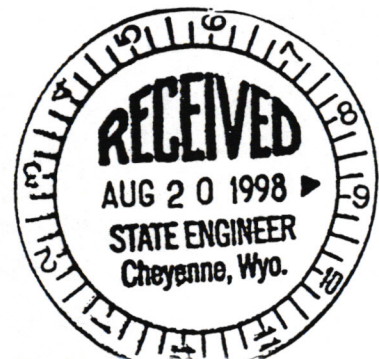


ASSIGNMENT OF FACILITIES
(Prater Canyon Well No. 1 and Green Canyon Facilities)

COPY

Leisure Valley, Inc., a Nevada corporation, doing business in the State of Wyoming at Post Office Box 299, Thayne, Lincoln County, Wyoming and **Star Valley Ranch R. V. Park**, a Nevada limited partnership, by and through its sole General Partner, **Star Valley Ranch R. V. Park, Inc.**, a Nevada corporation, ("Leisure Valley") for valuable consideration, the receipt of which is hereby acknowledged, do hereby assign, convey and quitclaim to **Star Valley Ranch Association**, a Wyoming nonprofit corporation, having its principal place of business in Lincoln County, Wyoming, ("Association") all of their right, title and interest in and to the Association's culinary water system in its entirety as generally depicted on Exhibit A to this Assignment of Facilities, which is a graphic representation entitled "Exhibit A to Assignment of Culinary Water Facilities, November 1, 1997, Star Valley Ranch Association Culinary Water System," specifically describing and including the following facilities:

1. Prater Canyon Spring Collection Structure
2. Prater Canyon Transmission Pipeline
3. Prater Canyon Storage Tank
4. Green Canyon Spring Collection Structure
5. Green Canyon Transmission Pipeline
6. Green Canyon Storage Tank
7. The real property on which the Green Canyon Storage Tank is situated and physically located consisting of Plat 11, Lot 15, Star Valley Ranches.
8. The Water Distribution Mains



9. Gate Valves, Air Release Valves, Pressure Regulating Station, Flow Meters, Yard Hydrants, Blow-offs
10. All appurtenances to the system which comprises the complete Association culinary water system.

Pursuant to Paragraph 11 of the Final Settlement Agreement dated August 10th 1998, Leisure Valley's domestic/culinary water system will be fully and completely separated from the Association's domestic/culinary water system on or before November 1, 2000 (the "Separation Date"). The parties to this Assignment understand and agree that Leisure Valley shall have the right to and shall continue to use the facilities assigned by this Assignment until the Separation Date.

DATED this 10th day of August, 1998.

LEISURE VALLEY, INC.

Attest:

By: Bradley J. Stewart
Bradley J. Stewart, Secretary

By: Harold P. Stewart
Harold P. Stewart, President

STAR VALLEY RANCH R.V. PARK, a
Nevada Limited Partnership, By and through its
Sole General Partner, STAR VALLEY RANCH
R.V. PARK, INC.

Attest:

By: Bradley J. Stewart
Bradley J. Stewart, Secretary

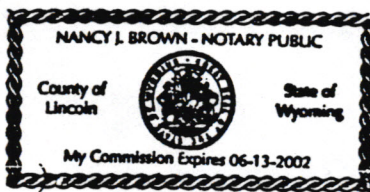
By: Harold P. Stewart
Harold P. Stewart, President

STATE OF WYOMING)
) ss.
County of Lincoln)

On this 10th day of August, 1998, before me personally appeared Harold P. Stewart as President of Leisure Valley, Inc. executing the foregoing document and Bradley J. Stewart, Secretary, attesting this document on behalf of the corporation by authority of its Board of Directors and Harold P. Stewart and Bradley J. Stewart acknowledged said instrument to be the free act and deed of the Corporation.

Witness my hand and official seal.

My commission expires:



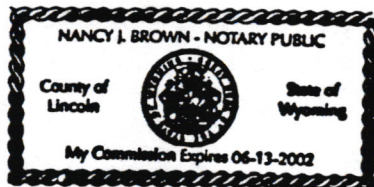
Nancy J. Brown
Notary Public

STATE OF WYOMING)
) ss.
County of Lincoln)

On this 10th day of August, 1998, before me personally appeared Harold P. Stewart as President of Star Valley Ranch R. V. Park, Inc. executing the foregoing document and Bradley J. Stewart, Secretary, attesting this document on behalf of the corporation by authority of its Board of Directors and Harold P. Stewart and Bradley J. Stewart acknowledged said instrument to be the free act and deed of the corporation.

Witness my hand and official seal.

My commission expires:



Nancy J. Brown
Notary Public