COLLATERAL ASSIGNMENT OF DEED OF TRUST

FOR VALUE RECEIVED, HARICH TAHOE DEVELOPMENTS (the "Assignor") does hereby collaterally assign, transfer and convey to MELLON FINANCIAL SERVICES CORPORATION (the "Assignee"), its successors and assigns, all of its right, title, interest, powers and privileges in and to that certain deed of trust and the beneficial interest therein (the "Buyer Deed of Trust"), of even date herewith, recorded as Document No. 125199, executed by Lawrence B. Holliman ~~Colleen D. Holliman~~, in favor of Assignor, and recorded in the Office of the County Recorder of Douglas County, Nevada;

TOGETHER, with the note (the "Buyer Note") identified in and secured by the Buyer Deed of Trust as well as the principal and interest due or to become due thereunder;

TOGETHER with any modifications, amendments and supplements to or extensions of the Buyer Deed of Trust or the Buyer Note;

FOR THE PURPOSE OF FURTHER SECURING the payment of the indebtedness evidenced by certain promissory notes from Assignor to Assignee (the "Notes") executed pursuant to that certain credit Agreement dated June 18, 1984.

ASSIGNOR HEREBY COVENANTS AND AGREES that a default under any of the terms, conditions or provisions of the Notes, the Credit Agreement dated June 18, 1984 or the Guaranty Agreement dated June 18, 1984, shall permit Assignee to enforce the Buyer Deed of Trust and the Buyer Note, and to take such action to obtain title to and possession of the Buyer Deed of Trust and the Buyer Note as is authorized by Nevada law.

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed and acknowledged as of the day and year first above written.

HARICH TAHOE DEVELOPMENTS
a Nevada general partnership

By: LAKEWOOD DEVELOPMENTS, INC.
a Nevada corporation
general partner

By: _____
Kirk A. Nairne
Vice President, Marketing

STATE OF Nevada)
: ss
COUNTY OF Douglas)

On this Fourth day of October, 1985 before me, duly commissioned and sworn, personally appeared Kirk A. Nairne, known to me to be the VP Marketing of Lakewood Developments, Inc., a Nevada corporation, which corporation is a general partner of Harich Tahoe Developments, a Nevada general partnership, that executed the within instrument, and to be the person who executed the within instrument on behalf of said corporation, and did acknowledge to me that he and said corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

_____
NOTARY PUBLIC

JUDITH FANSLER
NOTARY PUBLIC-NEVADA
DOUGLAS COUNTY
My Appointment Expires Nov. 20, 1988

Notarial Seal

SPACE BELOW FOR RECORDER'S USE

31-098-31-03

WHEN RECORDED MAIL TO

Name

Street Address DOUGLAS COUNTY TITLE CO. INC.
P. O. BOX 1400

City & State ZEPHYR COVE, NV 89448

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

'85 OCT 11 P1:47

SUZANNE BEAUDREAU
RECORDER
$5.00 PAID DEPUTY

125200

BOOK 1085 PAGE 1365