



**COLLATERAL ASSIGNMENT OF NOTES RECEIVABLE AND MORTGAGES**

***Title of Document:*** Collateral Assignment of Notes Receivable and Mortgages  
***Date of Document:*** July 21, 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 July 21, 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 21<sup>st</sup> day of July, 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 Carson  
My Appointment Expires: March 1, 2010  
06-103797-3

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 21<sup>st</sup> day of July, 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 Carson  
My Appointment Expires: March 1, 2010  
06-103797-3

Susan O'Neil  
(Notary Signature)

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(Notary Name Printed)  
NOTARY PUBLIC  
My Commission Expires: 3/1/2010



# EXHIBIT "A"

Page 1 of 2

<u>Interval Number</u>	<u>Trustor(s) Name</u>	<u>Recording Date</u>	<u>Book</u>	<u>Page</u>	<u>Document No.</u>
17-086-37-81	RICHARD E. BLAVER NATALIE L. BLAVER	7/14/2006	0706	4651	679688
17-087-06-81	KATHLEEN Y. BOYD	7/14/2006	0706	4661	679691
17-087-36-71	CHRISANN LOUISE COX	7/14/2006	0706	4670	679694
17-089-02-01	MONIQUE ANDREA CURIEL	7/14/2006	0706	4677	679696
17-088-47-01	LENAE DERICCO	7/14/2006	0706	4684	679698
17-087-32-71	LINDSAY FELLER DANIEL PILGRIM	7/14/2006	0706	4691	679700
17-086-33-81	MARY G. FLOCK LADDIE D. FLOCK	7/14/2006	0706	4698	679702
17-089-01-01	PATRICIA L. KEMP DAWN L. KEMP	7/14/2006	0706	4712	679706
17-086-49-81	RICHARD G. PURSELL DANA BETH PURSELL	7/14/2006	0706	4721	679709
17-081-37-01	CARMEN J. SIMS	7/14/2006	0706	4728	679711



# EXHIBIT "A"

Page 2 of 2

<u>Interval Number</u>	<u>Trustor(s) Name</u>	<u>Recording Date</u>	<u>Book</u>	<u>Page</u>	<u>Document No.</u>
17-087-08-81	JOHN STAGG CATHY STAGG	7/14/2006	0706	4735	679713
17-088-44-01	BARBARA J. STRANGE JUNE E. STRANGE	7/14/2006	0706	4742	679715

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