THIS DOCUMENT IS RECORDED AS AN ACCOMMODATION ONLY and without liability for the consideration therefor, or as to the validity or sufficiency of said instrument, or for the effect of such recording on the title of the property involved.

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 DING

Dingman Investments, Inc., a Nevada corporation

SEAL BY:

: WYOE: IL: 98-1 BK 0396 PG 1535

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Signature of Notary	
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Signature of Notary	

IN OFFICIAL RECORDS OF DOUGLAS CO. NEVADA

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LINDA SLATER RECORDER

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