

## ASSIGNMENT OF DEEDS OF TRUST

This Assignment of Deeds of Trust is executed on this 28th day of October, 1997, by GOVERNMENT EMPLOYEES FINANCIAL CORPORATION, a Colorado corporation, GEICO FINANCIAL SERVICES COMPANY, a Maryland corporation, GEICO FINANCIAL SERVICES, INC., a Delaware corporation for itself and as successor to VARIPROPERTIES, INC., a dissolved Colorado corporation and WILLOW VALLEY ASSOCIATES, LTD., a dissolved North Carolina corporation (jointly referred to as "Assignors"), pursuant to the terms and conditions of that certain Asset Purchase Agreement (Asset Purchase Agreement) dated March 30, 1995, between the Assignors and LITCHFIELD FINANCIAL CORPORATION, a Massachusetts corporation, or any of its subsidiaries, which terms and conditions are incorporated herein by reference, especially as they are related to those Deeds of Trust being assigned hereunder, hereby does, without recourse, grant, bargain, sell and convey to LITCHFIELD FINANCIAL CORPORATION, a Massachusetts corporation, Assignee, all the Assignors' rights, title and interest of every nature in and to those Deeds of Trust which are more fully described in EXHIBIT "A" attached hereto.


Assignors hereby assign all of their right, title and interest, whether shown on EXHIBIT "A" or not, in and to any debt instrument and beneficial interest in a security document of any nature including, but not limited to, promissory notes secured by deeds of trust, affecting or describing or otherwise attaching to the lands known as that Time Share Project referred to as KINGSBURY CROSSING, located in Douglas County, Nevada.

TOGETHER WITH any and all promissory notes, installment sales contracts and other evidences of indebtedness pertaining to or described or referred to in said Deeds of Trust, and all sums, including interest, due or to become due thereunder, and all rights accrued or to accrue thereunder.

This instrument is executed on the date first referenced above.

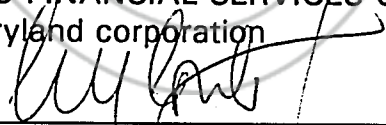
GOVERNMENT EMPLOYEES FINANCIAL CORPORATION,  
a Colorado corporation

By: \_\_\_\_\_

  
Cory M. Coulston  
Attorney in Fact

GEICO FINANCIAL SERVICES COMPANY,  
a Maryland corporation

By: \_\_\_\_\_

  
Cory M. Coulston  
Attorney in Fact

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GEICO FINANCIAL SERVICES, INC.,  
a Delaware corporation for  
itself and as successor to  
Variproperties, Inc., a  
dissolved Colorado corporation,  
and Willow Valley Associates, Ltd.,  
a dissolved North Carolina corporation

By: *[Signature]*  
Cory M. Coulston  
Attorney in Fact

STATE OF COLORADO            )  
  )ss  
COUNTY OF JEFFERSON        )

On this 28th day of October, 1997, before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared CORY M. COULSTON known to be to be the person described as the Attorney in Fact of GOVERNMENT EMPLOYEES FINANCIAL CORPORATION, a Colorado corporation, GEICO FINANCIAL SERVICES COMPANY, a Maryland corporation, GEICO FINANCIAL SERVICES, INC., a Delaware corporation for itself and as successor to VARIPROPERTIES, INC., a dissolved Colorado corporation, and WILLOW VALLEY ASSOCIATES, LTD., a dissolved North Carolina corporation, who executed the foregoing instrument and acknowledged before me that he executed said instrument in the names of and for said corporations, and that the foregoing instrument is the act and deed of said corporations.

WITNESS my hand and seal in the County and State named this 28th day of October, 1997.

*[Signature]* **SEAL!**  
NOTARY PUBLIC

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# GIECO EXHIBIT A

## DEED OF TRUST RECORDED

<i>LAST NAME</i>	<i>FIRST NAME</i>	<i>BOOK / PAGE</i>	<i>DATE</i>
ALLEN	LEON & HERLINDA	784 1449	JULY 1984
ALVES	FRANCIS L & GLENDA N	986 1230	SEPT 1986
ARCHER	SUSAN E	486 764	APRIL 1986
BAKER	ALBERT	986 1575	SEPT 1986
BARRINGTON	OZZIE L & KAREN D	1183 897	NOV 1983
BENLIEN	DAVID G & SANDRA M	784 2401	JULY 1984
BERKOWITZ	MICHAEL H & SUSAN	886 2706	AUG 1986
BETTENCOURT	NORMAN & MARGARET	984 76	SEPT 1984
BIDDLE	PAUL J & LUCILLE	1183 1787	NOV 1983
BLANKS	ANTHONY J	487 344	APRIL 1987
BLOTSKE	FRANK J & HELEN A	284 1234	FEB 1984
BOESL	KARL H & KARIN D	1091 5204	OCT 1991
BOYER	DONALD & JEANNETT	388 325	MAR 1988
BRASKY	JOSEPH L & DIANE S	287 237	FEB 1987
BREEDLOVE	SCOTT & BLOSSOM	186 1053	JAN 1986
BROWN	ALAN D & PATRICIA A	1185 379	NOV 1985
BROWNE	SANDRA	387 2825	MAR 1987
BULMES	MICHAEL	884 746	AUG 1984
BURRUEL	ATANACIO B & RAMONA	1086 2474	OCT 1986
BUTLER	SAMUEL & LULA	285 670	FEB 1985
CARDONI	RICHARD F & JUDITH C	889 2506	AUG 1989
CARMEN	RONNIE G & DENISE M	286 1099	FEB 1986
CARTER / WETMORE	RAYMOND A / AMY F	1286 110	DEC 1986
CASTILLO	RODNEY L & TERI	1086 1023	OCT 1986
CHAMBERS	ANN	187 2398	JAN 1987
CHRISTY	SHERRIE D & BEN S	884 549	AUG 1984
COFFMAN	JERRY M & VICKI L	486 752	APRIL 1986

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**DEED OF TRUST RECORDED**

<b>LAST NAME</b>	<b>FIRST NAME</b>	<b>BOOK / PAGE</b>	<b>DATE</b>
COOPER	DOUGLAS KENT & ROSALINDA	684 2223	JUNE 1984
CREES	MARTIN	1183 761	NOV 1983
CROW	ANNETT L	592 4771	MAY 1992
DAVID	DAVID D	789 1875	JULY 1989
DIANGSON	FRANK J & KATHERINE A	1183 2821	NOV 1983
DIXON	LARRY L & BRENDA	1188 1153	NOV 1988
DODSON	DARRELL B & KAREN B	885 1340	AUG 1985
DOMINQUEZ	ALEX R & MARGO T	785 203	JULY 1985
DORRIS	LLOYD P & KATE M	286 2036	FEB 1986
DRAKE	JOHN P & MARY A	185 55	JAN 1985
DUQUE / GRACIANO	BERNARD / TROY LEE	387 140	MAR 1987
DUQUE / GRACIANO	BERNARD / TROY LEE	387 144	MAR 1987
DURAN / KOPLIK	MICHAEL / YVETTE	284 711	FEB 1984
ECKSTROM	ROGER C & SHIRLEY R	1091 1494	OCT 1991
ELWOOD	TIP & ROSEANN	885 3361	AUG 1985
ESTRADA	ANTONIO & ANELINA	1184 87	NOV 1984
EVENS	MURIEL G	985 2721	SEPT 1985
FORLINE	HAMILTON F	287 2688	FEB 1987
FOSTER	TERRY L & MICHELLE O	387 1315	MAR 1987
FOSTER / MINKEL	KENNETH H / SALLY	1183 1631	NOV 1983
FUENTES	JUAN & LINDA A	185 1720	JAN 1985
GANDARA	JORGE I & ANGELINA L	1288 1749	DEC 1988
GARCIA	MARGARET H & JERARDO	485 1898	APRIL 1985
GARIBAY	GILBERT JR & MARIA	188 483	JAN 1988
GARNICA	GUADALUPE J & SHARON L	1286 2909	DEC 1986
GIBSON	JOHN L & ROSEMARY	287 2868	FEB 1987
GONZALES	SALVADOR P & CHERYL L	885 2686	AUG 1985
GONZALEZ	ROBERTO F & DIANA S	1285 2136	DEC 1985
GRAY	ARTHUR J & M RENEE	486 1513	ARPIL 1986

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**DEED OF TRUST RECORDED**

<b>LAST NAME</b>	<b>FIRST NAME</b>	<b>BOOK / PAGE</b>	<b>DATE</b>
GRIMES	JEFFREY P & KELLI K	387 1571	MAR 1987
GUAJARDO	RUDY & MEANIE A LEE	784 1155	JULY 1984
GUILLERMO / MOYA	BILL JR / BARBARA	284 1223	FEB 1984
GUNDERSON	RICHARD K & CAROL ANN	385 661	MAR 1985
HAWK	RONALD L & KAREN	884 1546	AUG 1984
HENRY	DAVID W	288 272	FEB 1988
HERSEY	MICHAEL J & PATRICIA R	985 2205	SEPT 1985
HOLLOWAY	MAXIN G	1183 2596	NOV 1983
HOLMES	CHARLES E	884 2371	AUG 1984
HOLMES	CHARLES E & PARTICIA	884 2367	AUG 1984
JOHNSTON	MICHAEL P & MIVY	587 2017	MAY 1987
KARR	DONALD R & JANICE E	686 83	JUNE 1986
KELLEY	SHELTON F & JUDY R	984 1205	SEPT 1984
KENDALL	DARRELL M & JANET	1186 1567	NOV 1986
KENOYER	JACK J & KRISTINA M	985 593	SEPT 1985
KENT	ROBERT G & KAREN K	1086 626	OCT 1986
KINDER	CAROL A	1185 2881	NOV 1985
KISHI	LARRY K & SUSAN M	587 2021	MAY 1987
KLUDT	DANIEL M & PHYLIS A	584 1251	MAY 1984
KOEPSSELL	EARL W & ANA B	185 29	JAN 1985
KOPF	JOSEPH A	189 3770	JAN 1989
KULZ	SHARON L	189 3778	JAN 1989
LANDSPERGER	AUGIE J & SHERRI L	889 3407	AUG 1989
LARSON	CHARLES D & MARGARET L	584 1738	MAY 1984
LEA	RICHARD D & EDITH L	1087 3430	OCT 1987
LEE	MARGIE D & LAWRENCE D	885 1639	AUG 1985
LENTZ	PHILLIP E & SANDRA L	1183 1903	NOV 1983
LEUTY	PAUL E & KAREN L	1183 766	NOV 1983
LIBBY	LARRY & LINDA	885 1995	AUG 1985

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<b>LAST NAME</b>	<b>FIRST NAME</b>	<b>BOOK / PAGE</b>	<b>DATE</b>
LIGGETT	RICKY & SUSANA S	685 718	JUNE 1985
LILLBY	JAMES DEAN & CATERINA SUE	989 4199	SEPT 1989
LOPEZ	FERNANDO J	687 1467	JUNE 1987
MACIEL	LEONARD L	788 2744	JULY 1988
MAESTAS	ROBERT D	185 2131	JAN 1985
MARTIN	VICTOR & CLAYDEE	885 1835	AUG 1985
MATOS	ALFREDO & SUM CHAN	1186 950	NOV 1986
MAY	CHARLES B & MELISSA J	989 802	SEPT 1989
MAYS	DENNIS H	1288 3752	DEC 1988
MC COLLUM	RICHARD & DARLENE A	1187 2012	
MC COOK	ELIZABETH	584 1679	MAY 1984
MEAIRS	LADDIN D & CHRISTINA GREGO	289 2436	FEB 1989
MEAIRS	LADDIN D & CHRISTINA GREGO	289 2440	FEB 1989
MILES / DOVER	DONALD / ARUTHUR L	1085 1439	OCT 1985
MILLER	LARRY L & SONJA	187 2051	JAN 1987
MITCHELL	TRADEUS J & VIGINIA M	1084 2764	OCT 1984
MOORE	GARY R & JANE H	785 68	JULY 1985
MORA	JAMIE	885 1316	AUG 1985
MORALES	FRANK J & MARY C	1288 840	DEC 1988
MOSSINGER	ROBERT D & CHERYL L	486 1088	APRIL 1986
MUNOZ	RICHARDO & ADA	1284 1507	DEC 1984
MYERS	DAVID J & WILMA I	587 989	MAY 1987
NEWBY	CHARLES J & TINA G	284 724	FEB 1984
OSBORNE	KEN	985 251	SEPT 1985
PATTERSON	DAVID & ALMA	1084 1425	OCT 1984
PETTIT	ROBERT R & LENA M	785 1576	JULY 1985
PHAN / TRUONG	DEIP N / MINH	1087 787	OCT 1987
PRESTON	RUFUS	1188 3634	NOV 1988
RAGONTON	PAUL R SR & ROSEMARY	289 3668	FEB 1989

Friday, June 27, 1997

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<b>LAST NAME</b>	<b>FIRST NAME</b>	<b>BOOK / PAGE</b>	<b>DATE</b>
RAMOS	CONSTANCIA P	484 69	APRIL 1984
REYNOLD	SUSAN A	884 2806	AUG 1984
RIVERS	GARY W & ALVENA R	1188 1161	NOV 1988
ROBINSON	R & JOAN	286 1205	FEB 1986
RODRIGUEZ	FRED & TAMMY C	486 1529	APRIL 1986
ROLLINS / ANDERSON	MICHAEL / HARREITTE C	484 2454	APRIL 1984
ROMMEL	FRED J & FRANCES L	486 205	APRIL 1986
SATRUM	MARGARET C	986 2402	SEPT 1986
SAVAGE / BREECH	HAL / PAMELA L	188 98	JAN 1988
SCHACHT	WILLIAM E & LUCIA L	787 2759	JULY 1987
SCHMUTTE	DAVID H & JANIS M	386 1306	MAR 1986
SCHULTZ	DAVID J & CYNTHIA L	985 803	SEPT 1985
SCOTT / FREEMAN	BENNIE / LOWANDA & RONALD	1185 1366	NOV 1985
SEBERRY	ROBERT B & LYNDA	685 287	JUNE 1985
SEIGLER / WARREN	GARRY D / SHARON	285 666	FEB 1985
SEWELL / ROMERO	VERNON / ISABEL C	586 1143	MAY 1986
SEXAUER	PHIL C & PAM J	884 1566	AUG 1984
SHOCK	PAUL	1085 2960	OCT 1985
SITES	TERRY L & TERESA A	1183 2677	NOV 1983
SMITH / MORRIS	JAMES P / NATALIE	484 1987	APRIL 1984
STACK	HERMAN C & ROSE L	286 2040	FEB 1986
SWANTEK	GRACE & EDWARD	785 2460	JULY 1985
SWENSON	LEO P & VICKIE L	1086 3408	OCT 1986
THOMSON	GEORGE W & CLARISSA A	386 1910	MAR 1986
TINIO	VIRGILLO A & ESTELA G	1186 2238	NOV 1986
TOMINGO	JOSEPH A III & MELANIE	385 1751	MAR 1985
VINCENTE	JOE	1285 348	DEC 1985
WALKER	MYRNA E	685 245	JUNE 1985
WALTER	BERNIE & IDA	688 813	JUNE 1986

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LAST NAME	FIRST NAME	BOOK / PAGE	DATE
WALTERS	ROBERT C & JANE	485 403	APRIL 1985
WEIBLE	DONALD L & NANCY H	1091 5220	OCT 1991
WELCH	JAMES JAY & PATRICIA A	784 478	JULY 1984
WELKER	DONALD C & SANDRA J	284 7272	FEB 1984
WELLINGTON / TATE	JOYCE A / SHARON	484 151	APRIL 1984
WHEELER	ROBERT D	785 1195	JULY 1985
WICKHAM	ARTHUR S & DOROTHY L	484 2002	APRIL 1984
WILLIAMS	TOM & DIANE M	886 357	AUG 1986
WILSON	STEPHEN J & BETHANY S	285 1620	FEB 1985
WISE	CARL W & NANCY J	186 2314	JAN 1986
WRIGHT	GREGORY A & NADALUZ	486 425	APRIL 1986

COPIED

RETURN TO:

Q. M. CORP.  
515 NICHOLS BLVD.  
SPARKS, NV 89431

REQUESTED BY  
Q.M. CORP.

IN OFFICIAL RECORDS OF  
DOUGLAS CO., NEVADA

'97 NOV 10 P12:49

Friday, June 27, 1997

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LINDA SLATER  
RECORDER

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