

When recorded return to:
Richard Schwarte
Box 11355
So. Lake Tahoe, CA 96155

R.P.T.T. \$ #3 MEMBERSHIP AGREEMENT AND DEED

FOR VALUABLE CONSIDERATION, receipt of which is acknowledged, GENOA LAKES VENTURE, a Nevada Joint Venture between Dingman Development, Ltd., a Nevada limited partnership (Dingman Investments Inc., a Nevada corporation, general partner), and Calvo Development, Ltd., a Nevada corporation, as owner and developer of the Genoa Lakes and Genoa Lakes North Golf Courses on the property described as follows:

Genoa Lakes -

Parcel 7 of 4th Record of Survey to Accompany a Lot Line Adjustment for Genoa Lakes Venture recorded March 11, 1993 in Book 393 Page 2153 Document Number 301667

APN 17-130-62

Genoa Lakes North -

APN

DOES HEREBY GRANT, BARGAIN, sell and transfer to Richard Schwarte ("Grantee") one (1) full family membership in and to the Genoa Lakes and Genoa Lakes North Golf Courses, and any club associated therewith, as such memberships and club may be determined. Such membership shall provide rights and access to all facilities, and contain all rights and privileges, and be subject to the same rules and regulations as the broadest category of golf course or club memberships established. Such membership shall, however, be prepaid and have

no fees or charges, including without limitation, any initial fees, dues or assessments, for a period equal to the life of Richard Schwarte. This membership is personal to Grantee and his immediate family including Grantee's spouse and the children of Grantee and their spouse, and is not intended to be transferred.

The parties agree that this document is intended to be recorded on the relevant golf course parcels.

GENOA LAKES VENTURE covenants and agrees to duly and fully perform the obligations herein described.

This Agreement and the rights, obligations and burdens shall be a covenant running with the land, and shall inure to the successors, heirs, assigns and grantees of the parties.

IN WITNESS WHEREOF, this Agreement is executed this 18th day of November, 1994.

GENOA LAKES VENTURE

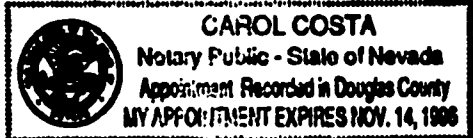
By: Jeffery Dingman
Jeffery Dingman, General Partner

By: Eduardo A. Calvo
Eduardo A. Calvo, General Partner

Richard Schwarte
Richard Schwarte

COUNTY OF DOUGLAS)
STATE OF NEVADA) SS
)

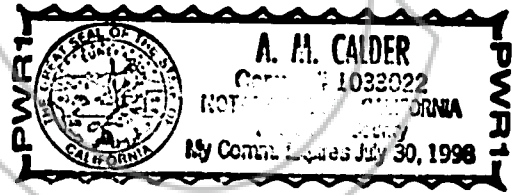
On this 18th day of Nov, 1994, did personally appear before me, a notary public, JEFFERY DINGMAN personally known (or proved) to me to be the person whose name is subscribed to the above instrument, who acknowledged that he executed the above instrument.



Carol Costa
NOTARY PUBLIC

EL DORADO
COUNTY OF DOUGLAS)
STATE OF NEVADA) SS
CALIFORNIA)

On this 29th day of NOV, 1994, did personally appear before me, a notary public, Richard Schwarte personally known (or proved) to me to be the person whose name is subscribed to the above instrument, who acknowledged that he executed the above instrument.



A.M. Calder
NOTARY PUBLIC

TERRITORY OF GUAM)
CITY OF AGANA) SS.
)

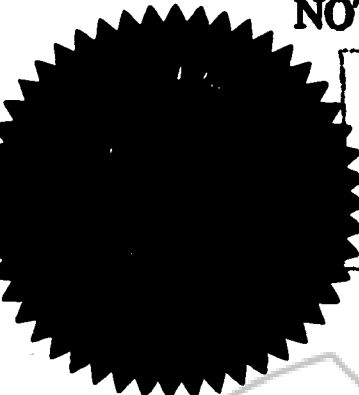
On this 14th day of NOVEMBER 1994, did personally appear before me, a notary public in and for said Territory, personally appeared Eduardo A. Calvo, President of Calvo Development, LTD known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged that he executed the same, freely and voluntarily and for the uses and pruposes therein mentioned.

WITNESS my hand and official seal

Susan B. Nishimura

NOTARY PUBLIC

SUSAN B. NISHIMURA
Notary Public
655 S. MARINE DRIVE., SUITE 202
Tarruning, Guam 96911
In & for the Territory of Guam
My Commission Expires Feb. 10, 1997



REQUESTED BY
WESTERN TITLE COMPANY, INC.
IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

for Richard Schwartz
'94 BEC -2 P12:07

351913

EX 1294 PG0528

SUZANNE BEAUDREAU
SO RECORDER
\$10 PAID *KO* DEPUTY