

ASSIGNMENT

For value received and to partially secure a loan to the undersigned Assignor by Riverton State Bank, Riverton, Wyoming, (Assignee), EUGENE & ELAINE WOCICKI

Assignor of 893 PARADISE VALLEY RD, RIVERTON, WY 82501, hereby assigns all of his right, title and interest in and to that certain agreement, and any and all sums of money due thereunder, described as follows:

AGREEMENT BY & BETWEEN HOSPITALITY ASSOCIATES GROUP & ELAINE WOCICKI
FOR A JOINT VENTURE ON A MOTEL LOCATED IN WEST VALLEY, UTAH.

The undersigned assignor guarantees the payment of all monies due or to become due under said agreement and the full performance by the second party therein named of all the second party's promises and covenants.

The undersigned assignor consents that the time of payment of any or all of the installments therein provided may be extended by Assignee in its discretion; and the undersigned guarantee the payment of all sums of money due or to become due by reason of any such extensions.

In the event of default or breach of any of the terms of the said agreement, the undersigned agrees to perform the agreement or make such payments, as the case may be, as though the undersigned were personally liable thereon, waiving all notices and demands.

The undersigned agrees to perform all matters required of the

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undersigned pursuant to said agreement and hereby agrees to indemnify and hold assignee harmless from any liability whatsoever on account of said agreement, including assignee's attorney's fees and costs, if any are incurred.

The undersigned agrees that all payments due under said agreement shall be received directly by assignee who shall deposit the same to assignor's account and then apply the same to assignor's loan balance (paying accrued interest first) with assignee. Assignor hereby appoints assignee as its true and lawful attorney, irrevocable, to receive payments under said agreement and to apply the same as herein provided.

IN WITNESS WHEREOF assignor has executed this assignment this 24th day of December, 1996.

Louise Wosicki
Assignor

Elaine Wosicki
Assignor

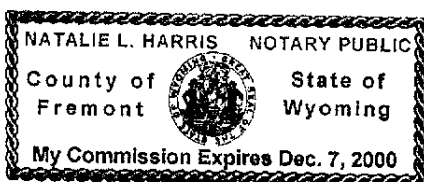
STATE OF Wyo
COUNTY OF Fremont

The foregoing was acknowledged before me by Gene +
Elaine Wosicki
Assignor, this 24th day of December, 1996.

WITNESS MY HAND AND OFFICIAL SEAL.

My Commission expires:

Natalie L. Harris
Notary Public



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RATIFICATION AND ACCEPTANCE OF ASSIGNMENT

KNOW ALL MEN BY THESE PRESENT:

That Hospitality Associates Group, the undersigned, hereby acknowledges the existence of the above mentioned contract between Eugene & Elaine Wocicki and Riverton State Bank. Hereby accepts and consent to the above assignment and agree to the terms of such assignment, and will make payments to Riverton State Bank and Eugene & Elaine Wocicki.

THE UNDERSIGNED has hereunto signed and acknowledged this

24 day of December, 1996.



HOSPITALITY ASSOCIATES GROUP

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EXHIBIT "A"

PARCEL 1:

Commencing 424.87 feet South from the Northeast Corner of Section 33, Township 1 South, Range 1 West, Salt Lake Meridian, thence West 17 rods, thence North 9.25 rods, thence East 4 rods, thence North 5.43 feet; thence East 214.5 feet; thence South 158.06 feet to beginning.

LESS AND EXCEPTING that portion lying within 2200 West Street.

PARCEL 2:

Beginning at the Southwest corner of said parcel of land, which is 554.5 feet West and 500 feet South from the Northeast Corner of said Section 33; thence North 151.01 feet, to the Southeasterly highway right-of-way and no-access line of highway known as Project No. 1-215-9; thence Northeasterly 244.95 feet along said no-access line, which is along the arc of an 1136.23 foot radius curve to the right (Note: Tangent to said curve at its point of beginning bears North 49°40'03" East); thence North 62°01'10" East 42.19 feet along said no-access line to a point of tangency with a 716.20 foot radius curve to the right; thence Northeasterly 14.74 feet along the arc of said curve to the North boundary line of said parcel of land; thence East 22.10 feet to the East boundary line of said parcel of land; thence South 316 feet along said East boundary line to the South boundary line of said parcel of land; thence West 274 feet along said South boundary line to the point of beginning. The above described parcel of land contains 1.55 acres, more or less, and is granted without access to or from said freeway over and across the Northwesterly boundary line of said parcel.

PARCEL 3:

Beginning at the Southeast corner of said parcel of land, which point is 13 rods West and 16.5 rods South from the Northeast corner of said Section 33; thence North 129.79 feet along the East boundary line of said parcel of land to the Southeasterly no-access line of a freeway known as Project No. 215-9, said point being 65.65 feet radially distant Southeasterly from the centerline of a Northbound off-ramp (J-3 ramp) of said project at Engineer Station 2342.10; thence Southwesterly 72.32 feet along said Southeasterly no-access line, which is also the arc of a 716.20 foot radius curve to the left, to the West boundary line of said parcel of land (Note: Tangent to said curve at its point of beginning bears South 69°13' West); thence South 100.52 feet along said West boundary line to the Southwest corner of said parcel of land; thence East 4 rods to the point of beginning.

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12/01/98 10:11 AM 18.00
NANCY WORKMAN
RECORDER, SALT LAKE COUNTY, UTAH
RIVERTON STATE BANK
PO BOX BE
RIVERTON WYOMING 82501
REC BY: V VEGA ,DEPUTY - WI

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