

3)

Geoffrey C. Cockrell, Esq.
Wildman, Harrold, Allen & Dixon
225 West Wacker Drive
Chicago, Illinois 60606-1229

ASSIGNMENT OF TRUST DEED AND RELATED DOCUMENTS

FOR GOOD AND VALUABLE CONSIDERATION, the receipt of which is hereby acknowledged, TRIPLE NET INVESTMENTS, LTD., a Turks and Caicos company ("Assignor"), hereby assigns, transfers and conveys unto MONTE CRISTO HOLDINGS, LLC, a Delaware limited liability company (Assignee"), all beneficial interest in and all rights accrued and to accrue under that certain Trust Deed With Assignment of Rents, dated as of December 5, 2002, made by LEGACY RANCHES, L.L.C., a Utah limited liability company, as Trustor, to Gary W. Nielsen, Attorney At Law, as Trustee, in favor of WHALE INVESTMENTS, LTD., a Turks and Caicos company, recorded on December 11, 2002, as Filing No. 60360, in Book N9, at Page 208, of Official Records in the Office of the Rich County Recorder, State of Utah, which Trust Deed encumbers the real property situated in said County, as set forth in the Legal Description annexed hereto as Exhibit "A"; TOGETHER WITH (i) the Promissory Note, dated as of December 5, 2002, in the original principal amount of \$1,750,000.00, described in and secured by said Trust Deed; (ii) all other Indebtedness secured by said Trust Deed (as defined therein); (iii) the other Loan Documents described and referred to in that certain Commercial Loan Agreement, dated as of December 5, 2002, entered into by said Trustor, as Borrower, and the other parties named therein, as Guarantors, for the benefit of said Beneficiary, as Lender, as modified by that certain Loan Modification Agreement, dated as of April 16, 2003, and as further modified by that certain Second Loan Modification Agreement, dated as of November 12, 2003; and (iv) to the extent not already designated as Loan Documents in the foregoing clause (iii), all right, title and interest of Assignor in the documents and agreements set forth in Exhibit "B" annexed hereto.

Dated as of the 10th day of September, 2004.

TRIPLE NET INVESTMENTS, LTD.,
a Turks and Caicos company

Recorded OCT 6 2004 Filing No. 64487
At 9:42 AM/PM in Book 19 Page 981
Fee 31.00 Debra L. Ames Rich County Recorder
Requested by Mountain View Title

By 
Jules Fleischer, President

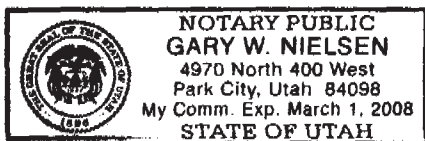
To the extent that the undersigned has any rights, title or interest in the documents or rights being assigned by Assignor pursuant to the foregoing Assignment of Trust Deed and Related Documents, the undersigned hereby joins therein for the benefit of Assignee.

WHALE INVESTMENTS, LTD., a
Turks and Caicos company

By 
Jules Fleischer, President

STATE OF UTAH)
 : ss.
SUMMIT COUNTY)

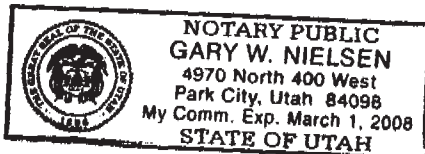
On the 10th day of September, 2004, personally appeared before me JULES FLEISCHER, whose identity is personally known to me (or proved to me on the basis of satisfactory evidence), and who by me duly sworn, did say that he is the President of TRIPLE NET INVESTMENTS, LTD., a Turks and Caicos company, and that the foregoing instrument was signed by him in his capacity as President of said corporation, and that said corporation signed said instrument by authority of its Articles of Incorporation and Bylaws and/or a Resolution of its Board of Directors, and said JULES FLEISCHER acknowledged to me that said corporation executed the foregoing instrument.




NOTARY PUBLIC

STATE OF UTAH)
 : ss.
SUMMIT COUNTY)

On the 10th day of September, 2004, personally appeared before me JULES FLEISCHER, whose identity is personally known to me (or proved to me on the basis of satisfactory evidence), and who by me duly sworn, did say that he is the President of WHALE INVESTMENTS, LTD., a Turks and Caicos company, and that the foregoing instrument was signed by him in his capacity as President of said corporation, and that said corporation signed said instrument by authority of its Articles of Incorporation and Bylaws and/or a Resolution of its Board of Directors, and said JULES FLEISCHER acknowledged to me that said corporation executed the foregoing instrument.




NOTARY PUBLIC

EXHIBIT "A"

Legal Description

RICH COUNTY, STATE OF UTAH:

PARCEL 1:

ALL OF SECTION 13, TOWNSHIP 9 NORTH, RANGE 4 EAST, SALT LAKE BASE AND MERIDIAN.

PARCEL 2:

EAST HALF OF THE NORTHEAST QUARTER OF THE NORTHWEST QUARTER AND THE EAST HALF OF THE SOUTHWEST QUARTER OF SECTION 24, TOWNSHIP 9 NORTH, RANGE 4 EAST, SALT LAKE BASE AND MERIDIAN.

PARCEL 3:

ALL OF SECTION 25, TOWNSHIP 9 NORTH, RANGE 4 EAST, SALT LAKE BASE AND MERIDIAN, LESS HIGHWAY ROAD RIGHT-OF-WAY.

PARCEL 4:

SOUTHEAST QUARTER OF SECTION 26, TOWNSHIP 9 NORTH, RANGE 4 EAST, SALT LAKE BASE AND MERIDIAN.

PARCEL 5:

PART OF SECTION 35, TOWNSHIP 9 NORTH, RANGE 4 EAST, SALT LAKE BASE AND MERIDIAN. ALL OF THE SOUTH HALF OF THE NORTHWEST QUARTER OF SAID SECTION 35 LYING NORTH OF HIGHWAY 39 AS SITUATED IN SAID NORTHWEST QUARTER. ALL OF THE NORTH HALF OF THE SOUTHEAST QUARTER OF SAID SECTION 35 LYING NORTH OF HIGHWAY 39 AS SITUATED IN SAID SOUTHEAST QUARTER. NORTHEAST QUARTER OF SAID SECTION 35, TOWNSHIP 9 NORTH, RANGE 4 EAST, SALT LAKE BASE AND MERIDIAN.

PARCEL 6:

PART OF SECTION 36, TOWNSHIP 9 NORTH, RANGE 4 EAST, SALT LAKE BASE AND MERIDIAN. ALL OF THE EAST HALF OF THE SOUTHEAST QUARTER OF SAID SECTION 36. ALL OF THE EAST HALF OF THE WEST HALF OF THE SOUTHEAST QUARTER OF SAID

SECTION 36. ALL OF THE NORTHWEST QUARTER OF SAID SECTION 36 LYING NORTH OF HIGHWAY 39 AS SITUATED IN SAID NORTHWEST QUARTER. ALL OF THE NORTHEAST QUARTER OF SAID SECTION 36, EXCEPTING THEREFROM THAT PORTION OF REAL PROPERTY CONVEYED TO NORTH DAVIS CABINET CORPORATION BY DEED RECORDED IN BOOK M9 AT PAGE 295 OF RECORDS OF RICH COUNTY. LESS HIGHWAY ROAD RIGHT-OF-WAY. (DEED IN BOOK M9 AT PAGE 295 AS TO DESCRIPTION CORRECTED IN BOOK Y9 AT AT PAGE 662 AS ENTRY NUMBER 64410.)

PARCEL 8:

THE NORTHWEST QUARTER OF THE SOUTHEAST QUARTER AND THE NORTH HALF OF THE SOUTHWEST QUARTER OF SECTION 23, TOWNSHIP 9 NORTH, RANGE 4 EAST, SALT LAKE BASE AND MERIDIAN.

TAX SERIAL NOS.: 16-13-00-001; 16-24-00-001; 16-25-00-001;
16-26-00-005; 16-35-00-005; 16-35-00-007;
16-35-00-008; 16-35-00-005; AND 16-105-
0003.

EXHIBIT "B"

Loan Documents

- Commercial Loan Agreement, dated as of December 5, 2002, entered into by Legacy Ranches, L.L.C., a Utah limited liability company, as Borrower ("Borrower"), and S.B. Ferrin Enterprises, L.L.C., a Utah limited liability company ("Ferrin Enterprises") and Brent Ferrin, an individual ("Ferrin"), as Guarantors (collectively, "Guarantors") for the benefit of Whale Investments, Ltd., a Turks and Caicos company, as Lender ("Lender"), as modified by that certain Loan Modification Agreement, dated as of April 16, 2003 (including the Assignment referred to therein), and as further modified by that certain Second Loan Modification Agreement, dated as of November 12, 2003
- Promissory Note, dated December 5, 2002, in the original amount of \$1,750,000.00, executed by Borrower, in favor of Lender (the "Note").
- Trust Deed With Assignment of Rents, dated as of December 5, 2002, made by Borrower, as Trustor, to Gary W. Nielsen, Attorney At Law, as Trustee, in favor of Lender, as Beneficiary, recorded on December 11, 2002, as Entry No. 806846, in Book 1171, at Page 831, in the Official Records of the Cache County Recorder, State of Utah, and recorded on December 11, 2002, as Entry No. 60360, in Book N9, at Page 208, in the Official Records of the Rich County Recorder, State of Utah.
- Trust Deed With Assignment of Rents, dated as of December 5, 2002, made by Ferrin Enterprises, as Trustor, to Gary W. Nielsen, Attorney At Law, as Trustee, in favor of Lender, as Beneficiary, recorded on December 11, 2002, as Entry No. 60361, in Book N9, at Page 222, in the Official Records of the Rich County Recorder, State of Utah.
- Escrow Letter, dated December 5, 2002, among Mountain View Title & Escrow Co., as Escrow Agent, Borrower, and Ferrin Enterprises.
- Guaranty of Payment and Performance, dated as of December 5, 2002, executed by Ferrin Enterprises, in favor of Lender.
- Guaranty of Payment and Performance, dated as of December 5, 2002, executed by Ferrin, in favor of Lender.

- Unsecured Environmental Indemnity Agreement, dated as of December 5, 2002, executed by Borrower and Guarantors in favor of Lender.
- Security Agreement, dated as of December 5, 2002, made by Borrower and Ferrin Enterprises in favor of Lender;
- UCC-1 Financing Statement, with Borrower, as Debtor, and Lender, as Secured Party, filed with the Utah Division of Corporations and Commercial Code, on January 24, 2003, as File No. 208307200328;
- UCC-1 Financing Statement, with Ferrin Enterprises, as Debtor, and Lender, as Secured Party, filed with the Utah Division of Corporations and Commercial Code, on January 24, 2003, as File No. 208306200327.
- UCC-1 Financing Statement, with Ferrin Enterprises, as Debtor, and Lender, as Secured Party, filed with the Utah Division of Corporations and Commercial Code, on May 6, 2003, as File No. 216500200320.
- ALTA Loan Policy No. 1412-148134, dated December 11, 2002, issued to Lender by Stewart Title Guaranty Company (the "Title Policy").
- Letter, dated December 10, 2003, from Gary W. Nielsen, Esq., as Lender's legal counsel, to Borrower and Guarantors for the benefit of Lender;
- Letter, dated December 10, 2002, from Gary W. Nielsen, Esq., as Lender's legal counsel, to Borrower and Ferrin Enterprises.
- Settlement Statement.