

**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 October 31, 1985, executed by Ted K. Smith, Trustor, to DOUGLAS COUNTY TITLE CO., INC., Trustee, in favor of SAIDA OF NEVADA, INC., a Nevada corporation, Beneficiary, and recorded on 12-17-85 in the Office of the Recorder of Douglas County, State of Nevada, in Book 1285 at Page 1365, as Document No. 120287, 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 \$ 8,500.00 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
Asst. Secy
William J. Vannoy

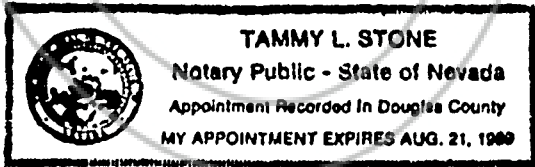
STATE OF NEVADA)
 : ss
COUNTY OF DOUGLAS)

On this 4th day of November, 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.

Tammy L. Stone
Notary Public

50-013-04-01



Notary Seal

After recording mail to:

Douglas County Title Co., Inc.
P.O. Box 1400
Zephyr Cove, NV 89448

SPACE BELOW FOR RECORDER'S USE

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

'85 DEC 17 P2:25

SUZANNE BEAUDREAU
RECORDER

\$ 5.00 PAID DL DEPUTY

128288
BOOK 1285 PAGE 1367