

19010941

ASSIGNMENT OF LEASES

THIS AGREEMENT made effective as of the 13th day of DECEMBER, 1996 by and between MARK WOOD & ASSOCIATES, L.L.C., a Colorado Limited Liability Company, and MARK A. WOOD, also known as MARK WOOD, ("Assignor") and ROCKY MOUNTAIN COMPANY, a Utah Limited Partnership ("Assignee").

For and in consideration of the sum of TEN DOLLARS (\$10.00) and other good and valuable consideration, the receipt of which is acknowledged, Assignor assigns transfers and conveys to Assignee all of Assignee's right, title and interest as lessor in and to those certain residential leases ("Leases") including the rent to accrue thereunder, identified on Exhibit "A" attached hereto and incorporated herein. The Leases pertain to those certain three "Treehouse Condominium Units" located in Lincoln County, Nevada. A true copy of each of the Leases is attached hereto and incorporated herein as Exhibit "B".

Assignee accepts the assignment effective the date of this agreement and Assignee agrees to perform all the terms, conditions, covenants, and agreements of the Leases on the part of the Lessor thereunder.

Assignor warrants and represents that the Leases are valid and that there are no other leases or agreements whether written or oral to which the Treehouse Condominium Units subject and that Assignor has not been put on notice as to any defense, set-off,

1 claim, or counter claim by any lessee thereunder, or any person or  
2 entity claiming by or through such lessee and that there is no  
3 litigation now pending or threatened against Assignors' interest  
4 in and to such Leases.

5 Assignor further warrants and represents the information  
6 contained in Exhibit "A" is a true, correct and complete listing  
7 of the Leases and lessees and a true, correct and complete listing  
8 of refundable security deposits.  
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11 MARK WOOD & ASSOCIATES, L.L.C.,  
12 A Colorado Limited Liability Company

13 By: Mark A Wood  
14 Its: Managing Member

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16 Mark A Wood  
17 MARK A. WOOD

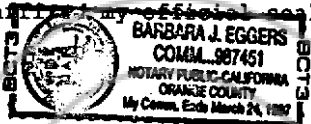
18  
19 Mark Wood  
20 MARK WOOD

21 STATE OF CALIFORNIA )  
22 : ss.  
23 County of Orange )

24 On this 13<sup>th</sup> day of December, A.D., 1996,  
25 personally appeared before me, a Notary Public, in and for the  
26 county and state aforesaid, MARK A. WOOD, Managing  
27 Member of Mark Wood & Associates, L.L.C., known to me to be or  
28 who proved to me to be the person described in and who executed

1 the above and foregoing instrument; who acknowledged to me that  
2 he executed the same freely and voluntarily and for the uses and  
3 purposes therein mentioned.

4 IN WITNESS WHEREOF, I have hereunto set my hand and  
5 affixed my official seal the day and year first above-written.

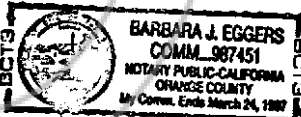


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7 Barbara J. Eggers  
8 Notary Public

9 STATE OF CALIFORNIA )  
10 : ss.  
11 County of Orange )

12 On this 13<sup>th</sup> day of December, A.D., 1996,  
13 personally appeared before me, a Notary Public, in and for the  
14 county and state aforesaid, MARK H. WOOD, Manager of  
15 Mark Wood & Associates, a Limited Liability Company, known to me  
16 to be or who proved to me to be the person described in and who  
17 executed the above and foregoing instrument; who acknowledged to  
18 me that he executed the same freely and voluntarily and for the  
19 uses and purposes therein mentioned.

20 IN WITNESS WHEREOF, I have hereunto set my hand and  
21 affixed my official seal the day and year first above-written.



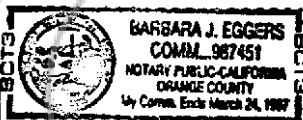
22  
23 Barbara J. Eggers  
24 Notary Public

25 STATE OF CALIFORNIA )  
26 : ss.  
27 County of Orange )

28 On this 13<sup>th</sup> day of December, A.D., 1996,  
personally appeared before me, a Notary Public, in and for the

1 county and state aforesaid, MARK A. WOOD, known to me to be or  
2 who proved to me to be the person described in and who executed  
3 the above and foregoing instrument; who acknowledged to me that  
4 he executed the same freely and voluntarily and for the uses and  
5 purposes therein mentioned.

6 IN WITNESS WHEREOF, I have hereunto set my hand and  
7 affixed my official seal the day and year first above-written.

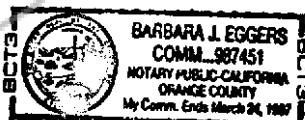


*Barbara J. Eggers*  
Notary Public

11 STATE OF CALIFORNIA )  
12 : ss.  
13 County of Orange )

14 On this 15th day of December A.D., 1996,  
15 personally appeared before me, a Notary Public, in and for the  
16 county and state aforesaid, MARK WOOD, known to me to be or who  
17 proved to me to be the person described in and who executed the  
18 above and foregoing instrument; who acknowledged to me that he  
19 executed the same freely and voluntarily and for the uses and  
20 purposes therein mentioned.

21 IN WITNESS WHEREOF, I have hereunto set my hand and  
22 affixed my official seal the day and year first above-written.



*Barbara J. Eggers*  
Notary Public

EXHIBIT "A"

LEASES

TENANT	ADDRESS	RENT AMOUNT
Bud Sanders	P.O. Box 846 Caliente, NV 89008 (702) 726-3425 (home) (702) 726-3194 (work)	\$300.00 per month month-to-month tenancy

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EXHIBIT "B"

LEASE AGREEMENTS

N/A: No written leases, only oral month-to-month tenancies

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NO. 108704  
Filed And Recorded At Request Of  
Cow County Title  
March 26, 1997  
At 02 Minutes Past 2 O'Clock  
P M In Book 127 Of Official Records  
Page 133 Lincoln County Nevada.  
Yuriko Setzer  
County Recorder  
by Leticia Boucher, deputy