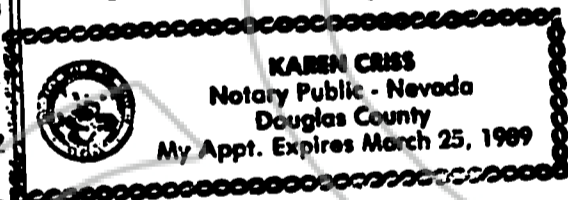


ASSIGNMENT OF PROMISSORY NOTE AND  
DEED OF TRUST AND ASSIGNMENT OF RENTS

FOR VALUE RECEIVED, the undersigned, hereby grants, assigns  
and transfers to FIRST FINANCIAL CAPITAL MANAGEMENT CORPORATION, a  
Minnesota corporation, that certain Deed of Trust and Assignment of Rents  
dated September 19, 1985, executed by Terrence S. O. Ing  
Nancy N. C. Ing,  
Trustor, to DOUGLAS COUNTY TITLE CO., INC., Trustee, in favor of SAIDA  
OF NEVADA, INC., a Nevada corporation, Beneficiary, and recorded on  
10-11-85 in the Office of the Recorder of Douglas County,  
State of Nevada, in Book 1085 at Page 1339, as  
Document No. 125185, and the undersigned does also assign and  
transfer to FIRST FINANCIAL CAPITAL MANAGEMENT CORPORATION all right,  
title and interest of the undersigned in and to that certain promissory  
note given by Trustor in the face amount of \$ 9350.00 of the  
same date, and any other promissory note or notes therein described  
and secured thereby, and all rights accrued or to accrue under said  
promissory note or notes and Deed of Trust and Assignment of Rents.

This Agreement is subject to the terms and conditions of  
the Note Purchase Agreement dated as of May 16, 1984, by and between  
SAIDA OF NEVADA, INC., and FIRST FINANCIAL CAPITAL MANAGEMENT CORPORATION.



SAIDA OF NEVADA, INC.,  
a Nevada Corporation

By: William J. Vannoy  
William J. Vannoy, Assistant Secretary

STATE OF NEVADA            )  
                                  ) ss  
COUNTY OF DOUGLAS        )

On this 11th day of October, 1985,  
before me, the undersigned, a Notary Public, personally appeared William J.  
Vannoy, known to me to be the Asst. Secretary of SAIDA OF NEVADA, INC.,  
who executed the foregoing instrument, and he acknowledged to me that  
he executed the same freely and voluntarily, and for the uses and  
purposes therein mentioned on behalf of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed my official seal the day and year hereinabove written.

Karen Criss  
Notary Public           Karen Criss

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

After recording mail to:  
50-010-40-01  
Douglas County Title Co., Inc.  
P.O. Box 1400  
Zephyr Cove, NV 89448

'85 OCT 11 P1:16

SUZANNE BEAUDREAU  
RECORDER  
\$5.00 PAID DE DEPUTY **125186**  
BOOK **1085** PAGE **1341**