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OFFICIAL RECORD
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FIRST AMERICAN - NVOD LA
Douglas County - NV
Karen Ellison - Recorder
Page: 1 of 7 Fee: 45.00
BK-310 PG-419 RPTT: 0.00



COLLATERAL ASSIGNMENT OF NOTES RECEIVABLE AND MORTGAGES

Title of Document: Collateral Assignment of Notes Receivable and Mortgages
Date of Document: February 17, 2010
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 February 17, 2010, 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).



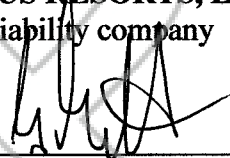
B. The Agreement provides that Borrower will assign certain Collateral in accordance with the Agreement to Lender.

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.

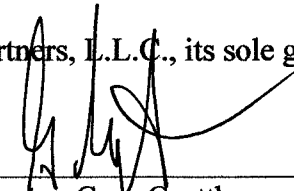
IN WITNESS WHEREOF, Borrower has executed this Assignment on the date first written above

QUINTUS RESORTS, LLC a Delaware
limited liability company

By: 
Print Name: Gary Grottke
Title: President

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

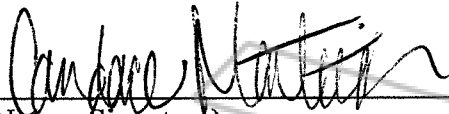
By: Valley Partners, L.L.C., its sole general
partner

By: 
Print Name: Gary Grottke
Title: Manager




STATE OF ILLINOIS)
) ss.
COUNTY OF DUPAGE)

The foregoing instrument was acknowledged before me this 17th day of February 2010, by Gary Grottke, President of **QUINTUS RESORTS, LLC, a Delaware limited liability company**, on behalf of said limited liability company.



(Notary Signature)

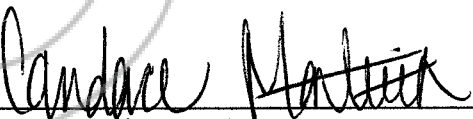




(Notary Name Printed)
NOTARY PUBLIC
My Commission Expires: 5/27/13


STATE OF ILLINOIS)
) ss.
COUNTY OF DUPAGE)

The foregoing instrument was acknowledge before me this 17th day of February 2010, by Gary Grottke, Manager 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.



(Notary Signature)





(Notary Name Printed)
NOTARY PUBLIC
My Commission Expires: 5/27/13



CONTRACT REF# LAST NAME FIRST NAME LAST NAME2 FIRST NAME2 PHASE NO. BLDG UNIT / LOCATION WEEK WK TYPE MTG AMT MORTG DATE RECORD BOOK PAGE INSTRUMENT

CONTRACT REF#	LAST NAME	FIRST NAME	LAST NAME2	FIRST NAME2	PHASE NO.	BLDG UNIT / LOCATION	WEEK WK TYPE	MTG AMT	MORTG DATE	RECORD	BOOK PAGE	INSTRUMENT
A5C01558	BETTS	ANDREW A	BETTS	JANET H	01	1 15	A	0				
A5C01559	FERREN	LESLIE K	FERREN	CAROLYN	01	1 15	B	0				
A5C01565	ANDERSON	MICHELLE E	ANDERSON	LAWRENCE R	01	1 16	C	0				
A5C01603	ROBERSON	DONALD E	BROWNROBERSON	JANISE	01	1 17	C	0				
A5C01605	YOUNG	KEITH E	YOUNG	JEANNA B	01	1 17	A	0				
A5C01637	MCGUIRE	BRIAN	MCGUIRE	MANDEE	01	1 18	C	0				
A5C01729	MINISTER	MARK	MINISTER	NANCY	02	2 23	A	0				
A5C01751	MILBOURNE	JAY B	LITTLECHILD	PATRICIA G	02	2 24	A	0				
A5C02108	DUMENIGO	LISA	VALDEZ	BENNY	02	2 36	C	0				
A5C02419	PRIGE	SANDRA L	NEAL	BARBARA M	02	2 51	B	0				
A5C02473	KHAGURA	PARWINDER S			02	2 53	A	0				
A5C02506	CLARK	MIKE	CLARK	ERICA	02	2 55	A	0				
A5C02513	FRANKLIN	COLIN	FRANKLIN	MARY	02	2 55	A	0				
A5C02518	THAIN	STACY E	THAIN	GLENN	02	2 55	A	0				
A5C02566	WHITE	JOE A	WHITE	GLORIA F	02	2 58	A	0				
A5C02607	MECHAM	LONNIE J	MECHAM	LESLIE J	02	2 60	A	0				
A6101454	RHOADES	STEPHEN V	RHOADES	LINDA J	02	2 29	C	0				
A6101465	AUSTIN	GENA L	ISERI	RICHARD T	02	2 56	A	0				
A5C02732	AGERTER	MARY M			03	3 68	A	0				
A6800068	BUSTAMANTE	IRIS			04	4 88	B	9990	05/25/06	07/28/06	706	9879 680772
A6800281	GLENN	JACK E			04	4 88	A	13192	05/20/06	08/04/06	806	1531 681238
A6900368	QUISMORIO	WILLIAM	QUISMORIO	ERLINDA	04	4 88	A	13182	05/27/06	09/01/06	906	351 683602
A6901254	LONDON	KIANTE			04	4 87	C	9990	07/16/06	09/22/06	906	7497 684952
A6A00132	FLETCHER	STEVEN L			04	4 86	C	9990	07/21/06	09/29/06	906	10174 685414
A7200371	COUCHOT	AARON	COUCHOT	AMY	04	4 86	C	9200	01/20/07	02/09/07	207	2999
A7400751	HANLEY	JOSEPH R			04	4 90	C	9625	03/31/07	04/13/07	407	3821
A6A00133	GROTH	DAVID E	GROTH	SARA L	05	5 91	C	9990	08/18/06	09/29/06	906	10183 685417
A6A00138	RANSTROMWOOD	SHERRY L	WOOD	GREGORY D	05	5 91	A	4841	09/18/06	09/29/06	906	10213 685427
A6A00141	REVAY	STEVEN H	REVAY	CONSTANCE S	05	5 90	B	9990	09/16/06	09/29/06	906	10220 685429
A6A00142	VENTURA	CAMELA C	GEORGE	ANDREW R	05	5 90	B	9990	09/12/06	09/29/06	906	10231 685433
A6A01987	MALIKA	LARABI			05	5 91	A	14841	09/28/06	10/13/06	1006	4649
A7100543	BORNS	FRED V			05	5 89	C	10350	12/28/06	01/12/07	107	3590
A7100769	BAILEY	KEVIN EDWARD	SUDA	SHELLEY LYNNE	05	5 92	C	9690	10/21/06	01/19/07	107	5357
A7100777	HUGHES	DEBRA J	HUGHES	RAYMOND E	05	5 92	C	9990	11/12/06	01/19/07	107	5389
A7200283	DUNCAN	GLENN	DUNCAN	CONNIE	05	5 91	C	10350	01/20/07	02/02/07	207	301
A7200373	RIGGINS	CODY	RIGGINS	JASMINE	05	5 92	C	10350	02/30/06	02/09/07	207	3010
A7400762	SWIHART	SHAWN	SWIHART	KELLI	05	5 92	B	10350	03/31/07	04/13/07	407	3863
A7701160	FELT	GARY D			05	5 93	A	15201	07/05/07	07/19/07	707	7194
A7500983	GARCIA	DONATO B	GARCIA	ESTHER	06	6 93	B	10350	04/16/07	05/03/07	507	967
A7501426	SCHNEIDER	TROY	SCHNEIDER	MELANIE	06	6 93	C	9360	05/04/07	05/17/07	507	5982
A7501833	ADAMS	DONALD R	ADAMS	SUSAN L	06	6 93	B	9360	05/11/07	05/24/07	507	8163
A7501834	ANDERSON	THERESA M			06	6 93	C	9360	05/09/07	05/24/07	507	8173
A7501836	GRAVATT	SHAUN			06	6 93	C	10350	05/04/07	05/24/07	507	8192
A7600450	BEGUN	JENNIFER A	ROYAL	RYAN Q	06	6 93	B	9360	05/17/07	05/31/07	507	9964
A7601416	BARTON	LINDA M	STEINMAN	GORDON N	06	6 93	B	5200	05/25/07	06/14/07	607	3904
A7601417	BRANDT	DWIGHT	BRANDT	CHERYL	06	6 93	A	15201	05/23/07	06/14/07	607	3911
A7601418	BREAULT	CHRISTOPHER	MCKEON	BETH	06	6 93	B	10350	05/23/07	06/14/07	607	3918



A7601781	0609301C	RUEBLING	JASON	RUEBLING	SHANTEL	93	1	C	9200	03/30/07	06/21/07	607	6652
A7700005	0609337C	KNOTTS	CHAD J	LASEA	CLAUDIA M	93	37	C	10350	06/06/07	06/28/07	607	9054
A7700331	0609336A	CHILES	HARRY ROY	CHILES	SHIRLEY GALE	93	36	A	13401	06/18/07	07/05/07	707	936
A7700715	0609345A	BELTRAN	FRED E	BELTRAN	CATHERINE A	93	45	A	0	06/25/07	07/12/07	707	3913
A7700718	0609335A	WATSON	KENNETH E	WATSON	LIANA M	93	35	A	0	06/21/07	07/12/07	707	3929
A7701161	0609349A	NORVILLE	ROBERT E	NORVILLE	CYNTHIA R	93	49	A	13401	07/03/07	07/19/07	707	7201
A7701476	0609333C	HULL	JACKSON L	HULL	TIFFANY	93	33	C	10350	06/01/07	07/26/07	707	9450
A7701478	0609401A	MCGILVREY	BRIAN A	CLARK	DONNA L	94	21	A	15201	07/11/07	07/26/07	707	9459
A7800099	0609348A	CLARK	GARY H	CLARK	FRANITZ	93	48	A	13401	07/06/07	08/02/07	807	830
A7800101	0609408C	PHAM	QUENNY R	DESPAS	KELLY R KESTERSON	94	8	C	10350	07/17/07	08/02/07	807	844
A7800103	0609411C	WALKER	JOHNNY R	WALKER	MATTHEW D DE LA	94	11	C	10350	07/19/07	08/02/07	807	858
A7800914	0609351B	GUARDIA	LAURIE K DE LA	GUARDIA	KATHY L	93	51	B	9360	07/30/07	08/16/07	807	4772
A7800915	0609413C	HATHCOCK	STEVEN T	HATHCOCK	JENNIFER N	94	13	C	10350	08/10/07	08/23/07	807	4779
A7801516	0609423C	OSBORN	JASON M	OSBORN	SARAH ANNE	94	23	C	10350	08/27/07	09/06/07	907	853
A7900377	0609430A	STEWART	ROSS I	STEWART		94	30	A	15201	09/19/07	10/25/07	1007	7098
A7A01161	0609440A	PRESTOPINO	VIERA	WANG	KIEVE	94	4	A	13512	12/31/06	01/12/07	107	3631
A7100549	0709704A	JACOBS	DOUG	CONNER	SUSAN K	100	14	C	8050	01/06/07	01/19/07	107	5371
A7100772	0710014C	CONNER	ROBERT S	GREEN	MARY A	97	9	A	15201	01/06/07	01/19/07	107	5396
A7100779	0709709A	JAMES	LESLIE W	DEBORAH	ROD	100	10	C	10350	01/05/07	01/19/07	107	5419
A7100785	0710010C	WILLIAMS	DORIS	DIMMITT	JAN	97	15	B	10350	01/14/07	01/26/07	107	8406
A7100986	0709715B	DIMMITT	JOHN	FOXWILDS	GEANIE	97	18	C	10350	01/20/07	02/02/07	207	308
A7200284	0709718C	FOXWILDS	JAMES	HIXON	1010 UNIVERSITY	97	26	A	15201	01/22/07	02/02/07	207	315
A7200285	0709726A	HIXON	GREGG ST	AVENUE		97	8	B	10350	01/20/07	02/02/07	207	324
A7200286	0709708B	CYR	MILA	ALI	FARINA	97	12	B	10350	01/06/07	03/09/07	307	2829
A7301932	0709712B	ZEA	IMRAN	ALI		97	33	A	15201	02/25/07	03/23/07	307	7338
A7302577	0709833A	ALI	NINA	CONCALVES	DARLENE R	98	37	A	15201	02/03/07	03/23/07	307	7345
A7302578	0709737A	BOLYSHKANOV	DANIEL L	DIXON	CYNTHIA	98	6	A	15201	03/10/07	03/23/07	307	7366
A7302581	0709906A	GONCALVES	PATRICIA	SOLOMON	TERRILYN B	99	11	C	10350	03/11/07	03/23/07	307	7373
A7302583	0709911C	HARRELSON	CYNTHIA M	NELSON	CRESCENCIANA S	99	8	A	15201	03/10/07	03/23/07	307	7380
A7302584	0709908A	JOHNSON	DAVID W	RODARTE	NORA	99	1	A	15201	03/10/07	03/23/07	307	7387
A7302585	0709901A	NELSON	ANDREW	SWONSEN	VALMA L	98	20	C	10350	02/17/07	03/23/07	307	7401
A7302587	0709820C	RODARTE	DARWIN M	FREITAS	NORMA K	99	2	C	10350	03/10/07	03/23/07	307	7408
A7302588	0709902C	SWONSEN	DENNIS L	WILLIAMS	JULIE M GALLO	99	24	A	15201	02/10/07	03/30/07	307	10378
A7400099	0709924A	FREITAS	TENISHA	LUCERO	PAULA L	99	46	A	15201	03/18/07	04/06/07	407	1478
A7400100	0709746A	FRENCH	ALAN J	ROUSH	VICTORIA	99	20	A	15201	03/17/07	04/13/07	407	3793
A7400102	0709920A	LUCERO	ERNEST L	WILLIAMS	MARTINEZ	99	5	C	10350	03/10/07	03/30/07	307	10385
A7400103	0709905C	ROUSH	TIMOTHY A	MARTINEZ	CASTELLANOS	99	10	A	15201	03/10/07	03/30/07	307	10399
A7400104	0709910A	WILLIAMS	ROGER A	GORECKAENEL	SARA	99	21	A	10350	03/11/07	03/30/07	307	10408
A7400105	0709921A	WISE	JAIME	GREER	SABINA	99	36	C	10350	03/26/07	04/06/07	407	1478
A7400315	0709936C	MARTINEZ	JUAN CARLOS	GREER	DEBBIE J	99	44	A	10350	02/10/07	04/13/07	407	3800
A7400745	0709744C	CORTEZ	BROOK	ROE	CAROL L	98	49	A	15201	03/07/07	04/13/07	407	3814
A7400746	0709849A	ENGL	IRITA	ROE	2965 JOHNSTONVILLE	98	3	C	9200	03/30/07	04/13/07	407	3828
A7400750	0709945C	GREEN	RICHARD A	ROAD		99	44	A	15201	03/31/07	04/13/07	407	3835
A7400753	0709903C	HERINGTON	DIANE			99	20	B	10350	04/01/07	04/13/07	407	3849
A7400755	0709944A	JANSSEN	DOUGLASE			97	12	C	10350	03/12/07	04/13/07	407	3870
A7400759	0709720B	ROE	MARY L			99	38	A	15201	03/27/07	04/13/07	407	3877
A7400764	0709912C	WATSON	JOSEPH			99							
A7400765	0709938A	WHITE				99							



A7401286	0709933C	DEITER	JOANNE F	7	99	33	C	10350	04/01/07	04/20/07	407	6249
A7401293	0709913A	NISSIN	TAMMIE	7	99	13	A	13401	03/13/07	04/20/07	407	6279
A7401294	0709948A	URRICO	URRICO	7	99	48	A	15201	04/07/07	04/20/07	407	6286
A7401475	0709715C	GREYSEN	RICHARD J	7	97	15	C	10350	04/06/07	04/27/07	407	8272
A7401478	0709947C	LOLA	KATHERINE R B	7	99	47	C	10350	04/11/07	04/27/07	407	8286
A7500989	0709840C	CHRISTENSEN	RICHARD	7	98	40	C	10350	03/03/07	05/04/07	507	1701
A7500905	0709831C	SHELEY	SYNTHIA	7	98	31	C	10350	02/26/07	05/04/07	507	1752
A7501127	0709742C	DELONG	DENNIS	7	97	42	C	9200	02/10/07	05/11/07	507	4128
A7501130	0710036C	MONTES	NICK	7	100	36	C	10350	04/26/07	05/11/07	507	4155
A7501131	0710029C	PINA	JOAQUIN JOHN	7	100	29	C	10350	04/29/07	05/11/07	507	4162
A7501421	0710047C	KING	WILLIAM GORDON	7	100	47	C	10350	05/05/07	05/18/07	507	6297
A7501424	0709844A	RJUNDE	DOUGLAS A	7	98	44	A	15201	03/03/07	05/18/07	507	6313
A7501838	0710016C	BLANKENSHIP	FRANKLIN	7	100	16	C	10350	04/21/07	05/25/07	507	8488
A7501839	0709801C	CAJIAS	DAVID G	7	98	1	C	10350	02/12/07	05/25/07	507	8495
A7501842	0709712C	MERZSTAVIS	DENISE M	7	97	12	C	9360	05/12/07	05/25/07	507	8516
A7501847	0709711C	SNOOK	KEITH	7	97	11	C	10350	05/12/07	05/25/07	507	8553
A7600444	0709818C	HYATT	CHARLOTTE	7	98	18	C	10350	05/21/07	06/01/07	607	172
A7601326	0709721B	PITTMAN	RACHELLE	7	97	21	B	10350	04/06/07	06/15/07	607	4453
A7700008	0709950C	BETZ	MARION M	7	99	50	C	10350	04/16/07	06/29/07	607	9626
A7800518	0709741C	HARTWIG	MERDESE E	7	97	41	C	9200	06/23/07	08/10/07	807	3367
A7800926	0709706C	HOLAQUIN	DEMETRIUS	7	97	6	C	10350	05/11/07	08/17/07	807	5340
A7800937	0709727B	YOUNGMAN	DONALD L	7	97	27	B	10350	08/02/07	08/17/07	807	5382
A7401477	0810103A	JAMES	GARRY E	8	101	3	A	15201	04/14/07	04/27/07	407	8279
A7500900	0810101C	COLEMAN	ELIZABETH	8	101	1	C	10350	04/18/07	05/04/11	507	1708
A7501132	0810111A	PURDY	ELISHA	8	101	11	A	15201	04/25/07	05/11/07	507	4169
A7501420	0810112A	HUNSENGER	SUZANNE	8	101	12	A	15201	05/05/07	05/18/07	507	6290
A7501843	0810116A	MUSE	MARGARET ANN	8	101	16	A	15201	05/12/07	05/25/07	507	8525
A7501846	0810109A	SMITH	JUSTIN W	8	101	9	A	15201	05/12/07	05/25/07	507	8546
A7600793	0810128A	TAYLORBROWN	CHRISTINE M	8	101	28	A	15201	05/28/07	06/08/07	607	2040
A7601328	0810137C	THEISS	DAVID	8	101	37	C	10350	06/03/07	06/15/07	607	4464
A7601331	0810126C	WHITE	ANTHONY G	8	101	26	C	10350	06/02/07	06/15/07	607	4478
A7700007	0810141C	BASALLOTE	ELMA	8	101	41	C	10350	06/15/07	06/29/07	607	9619
A7700341	0810204A	ANTOGNAZZI	GENEVEVE G	8	102	4	A	15201	06/19/07	07/06/07	707	1448
A7700343	0810208C	BRAGA	KEITH L	8	102	8	C	10350	06/24/07	07/06/07	707	1455
A7700344	0810209C	IV	JOHN J FERLES	8	102	21	C	10350	06/02/07	07/06/07	707	1462
A7700349	0810131C	OROZCO	M JESSICA	8	101	2	C	0	06/18/07	07/13/07	707	4434
A7700726	0810202C	GRATTON	GLORIA J	8	102	10	A	15201	06/28/07	07/13/07	707	4454
A7700728	0810210A	REMICK	KRISTY M	8	102	16	A	15201	07/03/07	07/20/07	707	7673
A7701168	0810216A	LERUD	ALICIA	8	102	51	C	10350	06/16/07	07/20/07	707	7680
A7701170	0810151C	RONALD	WALLACE A	8	101	48	C	10350	07/17/07	07/27/07	707	10050
A7701475	0810148C	JONES	DAVID R	8	102	23	C	10350	06/12/07	08/03/07	807	1273
A7800106	0810223C	EDGAR	RUSSELL J	8	102	5	C	10350	07/11/07	08/03/07	807	1280
A7800107	0810205C	HENRY	MICHELE JEAN	8	102	19	C	10350	06/22/07	08/03/07	807	1294
A7800109	0810219C	KARYAGINA	TATYANA A	8	102	25	C	10350	07/21/07	08/03/07	807	1301
A7800111	0810225C	MONTEJANO	KIRSTEN N	8	102	14	A	15201	06/30/07	08/03/07	807	1308
A7800112	0810214A	RUJZ	LAWRENCE S	8	102	21	C	10350	07/21/07	08/03/07	807	1322
A7800115	0810221C	SYLVIA	WILLIAM EDWARD	8	102	45	C	10350	06/16/07	08/17/07	807	5349
A7800929	0810145C	ORAN	DARIN M	8	101							



A7800933	0810222A	SCHELL	WADE M	INWOOD	SONJIA L	04	8	102	22	A	15201	08/01/07	08/17/07	807	5363
A7800935	0810240C	THOMAS	GEORGE W	THOMAS	NORMA L	04	8	102	40	C	10350	08/06/07	08/17/07	807	5375
A7801514	0810241C	SCHWEMLEY	KEVIN A	SCHWEMLEY	DONNA M	04	8	102	41	C	10350	08/11/07	08/24/07	807	7036
A7901164	0810245C	EVERETTBOYER	SARA P	ESCOBAR	MARYELLE	04	8	102	45	C	10350	08/18/07	09/21/07	907	4780
A7A00243	0810311C	ESCOBAR	FRANK	GARDNER	VARETTA	04	8	103	11	C	10350	09/11/07	09/28/07	907	7070
A7A00244	0810238A	GARDNER	HAROLD	GARDNER	HOWARD	04	8	102	38	A	15201	08/04/07	09/28/07	907	7077
A7A00245	0810315C	KWAN	ARDEN	MCFARLAND	DEBORAH	04	8	103	15	C	10350	09/16/07	09/28/07	907	7084
A7A00247	0810313A	BAILEY	LAWRENCE	BAILEY	AILIEN D	04	8	103	13	A	15201	09/15/07	09/28/07	907	7103
A7A00395	0810320C	CRONE	JUSTIN L	CRONE	DENISE M	04	8	103	20	C	10350	09/22/07	10/05/07	1007	1753
A7A00404	0810314C	SATTERLEE	KERRY A	SATTERLEE	ROBERT	04	8	103	14	C	10350	09/22/07	10/05/07	1007	1767
A7A00406	0810226C	WRIGHT	JON C	WILKINSON	ELAINE D	04	8	102	26	C	10350	07/22/07	10/05/07	1007	1777
A7C00020	0810327C	WILKINSON	ANNA L	RACHKO		04	8	103	27	C	9360	10/05/07	11/30/07	1107	7716
A7C01026	0810303C	RACHKO	KENNETH			04	8	103	3	C	10350	09/01/07	12/07/07	1207	1323

