

**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 November 9, 1985, executed by LAWRENCE B. BEARDEN** Trustor, to DOUGLAS COUNTY TITLE CO., INC., Trustee, in favor of SAIDA OF NEVADA, INC., a Nevada corporation, Beneficiary, and recorded on 1-13-86 in the Office of the Recorder of Douglas County, State of Nevada, in Book 186 at Page 874, as Document No. 129343, 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

***JEAN A. BEARDEN

By: *William J. Vannoy*
William J. Vannoy

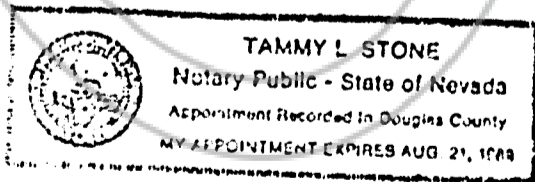
STATE OF NEVADA)
 : ss
COUNTY OF DOUGLAS)

On this 5th day of January, 1986, 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

50-012-05-02



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 OFFICE RECORDS OF
DOUGLAS COUNTY, NEVADA

1986 JAN 13 P12:14

SUZANNE BUREAU
RECORDER
\$ 5.00 PAID Bh DEPUTY

129344

BOOK 186 PAGE 876