

IN WITNESS WHEREOF, the party of the first part has caused this instrument to be executed in its name by **RAYMOND F. GIAMPAOLI, V.P. OF OPERATIONS**, its

, and attested by

, its

and its corporate seal to be hereunto affixed this

day of **DECEMBER 15, 1999**

, A.D.

ATTEST:

GOODRICH & PENNINGTON MORTGAGE FUND, INC., A DELAWARE CORPORATION

By: *[Signature]*
RAYMOND F. GIAMPAOLI, V.P. OF OPERATIONS

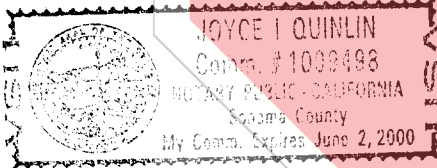
This Instrument Prepared By: *[Signature]*,
address: _____, tel. no.: _____

State of **CALIFORNIA**
County of **SONOMA**

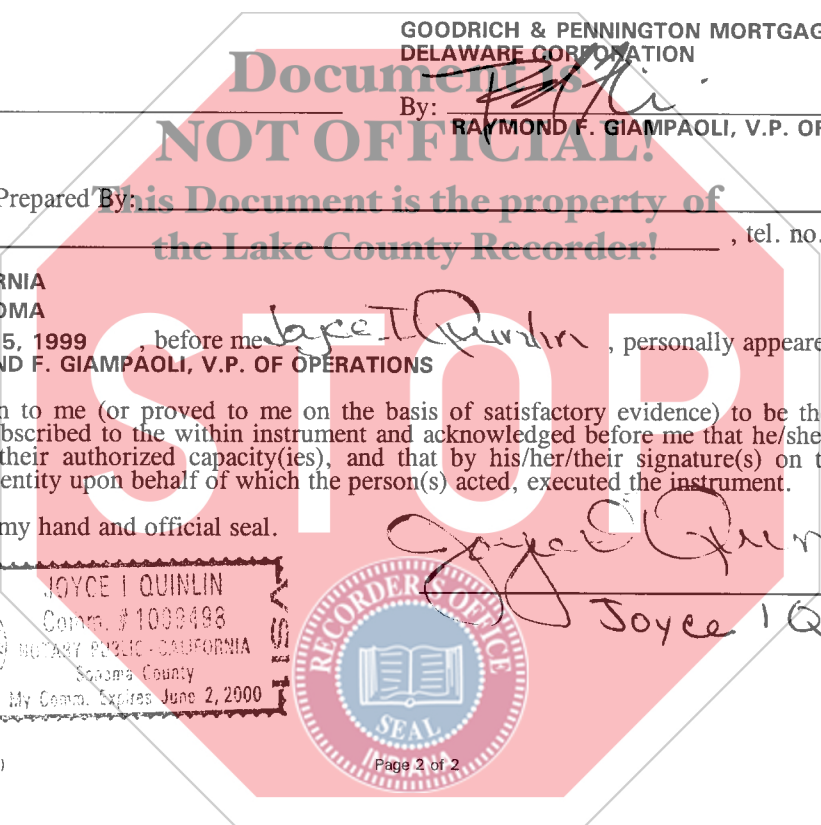
On **DECEMBER 15, 1999**, before me *Joyce I. Quinlin*, personally appeared
RAYMOND F. GIAMPAOLI, V.P. OF OPERATIONS

personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged before me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.



Joyce I. Quinlin
Joyce I. Quinlin



ILLEGIBLE NOTARY SEAL DECLARATION

(Government Code 27361.7)

I declare under penalty of perjury that the notary seal on the document, to which this statement is attached, reads as follows:

NAME OF NOTARY PUBLIC: Joyce I Quinlin

COMMISSION NUMBER: 1099498

NOTARY PUBLIC STATE: California

COUNTY: Sonoma

MY COMM. EXPIRES: June 2, 2000
(DATE)

SIGNATURE OF DECLARANT: 

PRINT NAME OF DECLARANT: Christina Youso-Weglein

CITY & STATE OF EXECUTION: RICHFIELD, MN 55423

DATE SIGNED: October 28, 2002

THE ABOVE INFORMATION MUST BE LEGIBLE FOR SCANNING