AMENDMENT NO. ONE
TO
COMBINATION MORTGAGE AND SECURITY AGREEMENT
AND FIXTURE FINANCING STATEMENT

THIS AMENDMENT NO. ONE is made as of November 29, 1990, to the Combination Mortgage and Security Agreement and Fixture Financing Statement by U.S. FINANCIAL SERVICES, INC., an Iowa corporation ("Mortgagor") to NATIONAL CONSUMER COOPERATIVE BANK, a federally chartered banking corporation ("Mortgagee") dated as of November 5, 1989, and filed with the Delaware County, Iowa, Register of Deeds on November 8, 1989, in Book 109, at Page 135 (the "Mortgage").

RECITALS:

Mortgagor and United Suppliers, Inc., an Iowa corporation ("United") which is an affiliate of Mortgagor, have requested that Mortgagee lend them Two Hundred Eighty Three Thousand Dollars ($283,000) (the "Loan"), as evidenced by the Secured Note in that amount of even date herewith (the "Additional Note") to be secured by the Mortgage. The Mortgage provides that it secures up to Two Million Four Hundred Thousand Dollars ($2,400,000), and the Secured Note dated November 5, 1989, was in the amount of only One Million Nine Hundred Thousand Dollars ($1,900,000). The Mortgage also provides that the Mortgage will secure any additional note by Mortgagor or Mortgagor and United if the note states that it is secured by the Mortgage. The Additional Note so states.

NOW THEREFORE, in consideration of the Recitals (which are incorporated herein), the making of the Loan, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by Mortgagor, the parties hereto hereby agree as follows:

1.) The Mortgage hereby secures the Loan as evidenced by the Additional Note.

2.) The Mortgage, as hereby modified, is hereby ratified and affirmed.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment No. One as of the date first written above.

U.S. FINANCIAL SERVICES, INC.

By: _____
Its: V. Pres

By: _____
Its: Pres

NATIONAL CONSUMER
COOPERATIVE BANK

By: Judith E Sandberg
Judith E. Sandberg,
Vice President

FILE No. 61-1389
RECORDING FEE $ 10.00
TRANSFER FEE $ _____

FILED FOR RECORD THE 14 DAY OF December, 1990 AT 11:49 O'CLOCK A M. BOOK 112 PAGE 18

STATE OF IOWA, DELAWARE COUNTY
Joan Sheppard, Recorder
LM

STATE OF MINNESOTA)
) ss
Hennepin COUNTY)

On this 29th day of November, 1990, before me, a Notary Public in and for the State of Minnesota, personally appeared Judith E. Sandberg, to me personally known, who, being by me duly sworn, did say that she is the vice president of National Consumer Cooperative Bank, executing the within and foregoing document; that the instrument was signed on behalf of the Corporation by authority of its Board of Directors; and that Judith E. Sandberg, as vice president, acknowledged the execution of said document to be the voluntary act and deed of said Corporation, by it and by her voluntarily executed.

Linda L. Karkoc
Notary Public in and for the
State of Iowa

LINDA L. KARKOC
NOTARY PUBLIC—MINNESOTA
HENNEPIN COUNTY
My Commission Expires Mar 25, 1992

STATE OF IOWA)
) ss
Hardin COUNTY)

On this 23rd day of November, 1990, before me, a Notary Public in and for the State of Iowa, personally appeared Maurice L. Hyde and R.C. Murphy, to me personally known, who, being by me duly sworn, did say that they are the Vice President and President, respectively of U.S. Financial Services, Inc., executing the within and foregoing document; that the instrument was signed on behalf of the Corporation by authority of its Board of Directors; and that Maurice L. Hyde and R.C. Murphy, as Vice President and President, acknowledged the execution of said document to be the voluntary act and deed of said Corporation, by it and by them voluntarily executed.

Karen Y. Miller
Notary Public in and for the
State of Iowa
Karen Y. Miller

Iowa
NOTARIAL SEAL

CBW:AZ3A