

OFFICIAL RECORD

Requested By:

STEWART TITLE OF DOUGLAS

COUNTY

Douglas County - NV

Werner Christen - Recorder

Page: 1 Of 4 Fee: 17.00

BK-0506 PG- 5878 RPTT: 0.00



COLLATERAL ASSIGNMENT OF NOTES RECEIVABLE AND MORTGAGES

Title of Document: Collateral Assignment of Notes Receivable and Mortgages

Date of Document: May 12, 2006

Grantor/Borrower: Walley's Partners Limited Partnership

Grantee/Lender: Resort Funding LLC

Address: 360 South Warren Street, 6th Floor
Syracuse, New York 13202

Legal Description: _____

This Collateral Assignment of Notes Receivable and Mortgages ("Assignment") is made and executed as of May 12, 2006, by Walley's Partners Limited Partnership, a Nevada limited partnership ("Walley's"), whose address is 213 W. Wesley Street, Suite 200, Wheaton, Illinois 60187, to Resort Funding LLC, a Delaware limited liability company ("Lender"), whose address is 360 South Warren Street, 6th Floor, Syracuse, New York 13202.

RECITALS:

A. Lender, Walley's and Quintus Resorts, LLC, a Nevada limited liability company, ("Quintus"), (Walley's and Quintus being collectively referred to herein as "Borrower") 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, up to \$35,000,000.00 (the "Loan") to Borrower, evidenced by the Note (as defined in the Agreement), which is secured by a security interest and lien granted by Borrower to Lender in certain Collateral (as defined in the Agreement).

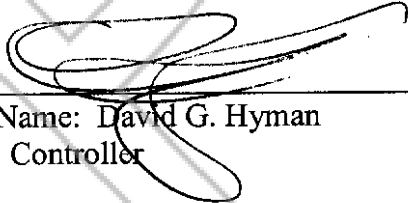
B. The Agreement provides that Borrower will assign certain Collateral in accordance with the Agreement to Lender.

In consideration of the foregoing, Borrower agrees as follows:

1. The above recitals are true and correct and incorporated in this Assignment.
2. Walley's hereby conveys, assigns, transfers, and sets over to Lender 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, with recourse and with warranty as more fully set forth in the Agreement.
3. Capitalized terms not otherwise defined herein shall have the meanings ascribed thereto in the Agreement.

IN WITNESS WHEREOF, Borrower has executed this Assignment on the date first written above

QUINTUS RESORTS, LLC a Delaware
limited liability company

By: 
Print Name: David G. Hyman
Title: Controller

**WALLEY'S PARTNERS LIMITED
PARTNERSHIP**, a Nevada limited
partnership

By: Valley Partners, L.L.C., its sole general
partner

By: 
Print Name: David G. Hyman
Title: Controller

STATE OF NEVADA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledge before me this 12th day of May, 2006 by David G. Hyman, Controller of **QUINTUS RESORTS, LLC**, a **Delaware limited liability company**, on behalf of said limited liability company.



Susan O'Neil
Notary Public State of Nevada
Appointment Accepted in County of Douglas
My Appointment Expires: March 1, 2010

Susan O'Neil
(Notary Signature)

Susan O'Neil
(Notary Name Printed)
NOTARY PUBLIC
My Commission Expires: 3/1/2010

STATE OF NEVADA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledge before me this 12th day of May, 2006 by David G. Hyman, Controller of Valley Partners, L.L.C., as sole general partner of **WALLEY'S PARTNERS LIMITED PARTNERSHIP**, a Nevada **limited partnership**, on behalf of said limited liability company.



Susan O'Neil
Notary Public State of Nevada
Appointment Accepted in County of Douglas
My Appointment Expires: March 1, 2010

Susan O'Neil
(Notary Signature)

Susan O'Neil
(Notary Name Printed)
NOTARY PUBLIC
My Commission Expires: 3/1/2010



EXHIBIT "A"

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<u>Interval Number</u>	<u>Trustor(s) Name</u>	<u>Recording Date</u>	<u>Book</u>	<u>Page</u>	<u>Document No.</u>
17-086-38-71	DAVID S. COYLE PATRICIA A. LEA	5/5/2006	0506	2389	0674217
17-086-19-01	MARTIN DEEHAN CATHERINE DEEHAN	5/5/2006	0506	2396	0674219
17-086-41-01	DAMIAN DELLA BARBA	5/5/2006	0506	2406	0674222
17-086-17-01	LARRY LARSON ROBIN LARSON	5/5/2006	0506	2413	0674224
17-086-44-01	CHRISTOPHER LEE	5/5/2006	0506	2420	0674226
17-086-40-71	ALFRED L. PHILLIPS DIVINIA GENERAL	5/5/2006	0506	2437	0674233
17-086-39-01	LARRY SHORT	5/5/2006	0506	2444	0674235
17-086-15-01	KEITH R. SQUIRES SUSAN B. SQUIRES	5/5/2006	0506	2451	0674237
17-086-43-01	JANICE A. THIELMAN	5/5/2006	0506	2458	0674239
17-073-17-82	TADEUSZ WILCZYNSKI BEATA KEMPANOWSKI	5/5/2006	0506	2465	0674241



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