

WHEN RECORDED, MAIL TO:

David S. McElroy

P.O. Box 2790

Reno, Nevada 89505

C14389CAC

TRANSFER OF PARTNERSHIP INTERESTS

For good and valuable consideration, receipt of which is hereby acknowledged, Jeffery Dingman, personally, Dingman Development Ltd., a Nevada Limited Partnership ("Dingman Ltd.") and Dingman Investments, Inc., a Nevada corporation (collectively referred to as "Dingman") does hereby grant, bargain, sell, transfer and unto E.C. Development, a Guam general partnership ("Grantee") all of Dingman's right, title and interest in and to Genoa Lakes Venture, a Nevada general partnership ("GLV"), including any and all of Dingman's interests in the assets thereof;

Together with all and singular the tenements, hereditaments and appurtenances, including easements and water rights thereto belonging or in anywise appertaining, and any reversions, remainders, rents, issues or profits thereof.

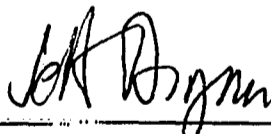
To have and to hold all and singular the premises, together with the appurtenances, unto Grantee, and to its heirs and assigns forever.

In witness whereof, the undersigned has executed this instrument on this the 21st day of February, 1996.

Grantor shall execute and deliver such further instruments and certificates, as may be requested by Grantee, to effect the intent of this instrument and conveyance.

Jeffery Dingman

Dingman Development Ltd.,
a Nevada Limited Partnership



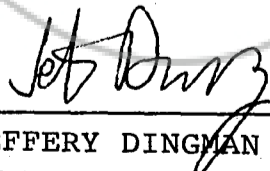
JEFFERY DINGMAN

Dingman Investments, Inc.,
a Nevada corporation

By: 

JEFFERY DINGMAN

By:



JEFFERY DINGMAN

382998

BK 0396PG 1535

SENT BY:

2-21-96 11:30AM

MHC&P

702 687 8511: # 2 / 2

STATE OF NEVADA,

County of Casson City

On 2-21-96 personally appeared before me, a notary public, Jeffery Dingman personally known or proved to me to be the person whose name is subscribed to the above instrument who acknowledged that he executed the instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official stamp at my office in the County of Casson City the day and year in this certificate first above written.

Carol Costa
Signature of Notary



STATE OF NEVADA,

County of Casson City

On 2-21-96 personally appeared before me, a notary public, Jeffery Dingman personally known or proved to me to be the person whose name is subscribed to the above instrument who acknowledged that he executed the instrument.

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Carol Costa
Signature of Notary



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Carol Costa
Signature of Notary



REQUESTED BY
WESTERN TITLE COMPANY, INC.
IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

'96 MAR 12 P12:31

LINDA SLATER
RECORDER

PAID DEPUTY

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