



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: December 6, 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 December 6, 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 6th day of December, 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~~ _____ as identification.

Jacqueline A. See
 (Notary Signature)

Jacqueline A. See
 (Notary Name/Printed)

NOTARY PUBLIC
 Commission No. 5/20/0

JACQUELINE A. SEE
 Notary Public in the State of New York
 Qualified in Onondaga County, No. 5060579
 My Commission Expires May 20, 2010
 (Notary Seal)

EXHIBIT "A" TO REASSIGNMENT OF NOTES AND MORTGAGES

Description of Deed(s) of Trust:

INTERVAL #	TRUSTOR	DATE RECORDED	BOOK	PAGE	DOCUMENT #
0100436A	Barigian, Harry	August 31, 1999	0899	5683	475546
0205447B	Blaine, Kenneth A. Blaine, Sharon	March 19, 2004	0304	8934	607634
0101330C	Benson, William N. Benson, M. Diane	December 15, 2000	1200	2782	505077
0308207A	Castillo, Evelyn	February 17, 2006	0206	5317	668101
0205408A	Derr, Kim E. Derr, Ramona S.	July 25, 2003	0703	12462	584391
0308149A	Garcia, Kimberley A.	January 6, 2006	0106	1338	665027
0509047B	Hickey, Lori Hickey, Tim	October 6, 2006	1006	1943	685886
0700917C	Meyers, James A. Groman, Christine A.	April 22, 2005	0405	9208	642479
0203045C	Roberts, Elaine Roberts, Virgil	June 8, 2001	0601	2039	516048
0202613A	Rojas, Luis Garcia, Adriana	March 25, 2005	0305	10939	639977
0307826A	Ruiz, Norbert Ruiz, Nancy	September 16, 2005	0905	5577	655194
0308009A	Tucker-Bassett, Diana	October 14, 2005	1005	6481	657816