

4. Direct Deeding. In order to facilitate the transfer of the Property from Assignor to AMTHC, LLC and from AMTH, LLC to Buyer, Assignor directs AMTHC, LLC to execute the Deed to the property directly in favor of Buyer. It is understood that AMTH shall be deemed to have acquired the Property under this Assignment from Assignor and shall be deemed to have transferred the Property under this Assignment to buyer.


5. Irrevocable Assignment of Funds. All funds due Assignor at close of the above escrow, are hereby irrevocably assigned to and shall be disbursed to AMTHC, LLC (including any refunds after the closing of the transaction) for the payment of any costs and expenses and disbursement to the Assignor as provided in the Agreement.

6. Buyer's Acceptance of Notification. This Agreement shall constitute notification to Buyer as required by Treasury Regulation Section 1.1031(k)-1(g) (4) (v) and Buyer's Signature hereon shall constitute acceptance of such notification. Buyer accept this Assignment provided that this consent shall in no way be deemed to release Assignor or Buyer from any of their agreements, representation, warranties and /or indemnification set forth in these escrow instructions and related purchase contract which are to survive the close of the Sales Escrow and the Transfer of the herein Property to the Buyer, nor shall this Assignment be deemed to enlarge the rights duties or obligation of any party under any such purchase contact.

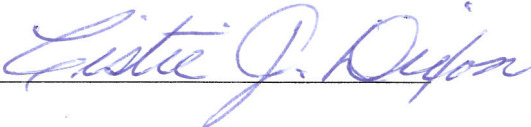
IN WITNESS WHEREOF, THE PARTIES HERETO HAVE EXECUTED THIS Assignment to be effective as of the _____ day of _____, 2005.

Assignor:
Brain F. Dewhurst.

By: 
Its: _____

Buyer:
Larry Ransome


Assignee:
Asset Managing Of Texas Holding, LLC

By: 
Its: _____

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CORPORATE RESOLUTION


Be it resolved that all Officers and Agents of Asset Managing Of Texas Holding, LLC (AMTHC/Assignee) are hereby appointed as assistant Secretaries and Vice Presidents, and as such are authorized to:

Execute any and all documents necessary to sell or convey the property located at 707 Timber Cove Drive, Sea Brook, Texas 77586, that is shown to be vested in Asset Managing Of Texas Holding, LLC (AMTHC/Assignee) including but not limited to, affidavits, deeds, agency agreements, deeds of trust, military affidavits, affidavits of debts and liens.

Take any and all actions necessary to refinance, modify, amend or transfer aforementioned property, and take any actions necessary to fulfill members servicing obligation to the beneficial owner of such property.

The signing of these minutes shall constitute full consent, confirmation, ratification, adoption and approval of the actions taken by the company, its officers and managers.

May 5, 2005



Secretary

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