

OFFICIAL RECORD

Requested By:

STEWART TITLE OF DOUGLAS

COUNTY

Douglas County - NV

Werner Christen - Recorder

Page: 1 Of 3 Fee: 16.00

BK-0306 PG- 2078 RPTT: 0.00



After recording, please return to:
Walley's Partners Limited Partnership
P.O. Box 158
Genoa, NV 89411

Title of Document: Reassignment of Notes Receivable and Mortgages
Date of Document: February 16, 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 February 16, 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 of Operations

STATE OF NEW YORK)
) SS
 COUNTY OF ONONDAGA)

The foregoing instrument was acknowledged before me this 22nd day of February, 2006, by Karen J. Hayes as Vice President of Operations of RESORT FUNDING LLC, a Delaware limited liability company, on behalf of the company. He/She is personally known to me or has produced no as identification.

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

Jacqueline A. See
 (Notary Signature)

Jacqueline A. See
 (Notary Name Printed)

(Notary Seal)

NOTARY PUBLIC
 Commission No. 5/20/06

SEAL

EXHIBIT "A" TO REASSIGNMENT OF NOTES RECEIVABLE AND MORTGAGES

Description of Deed(s) of Trust

Interval #	Trustor	Date Recorded	Book	Page	Document #
0100547C	Dickson, Ralph Dickson, Patricia	October 26, 1999	1099	4518	479449
0307435A	Frank, Myrle Ballantyne, Cynthia	April 15, 2005	0405	5724	641745
0100620C	Pope, Wade B. Pope, Monica G.	November 30, 1999	1199	4994	481623
0307335A	Roath Stephen T. Roath, Tiffany R.	March 18, 2005	0305	8247	639431
0205140B	Watson, Jimmy L. Watson, Joyce M.	September 5, 2003	0903	2242	588888
0100205C	Weismann, James M. Weismann, Jonel M.	May 25, 1999	599	4902	468735