosenbloom & Moritz, Ltd.
55 East Monroe Street
Suite 3700
Chicago, Illinois 60603

KATHY HILL
SKAGIT COUNTY AUDITOR

98 DEC -1 P3:27

9812010068

RECORDED _____ FILED _____
REQUEST OF _____

DEED OF TRUST AND SECURITY AGREEMENT,

ISLAND TITLE CO. **ASSIGNMENT OF RENTS AND LEASES,**
QB-1850 ✓

Island Title Company has placed
this document for recording as a
customer courtesy and accepts no
liability for its accuracy or validity

SECURITY AGREEMENT AND UCC FIXTURE FILING

(Skagit County, Washington)

Island Title Company has placed
this document for recording as a
customer courtesy and accepts no
liability for its accuracy or validity

ACCOMMODATION RECORDING

Grantor (Borrower): **COLOR SPOT NURSERIES, INC.**

Grantee (Lender): **FLEET CAPITAL CORPORATION**
as Agent,
as Beneficiary for the Benefit of Various Lenders

Grantee (Trustee): **CHICAGO TITLE INSURANCE COMPANY**

Legal Description (abbreviated): Portion of Section 13, Township 34 North, Range 3
East of the Willamette Meridian (Ptn. Sec. 13, T34N, R3E W.M.)

Additional references to legal description(s) are on Exhibit 1.

Assessor's Property Tax Parcel or Account Numbers: 340313-0-001-0001 R21662;
340313-0-060-0009 R21742; 340313-0-062-0007 R21745; 340313-0-065-0004 R21748;
340313-0-064-0005 R21747; 340313-1-002-0008 R21813; 340313-1-001-0009 R21812

THIS DEED OF TRUST SECURES FUTURE ADVANCES

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EXHIBIT A
Legal Description

The West 20 Acres:

A portion of Section 13, Township 34 North, Range 3 East, W.M., Skagit County, Washington, described as follows:

Beginning at the North quarter corner of said Section 13, said point being on the North line of Lot 2, of Skagit County Short Plat No. 22-90, recorded in Book 10 of Short Plats, Pages 111 and 112; thence along said North line South 89 degrees 13' 02" East, a distance of 79.42 feet; thence South 00 degrees 42' 21" West, a distance of 1171.97 feet; thence North 89 degrees 13' 02" West, a distance of 81.85 feet to an existing fence; thence along said fence and projection thereof, the following six (6) courses and distances: thence North 00 degrees 42' 21" East, a distance of 463.34 feet; thence South 84 degrees 56' 28" West, a distance of 686.87 feet; thence South 10 degrees 59' 25" West, a distance of 74.47 feet; thence South 84 degrees 24' 33" West, a distance of 348.53 feet; thence North 05 degrees 05' 12" West, a distance of 87.68 feet; thence North 85 degrees 00' 17" West, a distance of 137.38 feet to the East right-of-way line of the County Road; thence along said County Road to the most Westerly corner of said Lot 2 of Short Plat No. 22-90; thence along the Westerly and Northerly boundary of said Lot 2, to the point of beginning, EXCEPT roads and dike right-of-way.



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