

REQUESTED BY
Stewart Title of Douglas County

IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

2004 MAR 11 AM 10:41

WERNER CHRISTEN
RECORDER

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A portion of
APN 1319-30-722-017

Recording Requested By:

Stewart Title of Douglas County
Timeshare Division

1702 County Road, Ste. B

Minden, NV 89423

TS09004929 - #32-116-35-06

REASSIGNMENT OF PLEDGED NOTES RECEIVABLE
AND INTERVAL MORTGAGES/SECURITY AGREEMENTS

(Title of Document)

This page added to provide additional information required by NRS 111.312 Sections 1-2.
(Additional recording fee applies)

This cover page must be typed.

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**REASSIGNMENT OF PLEDGED NOTES RECEIVABLE
AND INTERVAL MORTGAGES/SECURITY AGREEMENTS**

KNOW ALL MEN BY THESE PRESENTS

That for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, **Textron Financial Corporation**, a Delaware corporation, whose address is 333 East River Drive, East Hartford, CT 06108 ("TFC"), does hereby assign, convey, set over, transfer, and deliver to **Technical Financial Corporation**, a California corporation, whose address is 11772 Sorrento Valley Road, Suite 160, San Diego, CA 92121, its successors and assigns ("Assignee"), all of the undersigned's right, title and interest as beneficiary to those certain interval mortgages, deeds of trust or security agreements ("Security Documents") which have been pledged and assigned to TFC by Assignee, all as more particularly described in Exhibit A, attached hereto and incorporated herein by reference, consisting of one (1) number of accounts.

The Security Documents constituted a lien on the property and timesharing/membership interest(s) in the unit(s) described therein at the Ridge Tahoe resort property, located in Douglas County, State of Nevada.

Together with all promissory notes, documents and instruments securing the Security Documents, whether or not referenced in Exhibit A, and all monies, proceeds and awards due and to become due thereon or with respect thereto. In no event shall this Assignment constitute a release of the lien created by the individual obligors under the original Pledged Notes Receivable from any property described therein or encumbered thereby.

This Reassignment has been made and delivered pursuant to a Loan and Security Agreement dated as of July 31, 1998, as amended by that certain First Amendment to Loan and Security Agreement dated November 30, 2000, by and between TFC and Assignee et. al, and any other amendments thereto, and pursuant and subject to the terms of the Master Assignment of Pledged Notes Receivable and Interval Mortgages/Security Agreements between TFC and Assignee. This Reassignment is without recourse and without representation of warranty of any kind, express or implied.

IN WITNESS WHEREOF, TFC has caused this Reassignment of Pledged Notes Receivable and Interval Mortgages/Security Agreements to be executed in its name by the undersigned duly authorized officer this 8th day of April, 2002.

Signed, sealed and delivered in the presence of:
WITNESSES:

"TFC"
TEXTRON FINANCIAL CORPORATION
a Delaware corporation

Novadean Johnson
Print Name: Novadean Johnson
Sandra Casey
Print Name: SANDRA CASEY

By: Joy P. Hudson
Name: JOY P. HUDSON
Title: COLLATERAL CONTROL SUPERVISOR

STATE OF RHODE ISLAND)
COUNTY OF PROVIDENCE)

On this 8th day of April, 2002 before me personally appeared Joy P. Hudson who acknowledged himself/herself to be the Coll. Control Sup of **TEXTRON FINANCIAL CORPORATION**, a Delaware corporation, and acknowledged that h/she executed the foregoing instrument on behalf of the corporation pursuant to due authority therefrom in my jurisdiction aforesaid. She is personally known to me to be the person described in and who executed the foregoing instrument.

Andreea P. Cummins
Name: Andreea P. Cummins **ANDREEA P. CUMMINS**
Notary Public, State of Connecticut **NOTARY PUBLIC**
My commission expires: NOV. 30, 2005

(NOTARY SEAL)

SEAL

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EXHIBIT "A"

(32)

An undivided 1/51st interest as tenants in common in and to that certain real property and improvements as follows: (A) An undivided 1/20th interest in and to Lot 32 as shown on Tahoe Village Unit No. 3 - 13th Amended Map, recorded December 31, 1991, as Document No. 268097, re-recorded as Document No. 269053, Official Records of Douglas County, State of Nevada, excepting therefrom Units 101 through 120 (inclusive) as shown on Tahoe Village Unit No. 3, Fifth Amended Map, recorded October 29, 1981, as Document No. 61612, as corrected by Certificate of Amendment recorded November 23, 1981, as Document No. 62661; and (B) Unit No. 116 as shown and defined on said last mentioned map as corrected by said Certificate of Amendment; together with those easements appurtenant thereto and such easements described in the Fourth Amended and Restated Declaration of Time Share Covenants, Conditions and Restrictions for The Ridge Tahoe recorded February 14, 1984, as Document No. 096758, as amended, and as described in the Recitation of Easements Affecting the Ridge Tahoe recorded February 24, 1992, as Document No. 271619, and subject to said Declarations; with the exclusive right to use said interest in Lots 31, 32 or 33 only, for one week each year in the Winter "Season" as defined in and in accordance with said Declarations.

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