

OFFICIAL RECORD

Requested By:

STEWART TITLE OF DOUGLAS

COUNTY

Douglas County - NV
Werner Christen - Recorder

Page: 1 Of 4 Fee: 17.00
BK-0206 PG- 0327 RPTT: 0.00



A portion of APN 1319-15-000-015 et al.

Recording Requested By:

Stewart Title of Douglas County
Timeshare Division

1663 US Highway 395N, Suite 101

Minden, NV 89423

REASSIGNMENT OF NOTES RECEIVABLE AND MORTGAGES
(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.

REASSIGNMENT OF NOTES RECEIVABLE AND MORTGAGES

Title of Document: Reassignment of Notes Receivable and Mortgages
Date of Document: January 18, 2006
Grantor/Lender: Resort Funding LLC
Grantee/Borrower: Walley's Partners Limited Partnership
Address: 213 W. Wesley Street, Suite 200
Wheaton, Illinois 60187
Legal Description: (condo development)

REASSIGNMENT OF NOTES RECEIVABLE AND MORTGAGES

THIS REASSIGNMENT OF NOTES RECEIVABLE AND MORTGAGES ("Reassignment") is made and executed as of January 18, 2006, by Resort Funding LLC, a Delaware limited liability company ("Lender"), whose address is 360 South Warren Street, 6th Floor, Syracuse, New York 13202 to Walley's Partners Limited Partnership, ("Borrower"), whose address is first set forth above.

RECITALS:

A. Borrower and Lender entered into that certain Hypothecation Loan Agreement, dated as of ~~December 30~~ 2005 (as amended from time, to time, the "Agreement") (capitalized terms used and not defined herein shall have the meaning given to them in the Agreement), pursuant to which Lender agreed to lend, on the terms and conditions set forth in the Agreement, the Loan to Borrower, evidenced by a Note dated on or of even date therewith (as amended from time, to time, the "Note"), which is secured by a security interest and lien granted by the Collateral.

B. The Agreement provides that Lender will reassign certain Collateral in accordance with the Agreement to Borrower.

In consideration of the foregoing, Lender agrees as follows:

1. The above recitals are true and correct and incorporated in this Reassignment.
2. Lender hereby reconveys, reassigns, transfers, and sets over to Borrower all of its right, title, and interest in and to the Notes Receivable, Mortgages and the Purchase Documents related thereto described in Exhibit "A" attached and incorporated in this Assignment, without recourse and without warranty of any kind.



IN WITNESS WHEREOF, Lender has executed this Reassignment on the date first written above.

Sandra LaBarge
Witness

Print Name: Sandra LaBarge

Teresa M. Torano
Witness

Print Name: Teresa M. Torano

RESORT FUNDING LLC, a Delaware
Limited liability company

By: Karen J. Hayes
Print Name: Karen J. Hayes
Title: Vice President

STATE OF NEW YORK)
) SS
COUNTY OF ONONDAGA)

The foregoing instrument was acknowledged before me this 19th day of January, 2006, by Karen J. Hayes as Vice President of RESORT FUNDING LLC, a Delaware limited liability company, on behalf of the company. She is personally known to me or has produced _____ as identification.

Jacqueline A. See
(Notary Signature)

Jacqueline A. See
(Notary Name Printed)

NOTARY PUBLIC
Commission No. 5/20/06

(Notary Seal)

JACQUELINE A. SEE
Notary Public in the State of New York
Qualified in Onondaga County, No. 5060579
My Commission Expires May 20, 2006



EXHIBIT "A" TO REASSIGNMENT OF NOTES RECEIVABLE AND MORTGAGES

Description of Deed(s) of Trust

Interval #	Trustor	Date Recorded	Book	Page	Document #
0100939A	Amaral, Frank J. Amaral, Colleen K.	March 10, 2000	0300	1783	487717
0101847A	Carrillo, Michael Henry Carrillo, Cecilia Renae	October 20, 2000	1000	3661	501703
0202622A	Fazil, Steven M. Fazil, Anqunette	February 25, 2005	0205	9087	637502
0307129A	Hawthorne, Daniel	December 3, 2004	1204	1302	630962
0202841A	Johnson, Cedric Johnson, Stephanie	October 8, 2001	1001	1921	524496
0202918A	Kidney, James W. Kidney, Marcia	May 29, 2001	0501	8152	515175
0204738A	Morris, Gary	November 1, 2002	1102	145	556510
0101711C	Peters, Robert L. Cracraft, Gaylene R.	February 16, 2001	0201	3019	508835
0100927C	Spencer, Alvin D.	December 27, 2004	1204	12015	632941