

DAVID WALLEY'S RESORT
GRANT, BARGAIN, SALE DEED

THIS INDENTURE, made this 15th day of September, 2002 between WALLEY'S PARTNERS LIMITED PARTNERSHIP, a Nevada limited partnership, Grantor, and NOAH S. CLAY, a single man and CHRISTINE M. FLYNN, a single woman together as joint tenants with the right of survivorship

Grantee;

WITNESSETH:

That Grantor, in consideration for the sum of TEN DOLLARS (\$10.00), lawful money of the United States of America, paid to Grantor by Grantee, the receipt whereof is hereby acknowledged, does by these presents grant, bargain and sell unto the Grantee and Grantee's heirs and assigns, all that certain property located and situated in Douglas County, State of Nevada, more particularly described on Exhibit "A" attached hereto and incorporated herein by this reference;

TOGETHER with the tenements, hereditaments and appurtenances thereunto belonging or appertaining and the reversion and reversions, remainder and remainders, rents, issues and profits thereof;

SUBJECT TO any and all matters of record, including taxes, assessments, easements, oil and mineral reservations and leases, if any, rights of way, agreements and the Declaration of Time Share Covenants, Conditions and Restrictions for David Walley's Resort recorded on September 23, 1998, in Book 998 at Page 4404 as Document Number 449993, Official Records of Douglas County, Nevada, and which Declaration is incorporated herein by this reference as if the same were fully set forth herein;

TO HAVE AND TO HOLD all and singular the premises, together with the appurtenances, unto the said Grantee and Grantee's successors and assigns forever.

IN WITNESS WHEREOF, the Grantor has executed this conveyance the day and year first above written.

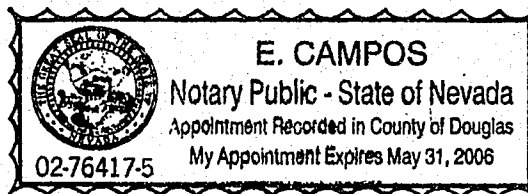
STATE OF NEVADA)
COUNTY OF DOUGLAS)

WALLEY'S PARTNERS LIMITED PARTNERSHIP,
a Nevada limited partnership
By: Valley Partners, LLC, a
Nevada limited liability company,
managing general partner.
By: Sierra Resorts Group, LLC, a
Nevada limited liability company,
its Manager

On the 14 day of September, 2002, personally appeared before me, a notary public, Lisa Ramsey-Simpson, known to be an Authorized Agent of Sierra Resorts Group, LLC, a Nevada limited liability company and Manager of Valley Partners, LLC, a Nevada limited liability company and managing general partner of Walley's Partners Limited Partnership, a Nevada limited partnership, and she acknowledged to me that she executed the foregoing document on behalf of said limited partnership.

By: *Lisa Ramsey-Simpson*
Lisa Ramsey-Simpson
Authorized Agent

Lisa Ramsey-Simpson
Notary Public



WHEN RECORDED MAIL TO

Name NOAH S. CLAY
Street CHRISTINE M. FLYNN
City/State/ZIP 113 ANITA ROAD #1
BURLINGAME, CA 94010

0553142
BK0902PG09194

EXHIBIT "A"
(WALLEY'S)

A timeshare estate comprised of an undivided interest as tenants in common in and to that certain real property and improvements as follows:

An undivided 1/3978th interest in and to all that real property situate in the County of Douglas, State of Nevada, described as follows:

PARCEL E-1 of the Final Subdivision Map LDA #98-05 for DAVID WALLEY'S RESORT, a Commercial Subdivision, filed for record with the Douglas County Recorder on October 19, 2000, in Book 1000, at page 3464, as Document No. 501638, and by Certificate of Amendment recorded November 3, 2000 in Book 1100, Page 467, as Document No. 502689, Official Records of Douglas County, Nevada.

Together with a permanent non-exclusive easement for utilities and access, for the benefit of Parcel E-1, as set forth in Quitclaim Deed recorded September 17, 1998 in Book 998, Page 3250 as Document No. 449574, Official Records, Douglas County, Nevada.

Together with those easements appurtenant thereto and such easements and use rights described in the Declaration of Time Share Covenants, Conditions and Restrictions for David Walley's Resort recorded September 23, 1998 as Document No. 0449993, and as amended by Document Nos. 0466255, 0485265, 0489959, 0509920 and 0521436, and subject to said Declaration; with the exclusive right to use said interest for one Use Period within a STANDARD UNIT every other year in ODD-numbered years in accordance with said Declaration.

A Portion of APN 1319-15-000-015

REQUESTED BY
Stewart Title of Douglas County
IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

2002 SEP 27 AM 10:15

LINDA SLATER
RECORDER

\$15⁰⁰ PAID *KJ* DEPUTY

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