

COLLATERAL ASSIGNMENT OF BENEFICIAL INTEREST UNDER DEEDS OF TRUST

KNOW ALL MEN BY THESE PRESENTS:

That CAPRI RESORTS, INC., a Nevada corporation ("Assignor"), as owner of the beneficial interest under the deed(s) of trust described in Schedule A attached hereto and by this reference incorporated herein, for Ten Dollars (\$10.00) and other valuable consideration to it in hand paid by Joan McClure ("Assignee"), the receipt whereof is hereby acknowledged, does by these presents assign unto Assignee, as security in connection with certain promissory notes dated March 10, 1984, May 2, 1985, May 8, 1985, May 14, 1985, May 31, 1985 and June 21, 1985 all of its interest as beneficiary in such deed(s) of trust:

TOGETHER WITH the promissory note(s) and other obligations thereby secured, all monies due and to become due thereunder, all rights arising therefrom, and the proceeds of all the foregoing.

The foregoing assignment is made with full recourse by Assignor.

IN WITNESS WHEREOF, the Assignor has caused these presents to be duly executed as of the 19 day of Sept 1985.

CAPRI RESORTS, INC., Trustee

By: George T. Leverett III
Its: Vice President
George T Leverett III

Recording Requested By and
When Recorded Return To:

CAPRI RESORTS, INC.
c/o Ms. Joan McClure
13606 Michigan Ave.
PO Box 397
Dearborn, Michigan 48121

124084

BOOK 985 PAGE 2436

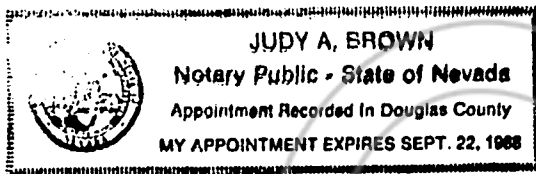
STATE OF CALIFORNIA)
)ss.
COUNTY OF)

On Sept 19, 1985, before me, the undersigned, a Notary Public in and for said State personally appeared George T. Lovell III, the V.P. President of Capri Resorts, Inc., Trustee under the Agreement and Declaration of Trust referred to in the within Instrument as _____ on behalf of the corporation therein named as trustee under said Agreement and Declaration of Trust, and acknowledged to me that such corporation executed the within instrument as trustee under said Agreement and Declaration of Trust pursuant to its by-laws or a resolution of its board of directors and said Agreement and Declaration of Trust.

WITNESS my hand and official seal.

Judy A. Brown
Notary Public

My Commission Expires:



Promissory note dated August 3, 1983 by and between STEPHEN H. CARMAN AND CALLEEN C. CARMAN, A MARRIED COUPLE as maker, The Bank of California N.A., trustee of Kingsbury Crossing Trust, as payee, which note is secured by deed of trust dated November 21, 1983 recorded November 21, 1983, in Book 1183, of Official Records, at page 2064, Douglas County, Nevada, as document No. 091277. (owner# 1070 C) 6803-0045

Promissory note dated January 21, 1984 by and between ROBERT A. STOUT AND LAURA B. STOUT, HUSBAND AND WIFE AS JOINT TENANTS as maker, The Bank of California N.A., trustee of Kingsbury Crossing Trust, as payee, which note is secured by deed of trust dated February 24, 1984 recorded February 24, 1984, in Book 284, of Official Records, at page 7289, Douglas County, Nevada, as document No. 097326. (owner# 1359) 6803-0210

Promissory note dated February 19, 1984 by and between ROBERT B. SMITH AND ANJA K. SMITH, HUSBAND AND WIFE AS JOINT TENANTS as maker, The Bank of California N.A., trustee of Kingsbury Crossing Trust, as payee, which note is secured by deed of trust dated August 2, 1984 recorded August 2, 1984, in Book 884, of Official Records, at page 176, Douglas County, Nevada, as document No. 104469. (owner# 1442) 6803-0467

Promissory note dated March 29, 1984 by and between DUNCAN G. ELLIS AND MARGARET M. ELLIS, HUSBAND AND WIFE AS JOINT TENANTS as maker, The Bank of California N.A., trustee of Kingsbury Crossing Trust, as payee, which note is secured by deed of trust dated April 24, 1984 recorded April 24, 1984, in Book 484, of Official Records, at Page 1922, Douglas County, Nevada, as document No. 099905. (owner# 1542) 6803-0277

Promissory note dated May 19, 1984 by and between MARIAN SCOTT, A SINGLE WOMAN AS HER SOLE AND SEPARATE PROPERTY as maker, The Bank of California N.A., trustee of Kingsbury Crossing Trust, as payee, which note is secured by deed of trust dated June 12, 1984 recorded June 12, 1984, in Book 684, of Official Records, at Page 998, Douglas County, Nevada, as document No. 102045. (owner# 1689) 6803-0381

Promissory note dated June 28, 1984 by and between RONALD LEE HAWK AND KAREN HAWK, HUSBAND AND WIFE AS JOINT TENANTS as maker, The Bank of California N.A., trustee of Kingsbury Crossing Trust, as payee, which note is secured by deed of trust dated August 15, 1984 recorded August 15, 1984, in Book 884, of Official Records, at Page 1547, Douglas County, Nevada, as document No. 105150. (owner# 1793) 6803-0532

Promissory note dated July 1, 1984 by and between KENNETH W. DENNETT AND SUSAN B. DENNETT HUSBAND AND WIFE AS JOINT TENANTS as maker, The Bank of California N.A., trustee of Kingsbury Crossing Trust, as payee, which note is secured by deed of trust dated August 13, 1984 recorded August 13, 1984, in Book 884, of Official Records, at Page 1092, Douglas County, Nevada, as document No. 104935. (owner# 1805) 6803-0502

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Promissory note dated AUGUST 12, 1984 by and between ROBERT C. KLINGENBERG AND NANCY E. KLINGENBERG, HUSBAND AND WIFE AS JOINT TENANTS as maker, The Bank of California N.A., trustee of Kingsbury Crossing Trust, as payee, which note is secured by deed of trust dated AUGUST 23, 1984 recorded AUGUST 23, 1984, in Book 884, of Official Records, at page 2478, Douglas County, Nevada, as document No. 105610. (owner# 2018) 6803-0617

Promissory note dated AUGUST 12, 1984 by and between PAUL J. FORDYCE AND SANDY J. FORDYCE, HUSBAND AND WIFE AS JOINT TENANTS as maker, The Bank of California N.A., trustee of Kingsbury Crossing Trust, as payee, which note is secured by deed of trust dated SEPTEMBER 7, 1984 recorded SEPTEMBER 7, 1984, in Book 984, of Official Records, at page 535, Douglas County, Nevada, as document No. 106373. (owner# 2021) 6803-0649

Promissory note dated AUGUST 26, 1984 by and between ERNEST L. OLIVER, A SINGLE MAN AS HIS SOLE AND SEPARATE PROPERTY as maker, The Bank of California N.A., trustee of Kingsbury Crossing Trust, as payee, which note is secured by deed of trust dated SEPTEMBER 7, 1984 recorded SEPTEMBER 7, 1984, in Book 984, of Official Records, at page 575, Douglas County, Nevada, as document No. 106393. (owner# 2109) 6803-0659

Promissory note dated SEPTEMBER 29, 1984 by and between ALLEN A. SWEET AND C. FRANCES SWEET, HUSBAND AND WIFE AS JOINT TENANTS as maker, The Bank of California N.A., trustee of Kingsbury Crossing Trust, as payee, which note is secured by deed of trust dated OCTOBER 15, 1984 recorded OCTOBER 15, 1984, in Book 1084, of Official Records, at Page 766, Douglas County, Nevada, as document No. 108717. (owner# 2259) 6803-0751

Promissory note dated OCTOBER 7, 1984 by and between DAVID W. DAVIS AND RILLA W. DAVIS, HUSBAND AND WIFE AS JOINT TENANTS as maker, The Bank of California N.A., trustee of Kingsbury Crossing Trust, as payee, which note is secured by deed of trust dated NOVEMBER 1, 1984 recorded NOVEMBER 1, 1984, in Book 1184, of Official Records, at Page 096, Douglas County, Nevada, as document No. 109520. (owner# 2289) 6803-0797

Promissory note dated OCTOBER 24, 1984 by and between ROBERT J. KESSLER AND MARILEE A. KESSLER, HUSBAND AND WIFE AS JOINT TENANTS as maker, The Bank of California N.A., trustee of Kingsbury Crossing Trust, as payee, which note is secured by deed of trust dated NOVEMBER 6, 1984 recorded NOVEMBER 6, 1984, in Book 1184, of Official Records, at Page 455, Douglas County, Nevada, as document No. 109693. (owner# 2329) 6803-0804

Promissory note dated OCTOBER 27, 1984 by and between MICROFORM PRECISION, INC., A CALIFORNIA CORPORATION as maker, The Bank of California N.A., trustee of Kingsbury Crossing Trust, as payee, which note is secured by deed of trust dated NOVEMBER 16, 1984 recorded NOVEMBER 16, 1984, in Book 1184, of Official Records, at Page 1335, Douglas County, Nevada, as document No. 110147. (owner# 2350) 6803-0820

EXHIBIT A

REQUESTED BY
DOUGLAS COUNTY TITLE
IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

'85 SEP 20 11:59

SUZANNE BEAUGREAU
RECORDER

\$ 800 PAID AL DEPUTY

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BOOK 985 PAGE 2439