

**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 August 24, 1986 executed by DONALD J. DOWNS*** Trustor, to DOUGLAS COUNTY TITLE CO., INC., Trustee, in favor of SAIDA OF NEVADA, INC., a Nevada corporation, Beneficiary, and recorded on September 25, 1986 in the Office of the Recorder of Douglas County, State of Nevada, in Book 986 at Page 2953, as Document No. 141587, 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 \$ 8,925.00 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

***CYNTHIA L. DOWNS

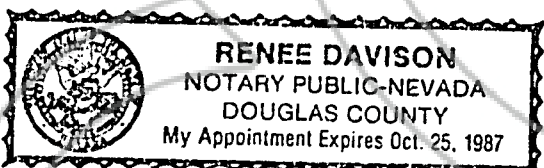
By: *William J. Vannoy*
Asst. Secy

STATE OF NEVADA)
 : ss
COUNTY OF DOUGLAS)

WILLIAM J. VANNOY

On this 30 day of June, 1986, before me, the undersigned, a Notary Public, personally appeared William J. Vannoy, known to me to be the Assistant 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.



Renee Davison
Notary Public

#50-019-09-01

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

'86 SEP 25 P12:45

SUZANNE BEAUMIREAU
RECORDER

\$5- PAID JL DEPUTY

141588

BOOK **986** PAGE**2955**