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P. Olson
AUDITOR
GARY M. OLSON

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ASSIGNMENT AND ASSUMPTION OF CONTRACT OF SALE

THIS ASSIGNMENT AND ASSUMPTION OF CONTRACT OF SALE (this "Assignment") is made as of August 1, 1996, by and between SALISHAN LODGE, INC., an Oregon corporation ("Assignor"), and YCP SKAMANIA L.P., a Delaware limited partnership ("Assignee").

IN CONSIDERATION OF the mutual covenants and conditions set forth hereinbelow, Assignor and Assignee (together the "Parties" and each sometimes a "Party") do hereby act and agree as follows:

1. Assignment of Skamania Contract. Assignor hereby sells, assigns, sets over and transfers to Assignee all of Assignor's right, title and interest as the Purchaser under, in and to that certain Contract of Sale Between County of Skamania, Washington, and Salishan Lodge, Inc. for Golf Course and Meeting Facility of Skamania Lodge dated June 30, 1994, made and executed by Skamania County, a County Government of the State of Washington and Assignor as of that date ("the Skamania Contract"), the real property of which is more particularly described on Exhibit A attached hereto and by this reference incorporated herein. A Memorandum of the Skamania Contract was recorded June 30, 1994 in Book 144, Page 190 of the Records of Skamania County, Washington.

2. Assumption of Skamania Contract. Assignee hereby assumes all of the obligations and liabilities of Assignor, as the Purchaser, under the Skamania Contract.

3. Warranties and Representations. Assignor hereby warrants and represents to Assignee that:

(a) Assignor has made no other assignment, pledge, hypothecation or other transfer of any of its rights, title and interest as the Purchaser under the Skamania Contract.

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Exempt
JW
SKAMANIA COUNTY TREASURER

(b) Assignor is fully empowered and duly authorized to make the assignment set forth herein, and such assignment does not breach or conflict with any of the articles of incorporation, bylaws, resolutions, agreements, indentures, judgments, orders or decrees to which Assignor is a party or otherwise subject.

(c) Assignor is not in default of any of its obligations under the Purchase Agreement, and no event or condition exists which, by notice or passage of time, will become such a default.

4. Counterparts. This Assignment, and any amendment hereto, may be executed in any number of counterparts and by each Party on separate counterparts, each, when so executed and delivered, shall be deemed an original and all of which taken together shall constitute but one and the same instrument.

5. Governing Law. This Assignment shall be deemed to be an agreement made under the laws of the State of Oregon and for all purposes shall be governed by and construed in accordance with such laws.

6. Notice of Assignment. A copy of this Assignment shall be sufficient notice to all persons of the assignment contained herein and may be relied upon by any third parties.

IN WITNESS WHEREOF, the Parties have each caused this Assignment to be duly executed and delivered, by their representative(s) authorized thereunto, as of the date first above written.

Assignor:

SALISHAN LODGE, INC.,
an Oregon corporation

By: [Signature]
Its: Chairman

Assignee:

YCP SKAMANIA L.P., a
Delaware limited partnership

By: [Signature]
Its: Vic President

[notarial acknowledgments follow]

STATE OF OREGON)
) ss.
County of Multnomah)

On the 1st day of August, 1996,
personally appeared the above named John D. Gray, in his
capacity as Chairman of SALISHAN LODGE, INC., an Oregon
corporation, and acknowledged the foregoing instrument to be
his voluntary act and deed on behalf of said corporation.
Before me:

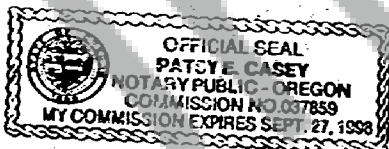


Patsy E. Casey
Notary Public for Oregon
My Commission Expires: 9-27-98

STATE OF OREGON)
) ss.
County of Multnomah)

On the 1st day of August, 1996,
personally appeared the above named Doris Parker-Grossman, in
capacity as Vice President of YCP SKAMANIA L.P., a
Delaware limited partnership, and acknowledged the foregoing
instrument to be his voluntary act and deed on behalf of
said limited partnership.

Before me:



Patsy E. Casey
Notary Public for Oregon
My Commission Expires: 9-27-98

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PARCEL II

Being a tract of land out of portions of Government Lots 2 and 3, in the Iman D.L.C., all in Section 2, Township 2 North, Range 7 East of the Willamette Meridian and being more particularly described as follows:

Beginning at a 1/4 inch iron rod on the West line of the Baughman D.L.C., said rod being South 00° 50' 59" West 1,935.30 feet from a brass cap marking the Northwest corner of the Baughman D.L.C.; thence leaving said West line North 57° 31' 40" West 1,839.91 feet to an 1/4 inch iron pipe; thence South 59° 00' 19" West 396.02 feet to a 1/4 inch iron rod; thence North 78° 38' 44" West 97.60 feet to a 1/4 inch iron rod; thence North 35° 28' 44" West 122.60 feet to a 1/4 inch iron rod; thence North 59° 43' 41" West 216.00 feet to a 1/4 inch iron rod; thence North 65° 46' 40" West 919.35 feet to a 1/4 inch iron rod on the Southeasterly line of BPA right of way; thence along said right of way North 40° 21' 00" East 2,004.39 feet to a 1/4 inch iron rod; thence leaving said right of way South 21° 52' 06" East 221.63 feet to a 1/4 inch iron pipe; thence South 89° 53' 16" East 104.76 feet to a 1/4 inch iron pipe; thence North 45° 07' 04" East 121.54 feet to a 1/4 inch iron rod; thence North 01° 32' 31" East 0.58 feet to a point; thence South 22° 51' 56" East 133.67 feet to a 1/4 inch iron rod; thence South 34° 22' 53" East 377.84 feet to a 1/4 inch iron rod; thence South 65° 26' 35" East 236.37 feet to a 1/4 inch iron rod; thence South 13° 10' 46" West 117.78 feet to a 1/4 inch iron rod; thence South 71° 56' 35" East 207.62 feet to a 1/4 inch iron rod; thence North 13° 10' 46" East 194.93 feet to a 1/4 inch iron rod; thence South 72° 56' 35" East 72.19 feet to a 1/4 inch iron rod; thence South 53° 51' 59" East 476.72 feet to a 1/4 inch iron rod; thence South 75° 24' 01" East 132.00 feet to a 1/4 inch iron rod; thence South 89° 09' 01" East 74.00 feet to a 1/4 inch iron rod; thence South 00° 50' 59" West 132.00 feet to a 1/4 inch iron rod; thence South 89° 09' 01" East 180.29 feet to a 1/4 inch iron rod on the Southwesterly right of way of Foster Creek Road (40.00 foot right of way); thence along said right of way 260.65 feet along the arc of a 224.60 foot radius curve to the left, having a central angle of 66° 29' 28"; the chord of which bears South 44° 35' 53" East, a distance of 246.26 feet to a 1/4 inch iron rod; thence South 77° 50' 37" East 114.61 feet to a 1/4 inch iron rod; thence 159.01 feet along the arc of a 420.80 foot radius curve to the right, having a central angle of 21° 39' 00"; the chord of which bears South 67° 01' 07" East, a distance of 158.06 feet to a 1/4 inch iron rod; thence South 56° 11' 37" East 273.36 feet to a 1/4 inch iron rod; thence leaving said right of way South 46° 53' 56" West 373.47 feet to a Skamania County brass cap; thence South 62° 28' 04" East 785.01 feet to a 1/4 inch iron rod on said right of way of Foster Creek Road; thence along said right of way 73.68 feet along the arc of a 402.00 foot radius curve to the left, having a central angle of 10° 30' 04"; the chord of which bears South 31° 18' 02" East, a distance of 73.57 feet to a 1/4 inch iron rod; thence South 36° 33' 04" East 17.29 feet to a 1/4 inch iron rod; thence 134.33 feet along the arc of a 402.00 foot radius curve to the left, having a central angle of 19° 08' 46"; the chord of which bears South 46° 07' 27" East, a distance of 133.71 feet to a 1/4 inch iron rod, said rod marking the intersection of said Foster Creek Road right of way and the Westerly right of way of Second Street Extension (variable width right of way); thence leaving said Foster Creek Road right of way and along said Second Street Extension right of way South 08° 32' 58" West 370.52 feet to a point that bears South 17° 15' 33" West 0.56 feet from a concrete right of way monument; thence 413.67 feet along the arc of a 1,587.10 foot radius curve to the right, having a central angle of 14° 56' 02"; the chord of which bears South 16° 00' 59" West, a distance of 412.50 feet to a 1/4 inch iron rod; thence North 66° 31' 00" West 20.00 feet to a 1/4 inch iron rod; thence 191.45 feet along the arc of a 1,567.10 foot radius curve to the right, having a central angle of 06° 59' 59"; a chord of which bears South 26° 58' 59" West, a distance of 191.33 feet to a 1/4 inch iron rod; thence South 59° 31' 02" East 20.00 feet to a 1/4 inch iron rod; thence 62.63 feet along the arc of a 1,587.10 foot radius curve to the right, having a central angle of 02° 15' 40"; the chord of which bears South 31° 36' 48" West, a distance of 62.63 feet to a 1/4 inch iron rod; thence North 56° 03' 57" West 8.39 feet to a point that bears North 50° 38' 42" West 0.70 feet from a concrete right of way monument; thence South 33° 56' 03" West 208.73 feet to a point that bears South 65° 29' 49" East 0.58 feet from a concrete right of way monument;

Gary H. Martin, Skamania County Assessor

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thence North 56° 03' 57" West 60.00 feet to a point that bears North 35° 49' 26" West 0.57 feet from a concrete right of way monument; thence South 33° 56' 03" West 133.77 feet to a point that bears South 78° 22' 11" West 1.00 feet from a concrete right of way monument; thence South 56° 03' 57" East 5.47 feet to a 1/4 inch iron rod, said rod also marking the intersection of said Second Street Extension right of way and the Westerly right of way of Malicot Road (60.00 foot right of way); thence along said Malicot right of way South 56° 27' 19" West 46.44 feet to a 1/4 inch iron rod; thence 201.61 feet along the arc of a 256.70 foot radius curve to the right, having a central angle of 45° 00' 00", the chord of which bears South 78° 57' 19" West, 196.47 feet to a 1/4 inch iron rod; thence North 78° 32' 41" West 13.00 feet to a 1/4 inch iron rod; thence 186.92 feet along the arc of a 125.70 foot radius curve to the left, having a central angle of 85° 12' 00", the chord of which bears South 58° 51' 19" West, a distance of 170.17 feet to a 1/4 inch iron rod marking the point of compound curvature; thence 172.50 feet along the arc of a 173.40 foot radius curve to the left, having a central angle of 57° 00' 00", the chord of which bears South 12° 14' 41" East, a distance of 165.48 feet to a 1/4 inch iron rod marking the point of reverse curvature; thence 79.96 feet along the arc of a 65.70 foot radius curve to the right, having a central angle of 69° 44' 00", the chord of which bears South 05° 52' 41" East, a distance of 75.12 feet to a 1/4 inch iron rod; thence South 28° 59' 19" West 98.60 feet to a 1/4 inch iron rod; thence 65.70 feet along the arc of a 65.70 foot radius curve to the right, having a central angle of 57° 16' 00", the chord of which bears South 57° 38' 19" West, a distance of 63.00 feet to a 1/4 inch iron rod marking a point of reverse curvature; thence 254.56 feet along the arc of a 507.60 foot radius curve to the left, having a central angle of 28° 44' 00", the chord of which bears South 71° 55' 19" West, a distance of 251.90 feet to a 1/4 inch iron rod marking a point of reverse curvature; thence 44.84 feet along the arc of a 160.80 foot radius curve to the right, having a central angle of 15° 58' 38", the chord of which bears South 65° 32' 38" West, a distance of 44.69 feet to a 1/4 inch iron rod; thence leaving said Malicot Road right of way North 00° 50' 59" East 1,237.41 feet to the point of beginning.

EXCEPTING therefrom the following described parcel of land acquired by Salishan Lodge, Inc. pursuant to the terms of the option set forth in the Ground Lease dated July 18, 1991:

LEGAL DESCRIPTION
"LODGE SITE"

A tract of land located in the D. Baughman Donation Land Claim and the F. Iman Donation Land Claim situated in Section 2, Township 2 North, Range 7 East of the Willamette Meridian, in the County of Skamania, State of Washington, and being a portion of two tracts of land conveyed to Skamania County by deeds recorded in Book 27, Page 39, and in Book 110, Page 121, Skamania County Deed Records, described as follows:

Beginning at a 1/4 inch iron rod as depicted on that certain Record of Survey recorded in Volume 3, Page 53, Survey Records, in the County of Skamania, State of Washington, marking the Northeast corner of Columbia Gorge Park recorded in Book B, Page 55, Plat Records, Skamania County, Washington, said corner also being located in the line common to the D. Baughman and the F. Iman Donation Land Claims, being South 00° 50' 59" West 1,935.30 feet from a brass cap marking the Northwest corner of said D. Baughman D.L.C.; thence North 57° 31' 40" West along the North line of Columbia Gorge Park 818.09 feet; thence North 12° 03' 10" East 214.56 feet; thence North 40° 42' 58" East 276.93 feet; thence North 66° 22' 55" East 148.14 feet; thence South 78° 55' 22" East 121.89 feet; thence North 48° 11' 16" East 259.96 feet; thence South 39° 51' 28" East 263.16 feet; thence South 27° 29' 26" West 144.39 feet; thence South 62° 33' 34" East 94.34 feet; thence South 27° 26' 26" West 175.84 feet; thence South 04° 42' 01" West 37.03 feet; thence South 17° 31' 02" East 206.61 feet; thence North 72° 28' 58" East 10.64 feet; thence South 17° 31' 02" East 56.51 feet; thence South 72° 28' 58" West 7.30 feet; thence South 17° 31' 02" East 44.89 feet; thence South 72° 28' 58"

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West 13.22 feet; thence South 17° 31' 02" East 100.63 feet; thence South 31° 57' 00" East 35.43 feet; thence South 70° 07' 20" West 232.20 feet to the point of beginning, and there ending, all in Skamania County, Washington.

EXCEPTING therefrom the following additional parcel of land defined as the Meadow, more specifically described as follows:

LEGAL DESCRIPTION
"THE MEADOW"

A tract of land located in the D. Baughman Donation Land Claim and the F. Iman Donation Land Claim situated in Section 2, Township 2 North, Range 7 East of the Willamette Meridian, in the County of Skamania, State of Washington, and being a portion of a tract of land conveyed to Skamania County by deed recorded in Book 27, Page 39, Skamania County Deed Records, and being more particularly described as follows:

Commencing from a 1/2 inch iron rod as depicted on that certain Record of Survey recorded in Volume 3, Page 53, Survey Records, Skamania County, Washington, marking the Northeast corner of Columbia Gorge Park, recorded in Book B, Page 55, Plat Records, Skamania County, Washington, said corner also being located in the line common to the D. Baughman and the F. Iman Donation Land Claims, being South 00° 50' 59" West 1,935.30 feet from a brass cap marking the Northwest corner of said D. Baughman D.L.C.; thence North 70° 07' 20" East 232.20 feet to a point; thence North 31° 57' 00" West 34.60 feet to the true point of beginning; thence North 31° 57' 00" West 0.83 feet to a point; thence North 17° 31' 02" West 46.24 feet to a point; thence North 72° 28' 58" East 47.82 feet to a point; thence North 17° 31' 02" West 84.14 feet to a point; thence South 72° 28' 58" West 27.30 feet to a point; thence North 17° 31' 02" West 71.64 feet to a point; thence South 72° 28' 58" West 10.64 feet to a point; thence North 17° 31' 02" West 168.85 feet to a point; thence North 72° 28' 58" East 32.45 feet to a point; thence North 00° 02' 58" East 93.69 feet to a point; thence North 27° 26' 26" East 37.03 feet to a point; thence North 62° 33' 34" West 20.86 feet to a point; thence North 27° 26' 26" East 93.57 feet to a point; thence North 73° 39' 53" East 126.26 feet to a point; thence South 26° 12' 57" East 135.00 feet to a point; thence South 40° 31' 12" East 296.43 feet to a point; thence South 18° 00' 59" East 198.30 feet to the beginning of a 238.00 foot radius non-tangent curve to the right; thence along said non-tangent curve to the right 143.26 feet through a central angle of 34° 29' 13" (chord bears South 76° 34' 39" West 141.00 feet); thence North 86° 10' 44" West 90.69 feet to the beginning of a 215.65 foot radius curve to the left; thence along said curve to the left 144.82 feet through a central angle of 38° 28' 36" (chord bears South 74° 34' 58" West 142.12 feet) to a point of reverse curvature; thence along a 238.00 foot radius curve to the right 45.91 feet through a central angle of 11° 03' 04" (chord bears South 60° 52' 12" West 45.83 feet) to the true point of beginning.

The basis of bearings for this legal description is per Volume 3, Pages 53 and 54, Skamania County Survey Records.