

DOC # 715660
01/04/2008 11:03AM Deputy: PK
OFFICIAL RECORD
Requested By:
FIRST AMERICAN - NVOD LA
Douglas County - NV
Werner Christen - Recorder
Page: 1 of 6 Fee: 19.00
BK-108 PG-500 RPTT: 0.00



APN: 1319-15-000-029

Recording requested by:
First American Title Company
1160 North Town Center Drive
Suite 190
Las Vegas, NV 89144

When recorded, mail to:
First American Title Company
1160 North Town Center Drive
Suite 190
Las Vegas, NV 89144

CORRECTIVE:

Collateral Assignment of Notes and Receivable and Mortgages

PLEASE NOTE: This document is being recorded to correct the exhibit "A" on the document that recorded on January 4, 2008 as Book #108, Page #458 and Document #715645. The last page was deleted intentionally.

THIS IS NOT INTENDED AS A CONVEYANCE OF ANY ADDITIONAL INTEREST IN THE DESCRIBED PROPERTY

DO NOT REMOVE
This is an official part of this document

DOC # 2008-715645

1/4/2008 9:09AM

OFFICIAL RECORD

Requested By: FIRST AMERICAN - NVOB LA
Douglas County - NV
Werner Christen - Recorder
Book-108 Page-458

COLLATERAL ASSIGNMENT OF NOTES RECEIVABLE AND MORTGAGES

Title of Document: Collateral Assignment of Notes Receivable and Mortgages
Date of Document: January 3, 2008
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: Condo Development

This Collateral Assignment of Notes Receivable and Mortgages ("Assignment") is made and executed as of January 3, 2008, 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).



BK-108
PG-501

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: Patricia Donovan
Print Name: Patricia Donovan
Title: Authorized Agent

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

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

By: Patricia Donovan
Print Name: Patricia Donovan
Title: Authorized Agent



STATE OF NEVADA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledge before me this 2nd day of January, 2008 by Patricia Donovan, authorized agent of **QUINTUS RESORTS, LLC, a Delaware limited liability company**, on behalf of said limited liability company.

Tatiana Robinson
(Notary Signature)



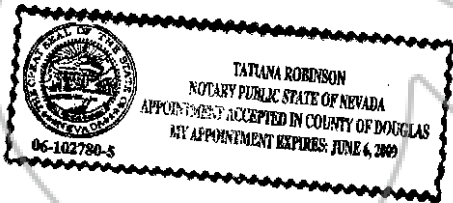
Tatiana Robinson
(Notary Name Printed)
NOTARY PUBLIC
My Commission Expires: June 6, 2009

SEAL

STATE OF NEVADA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledge before me this 2nd day of January, 2008 by Patricia Donovan, 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.

Tatiana Robinson
(Notary Signature)



Tatiana Robinson
(Notary Name Printed)
NOTARY PUBLIC
My Commission Expires: June 6, 2009

SEAL



Assignment of Deeds of Trust
Exhibit "A"

0608427B	Richard McConnell	06	05	094	27	B	\$10,350.00	January 3, 2008	108	328	715613
Batch No.:	11H										

COPY



BK-108
PG-504

Assignment of Deeds of Trust
Exhibit "A"

Batch No.:	11NV															
0709809B	Vladimir Lokhtnygin	07	06	098	09	B	\$0.00	Recorded Concurrent Herewith								
0709811B	Edward B. Deveau	07	06	098	11	B	\$0.00	Recorded Concurrent Herewith								
0810417C	Henry Edward St. Clair	08	07	104	17	C	\$0.00	Recorded Concurrent Herewith								

COOP

