

SUBORDINATION AGREEMENT

THIS AGREEMENT, dated this 9 day of November, 1999, made by and between and Michael Simmons, Ronald Erwin and Richard Strauss (hereinafter referred to as "Parties of the First Part") and Michael Simmons, Richard Strauss, Denny Mason, Joseph DeSouza, Ken Chamberlin, Ronald Erwin, (hereinafter referred to as "Parties of the Second Part").

RECITALS

WHEREAS, the Deed of Trust recorded in favor of the Parties of the Second Part was always intended to be subordinate to the Deed of Trust in favor of the Parties of the First Part, but by inadvertence the Deed of Trust in favor of the Parties of the Second Part was recorded prior to the Deed of Trust in favor of the Parties of the First Part, and

WHEREAS, it is agreed between the Parties of the First Part and Parties of the Second Part that the priorities shall be properly reflected,

NOW, THEREFORE, IT IS AGREED AS FOLLOWS

The Deed of Trust in favor of Richard Strauss, Denny Mason, Joseph DeSouza, Ken Chamberlin, Ronald Erwin and Michael Simmons. be

subordinated to the Deed of Trust in favor of Ronald Erwin, Richard Strauss and Michael Simmons.

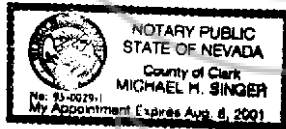
*Michael Simmons*  
MICHAEL SIMMONS on behalf of  
Party of the Second Part

*Michael Simmons*  
MICHAEL SIMMONS on behalf of  
Party of the First Part

STATE OF NEVADA )  
                          ) ss.  
COUNTY OF CLARK )

SUBSCRIBED AND SWORN TO  
before me this 9 day of  
November, 1999.

*Michael Singer*  
NOTARY PUBLIC in and for  
Said County and State



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NO. 113583  
FILED AND RECORDED AT REQUEST OF  
Michael H. Singer, LTD  
Nov. 12, 1999  
1221 MINUTES PAST 03 O'CLOCK  
PM IN BOOK 144 OF OFFICIAL  
RECORDS PAGE 573 LINCOLN  
COUNTY, NEVADA.  
Leslie Boucher  
COUNTY RECORDER  
By *Leslie Boucher* Deputy