

200 SAWGRASS COURT
DAYTON
NV 89403

**AMENDMENT TO PARTNERSHIP AGREEMENT
OF WESTWOOD VILLAGE NO. 5 PARTNERSHIP
AND ASSIGNMENT OF PARTNERSHIP INTEREST**

The Partnership Agreement of Westwood Village No. 5 is hereby modified and amended as follows:

JANET C. MARLBOROUGH, who presently holds a Sixty-Six and Two Thirds Percent (66 2/3%) interest the general partnership known as Westwood Village No. 5 Partnership, a Nevada general partnership, hereby transfers and assigns all right, title and interest in her Sixty-Six and Two Thirds Percent (66 2/3%) interest in the general partnership known as Westwood Village No. 5 Partnership, to LAWRENCE STEWART MARLBOROUGH and PATRICK NORMAN JOHN MARLBOROUGH, Co-Trustees of the Belmont Trust.

This Assignment shall be effective as of July 17, 1998.

The assignment and transfer of the interest of JANET C. MARLBOROUGH is also subject to a Special Power Of Attorney, a copy of which is attached hereto as Exhibit "A" and by this reference made a part hereof.

This agreement for the modification of the above-described partnership is hereby consented to including all of its terms and conditions by ITILDO, INC., a Nevada corporation, as a general partner holding Thirty-Three and One-Third Percent (33 1/3) interest in the Westwood Village No. 5 Partnership.

The remaining provisions of the Partnership Agreement not modified by this Amendment and Assignment shall remain in full force and effect.

DATED this 11th day of Sept., 1998.

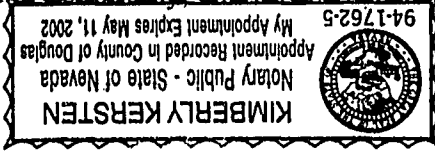
Janet C. Marlborough
JANET C. MARLBOROUGH

ITILDO, INC., a Nevada corporation
By Marsha L. Tomerlin
MARSHA L. TOMERLIN, President

STATE OF NEVADA)
Douglas) ss:
COUNTY OF WASHOE)

On this 11th day of Sept., 1998, before me, the undersigned Notary Public, in and for the County of Washoe, State of Nevada, duly commissioned and sworn,
Douglas

1 personally appeared JANET C. MARLBOROUGH, known to me to be the person whose name
2 is subscribed to the within instrument, and who acknowledged to me that she executed the same
3 freely and voluntarily, and for the use and purpose therein mentioned.




NOTARY PUBLIC



5 STATE OF NEVADA
6 COUNTY OF Douglas) ss:
7 COUNTY OF WASHOE)

8 On this 11th day of Sept, 1998, before me, the undersigned Notary
9 Public, in and for the County of Washoe, State of Nevada, duly commissioned and sworn,
10 personally appeared MARSHA L. TOMERLIN, President of ITILDO, INC., a Nevada
11 corporation, known to me to be the person whose name is subscribed to the within instrument,
12 and who acknowledged to me that she executed the same freely and voluntarily, and for the use
13 and purpose therein mentioned on behalf of ITILDO, INC.




NOTARY PUBLIC

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1 SPECIAL POWER OF ATTORNEY

2 KNOW ALL MEN BY THESE PRESENTS:

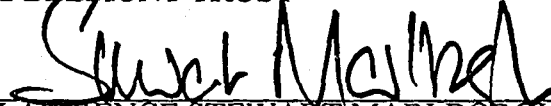
3 That we, LAWRENCE STEWART MARLBOROUGH and PATRICK NORMAN
4 JOHN MARLBOROUGH, Co Trustees of the BELMONT TRUST dated July 10, 1998, do
5 by these presents appoint KEITH S.K. CHING, ESQ., and/or JOHN LEWIS, ESQ., as their
6 attorneys in fact, for them, and in their names as Co-Trustees of the BELMONT TRUST and
7 for their use and benefit to execute any and all necessary instruments on behalf of the Co-
8 Trustees of the BELMONT TRUST in connection with or related to any real estate
9 transactions of WESTWOOD VILLAGE NO. 5 PARTNERSHIP, a Nevada general
10 partnership, and to do any other thing necessary or appropriate in connection with such
11 matter, including, but not limited to, executing any documentation and/or negotiating drafts
12 or checks related thereto.


13 The above special power of attorney shall be based and exercised upon specific
14 confirmation and information from either the Co-Trustees or JANET MARLBOROUGH that
15 such transaction should proceed.

16 We further give unto our said attorneys full power to perform every act and thing
17 which my said attorneys may think necessary to be done in and about the premises, as fully
18 to all intents and purposes as we might or could do if personally present, hereby ratifying and
19 confirming all that our said attorneys shall lawfully do or cause to be done by virtue of these
20 presents.

21 IN WITNESS WHEREOF, we have hereunto set our hands the 30 day of July,
22 1998.

23 THE BELMONT TRUST

24 By 
25 LAWRENCE STEWART MARLBOROUGH,
26 Co-Trustee

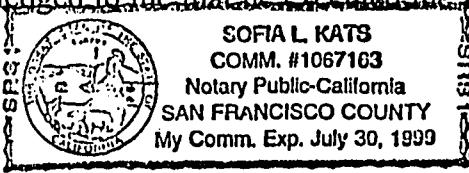
27 By 
28 PATRICK NORMAN JOHN MARLBOROUGH,
Co-Trustee

0449208

1 CALIFORNIA)
STATE OF NEVADA)
2 SAN FRANCISCO, ss.
COUNTY OF WASHOE)

3 On 07/23, 1998, personally appeared before me, a Notary Public,
4 LAWRENCE STEWART MARLBOROUGH, Co-Trustee of the Belmont Trust, who
5 acknowledged to me that he executed the foregoing instrument on behalf of the Belmont

6 Trust.



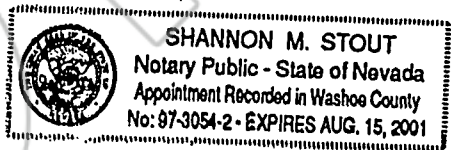
7 Sofia L. Kats
8 NOTARY PUBLIC

9 STATE OF NEVADA)
10 : ss.
COUNTY OF WASHOE)

11 On July 30, 1998, personally appeared before me, a Notary Public,
12 PATRICK NORMAN JOHN MARLBOROUGH, Co-Trustee of the Belmont Trust, who
13 acknowledged to me that he executed the foregoing instrument on behalf of the Belmont

14 Trust.

15 Shannon M. Stout
16 NOTARY PUBLIC



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25 REQUESTED BY
Jawet Marlborough
26 IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

27 '98 SEP 11 A11:44

28 0449208

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LINDA SLATER
RECORDER
\$10⁰⁰ PAID K2 DEPUTY