



COLLATERAL ASSIGNMENT OF NOTES RECEIVABLE AND MORTGAGES

Title of Document: Collateral Assignment of Notes Receivable and Mortgages
Date of Document: November 9, 2007
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 November 9, 2007, 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: Tatiana Robinson
Print Name: Tatiana Robinson
Title: Authorized Agent

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

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

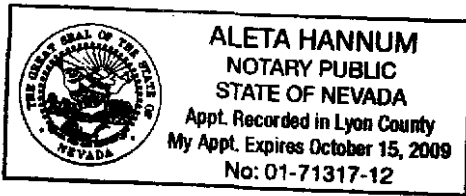
By: Tatiana Robinson
Print Name: Tatiana Robinson
Title: Authorized Agent



STATE OF NEVADA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledge before me this 9TH day of NOVEMBER, 2007, by Tatiana Robinson, authorized agent of **QUINTUS RESORTS, LLC, a Delaware limited liability company**, on behalf of said limited liability company.

Aleta Hannum
(Notary Signature)

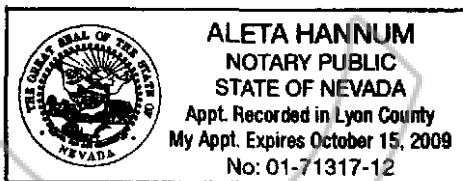


ALETA HANNUM
(Notary Name Printed)
NOTARY PUBLIC
My Commission Expires: 10-15-09

STATE OF NEVADA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledge before me this 9TH day of NOVEMBER, 2007, by Tatiana Robinson, Authorized Agent 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.

Aleta Hannum
(Notary Signature)



ALETA HANNUM
(Notary Name Printed)
NOTARY PUBLIC
My Commission Expires: 10-15-09

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>
17-094-43-01	JON BRUCE BOLYARD JANET LEE BOLYARD	10/18/2007	1007	4984	711379
17-094-46-01	MERRILL LINTZ NATASSA LINTZ	10/18/2007	1007	4991	711381
17-094-44-01	ALFONSO A. MOLINA KATHLEEN R. MOLINA	10/18/2007	1007	4998	711383
17-094-48-01	JOHNYE C. STURCKEN	10/18/2007	1007	5005	711385
17-094-18-81	JEFFREY J. PIGNATARO	10/25/2007	1007	7091	711843
17-094-29-81	JUDSON BROOK SMITH	10/25/2007	1007	7105	711847
17-102-29-81	JASON FINK	11/2/2007	1107	0459	712357
17-089-20-71	JOHN HIGGINS ISABEL HIGGINS	11/2/2007	1107	0466	712359
17-103-24-81	TERRY MORTON KAREN BRUMBAUGH	11/2/2007	1107	0473	712361

