

RECORDING REQUESTED BY AND
WHEN RECORDED RETURN TO:

Kirk S. Schumacher
6100 Neil Road, Suite 500
Reno, Nevada 89511-1149

APN: ~~39-121-08-~~
1022-29-402-001

MEMORANDUM OF TENANCY IN COMMON AGREEMENT

This Memorandum of Tenancy in Common Agreement ("Memorandum"), dated this 31st day of JANUARY, 2003, by and between the RHE Trust ("RHE Trust") and Topaz Lodge, Inc., a Nevada corporation ("Topaz Lodge"). The RHE Trust and Topaz Lodge are collectively referred to as the "Owners" and severally each as an "Owner".

RECITALS

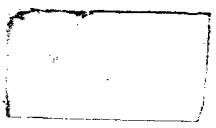
- A. The Owners own or have acquired that certain improved real property located in the County of Douglas, State of Nevada, more particularly described in Exhibit A attached hereto and incorporated herein (the "Common Property").
- B. Each Owner intends to and shall own its respective interest in the Common Property as a tenant-in-common with the other Owner. Each Owner desires to make and enter into an agreement with the other Owners to provide for the proper and orderly ownership, operation and management of the Common Property and of its respective ownership interest therein.

NOW, THEREFORE, in consideration of the mutual covenants, conditions and agreements set forth herein, the Owners, and each of them, hereby agree as follows:

- 1. **Declaration.** The Owners hereby declare that their relationship in and to the Common Property is that of tenants-in-common, expressly subject, however, to the terms and conditions set forth in the Tenancy in Common Agreement between the Owners (the "Agreement"). Nothing contained in this Memorandum or the Agreement shall be deemed to constitute the Owners as partners or joint venturers.
- 2. **Term.** The effectiveness of this Memorandum shall commence upon the execution hereof, and shall continue for a period of twenty-five (25) years, unless sooner terminated by unanimous consent of the Owners or by legal partition of the Common Property.
- 3. **Inconsistency.** In the event of any inconsistency between this Memorandum and the Agreement, the Agreement shall control.

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4. Successors. This Memorandum and the Agreement shall bind and inure to the benefit of the parties hereto and their respective successors and assigns.

5. Governing Law. This Memorandum and the Agreement shall be governed by Nevada law.

6. No Merger. Fee title to the Common Property and any leasehold interest in the Common Property shall not merge, but shall remain separate and distinct, notwithstanding the acquisition of all or any combination of the fee interest and the leasehold interest by the fee owner, any tenant, or by a third person, by purchase or otherwise.

IN WITNESS WHEREOF, the Owners, and each of them, have executed this Agreement on the day and year first set forth above.

RHE TRUST

By: *RH Elton*

Name: Roger H. Elton

Its: Trustee

TOPAZ LODGE, INC.

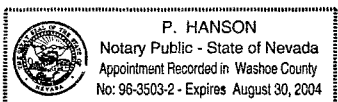
By: *RAC*

Name: Robert A. Cashell, Jr.

Its: President

STATE OF NEVADA)
 : ss.
COUNTY OF WASHOE)

This instrument was acknowledged before me this 31st day of JANUARY, 2003, by
Roger H. Elton, Trustee of the RHE Trust.

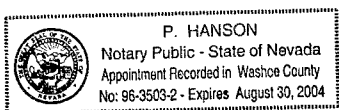




Notary Public

STATE OF NEVADA)
 : ss.
COUNTY OF WASHOE)

This instrument was acknowledged before me this 31st day of January, 2003,
by Robert A. Cashell, Jr., President of Topaz Lodge, Inc.





Notary Public



COPY

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EXHIBIT "A"

All that property situate in the County of Douglas, State of Nevada, described as follows:

PARCEL 1

Lots 120, 121, 122, 123, 152, 153 and 154, of TOPAZ SUBDIVISION, according to the map thereof, filed in the office of the County Recorder of Douglas County, State of Nevada, on August 10, 1954, as File No. 9774.

TOGETHER WITH that real property lying and being in Section 29, Township 10 North, Range 22 East, M.D.B. & M., Douglas County, State of Nevada, and more particularly described as follows:

COMMENCING at a point on the Northwest corner of Lot 123 of the Topaz Subdivision as recorded August 10, 1954, in the Official Records of Douglas County, Nevada; said point being the TRUE POINT OF BEGINNING;

Thence West, a distance of 60.00 feet;
Thence South 00° 04' West, a distance of 420.00 feet;
Thence East, a distance of 60.00 feet to the Southwest corner of Lot 120 of aforesaid subdivision;
Thence North 00° 04' East, a distance of 420.00 feet to the TRUE POINT OF BEGINNING.

ALSO TOGETHER WITH all that certain piece or parcel of land situated in the Southwest Quarter of Section 29, Township 10 North, Range 22 East, M.D.B. & M., Douglas County, State of Nevada, and more particularly described as follows:

BEGINNING at the intersection of the West line of Genoa Street and the South line of Topaz Subdivision, as shown on the map thereof, filed in the office of the County Recorder of Douglas County, Nevada, on August 10, 1954;

Thence North 0° 4' East along said West line of Genoa Street, a distance of 154.86 feet to the TRUE POINT OF BEGINNING;
Thence continuing North 0° 4' East 265.14 feet to the South line of Kit Carson Avenue, as shown on the map of Topaz Subdivision;
Thence West 385.87 feet to a point on the Easterly right of way curve of U.S. Highway 395 as described in the conveyance to the State of Nevada, recorded August 31, 1948, in Book Y of Deeds, Page 474, Douglas County, Nevada, records;
Thence Southeasterly along a curve having a radius of 4,575 feet subtending a central angle of 3° 28' 38" an arc distance of 277.71 feet to a point;
Thence leaving said right of way line East, a distance of 303.29 feet to the TRUE POINT OF BEGINNING.

All that certain piece or parcel situate in the Southwest Quarter of Section 29, Township 10 North, Range 22, East, M.D.B. & M., described as follows:

BEGINNING at a 7/8 inch iron bar at the intersection of the West line of Genoa Street and the South line of TOPAZ SUBDIVISION, according to the map thereof, filed in the office of the County Recorder of Douglas County, Nevada, on August 10, 1954, under Document No. 9774, Douglas County, Nevada Records;

Thence from the POINT OF BEGINNING North 0° 04' East along the West line of Genoa Street a distance of 154.86 feet to a 7/8 inch iron bar;
Thence West 303.29 feet, to a point in the Easterly right of way line of U.S. Highway 395, as described in the conveyance to the State of Nevada, recorded August 31, 1948, in Book Y of Deeds, Page 473, Douglas County, Nevada Records;

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Thence along said highway right of way line along a curve to the right having a radius of 4575 feet, through an angle of 2° 00' 12", for an arc distance of 160.00 feet, to the intersection thereof, with the North line of the parcel conveyed to the M.K. & D. Company, recorded April 1, 1955, in Book B-1 of Deeds, Page 316, Douglas County, Nevada Records;
Thence East along the line common to said M.K. & D. Company parcel, a distance of 263.06 feet to the POINT OF BEGINNING.

ALSO TOGETHER WITH all that certain piece or parcel of land situate in the County of Douglas, State of Nevada, described as follows:

A parcel of land being a portion of the Northwest ¼ of the Southwest ¼ of Section 29, Township 10 North, Range 22 East, M.D.B. & M., Douglas County, Nevada and more particularly described as follows:

COMMENCING at the Southwest corner of Lot 152, of TOPAZ SUBDIVISION, according to the map thereof, filed in the office of the County Recorder of Douglas County, State of Nevada, on August 10, 1954;
Thence West a distance of 60 feet to the TRUE POINT OF BEGINNING;
Thence continuing West, a distance of 406.39 feet more or less, to a point in the curve of the Easterly right of way line of U.S. Highway 395, and
Thence a Radial bearing South 70° 20' 59" West;
Thence Northerly along said right of way line through a curve whose central angle is 3° 45' 26" having a radius of 4,574.00 feet, an arc length of 300.00 feet to a point;
Thence South 89° 57' 00" East, a distance of 516.88 feet to a point in the Westerly line of Genoa Street (60 feet in width);
Thence South 0° 04' 00" West along said Westerly line, a distance of 288.50 feet to the TRUE POINT OF BEGINNING.

ALSO TOGETHER WITH all that real property lying and being in the Southwest ¼ of Section 29, Township 10 North, Range 22 East, M.D.B. & M., Douglas County, State of Nevada, and more particularly described as follows:

COMMENCING at the Southwest corner of Lot 152 of TOPAZ SUBDIVISION, as recorded August 10, 1954;
Thence West 60.00 feet to the TRUE POINT OF BEGINNING;
Thence West, a distance of 406.39 feet more or less to a point on the Easterly right of way of U.S. Highway 395;
Thence in a generally Southerly direction along the Easterly right of way of U.S. Highway 395 to the Northwest corner of that certain parcel of land as defined on Page 4 of Exhibit A as recorded in Book 784, Page 138, of County Records, said point being further defined as lying on the South right of way line of Kit Carson Avenue per aforesaid subdivision;
Thence East, a distance of 385.87 feet more or less to the Southwest corner of Kit Carson Avenue with Genoa Street per aforesaid subdivision;
Thence North 00° 04' East, a distance of 60.00 feet to the TRUE POINT OF BEGINNING.

ALSO TOGETHER WITH commencing at a point on the Northeast corner of that certain parcel of land as defined in Book 1084, Page 2650, of County records, said point being the TRUE POINT OF BEGINNING;
Thence East, 60.00 feet, to the Easterly right of way line of Genoa Street as shown on the TOPAZ SUBDIVISION (as recorded August 10, 1954)
Thence South 00° 04' West along the Easterly right of way line of Genoa Street to the Southwest corner of Lot 152 of the aforesaid TOPAZ SUBDIVISION;
Thence East 200 feet to the Southeast corner of aforesaid Lot 152;
Thence South 00° 04' West, 60 feet to the Northeast corner of Lot 123 of the aforesaid TOPAZ SUBDIVISION;
Thence West along the Southerly right of way line of Kit Carson Avenue to the Southwest corner at the intersection of Kit Carson Avenue with Genoa Street;

Thence North 00° 04' East along the Westerly right of way of Genoa Street to the TRUE POINT OF BEGINNING.

EXCEPTING THEREFROM a general Public Utility Easement being a strip of land, 10 feet in width, (measured at right angles) lying 5 feet on both sides of the following described centerline being in portions of the former Kit Carson Avenue right of way as shown on the TOPAZ SUBDIVISION, recorded August 10, 1954 and being more particularly described as follows:

Section 1

Beginning at the Northeast corner of Lot 123 of said TOPAZ SUBDIVISION;
Thence North 0° 04' 00" East, 5.00 feet to the TRUE POINT OF BEGINNING;
Thence 89° 59' 04" West, 524.00 feet to an angle point in said centerline;
Thence South 55° 14' 05" West, 5 feet to the end thereof.

Section 2

Beginning at the angle point in the above described Section 1;
Thence North 89° 59' 04" West, 22.00 feet to the end thereof.

PARCEL 2

A parcel of land on the East side of U.S. Highway 395 in the South ½ of the Southwest ¼ of Section 29, Township 10 North, Range 22 East, M.D.B. & M. in Douglas County, Nevada, more fully described as follows:

BEGINNING at a point which the ¼ corner of the South boundary of said Section 29 lies East 1,070.00 feet and South 225 feet;
Thence West parallel to the South line of Section 29, 416.84 feet to a point on the East right of way line of Highway 395;
Thence following the said right of way line Northerly on a curve to the left with a radius of 4,575 feet from a tangent bearing to the left with a radius of 4,575 feet from a tangent bearing North 5° 23' 40" West, a distance of 608.90 feet,
Thence East 519.13 feet
Thence South 600 feet to the POINT OF BEGINNING.

PARCEL 3

All that certain property situate in the County of Douglas, State of Nevada, located in the South ½ of the Southwest ¼ of Section 29, Township 10 North, Range 22, East, M.D.B. & M., in Douglas County, Nevada, more particularly described as follows:

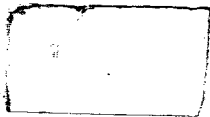
BEGINNING at a point on the South line of said Section 29, from which the South ¼ corner thereof bears East, 1,076.30 feet;
Thence along the said Section line West 394.00 feet to the Easterly right of way line of U.S. Highway 395;
Thence Northerly along said right of way line following a curve to the left with a radius of 4,575 feet, through an angle of 2° 49' 35" from a tangent bearing of 2° 56' 44" length of 225.69 feet;
Thence East 411.24 feet;
Thence South 225.00 feet to the TRUE POINT OF BEGINNING

PARCEL 4

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All that real property situate in the County of Douglas, State of Nevada, described as follows:

Lots 18, 24 and 38, as shown on the Amended Map of TOPAZ LODGE SUBDIVISION, FIRST AND SECOND SECTIONS, filed in the office of the County Recorder of Douglas County, State of Nevada, on September 16, 1958, in Book 3 of Maps, Page 3, as File No. 13594

NOTE (NRS 111.312): The above metes and bounds description appeared previously in that certain MEMORANDUM OF Ground Lease, recorded in the office of the County Recorder of Douglas County, Nevada on March 29, 2001, in Book 301, Page 7611, as Document No. 511284, of Official Records.

1979 U.S. Highway 395 S.
Gardnerville, Nevada

Unit: Topaz Lodge

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

2003 JAN 31 PM 4:12

WERNER CHRISTEN
RECORDER

\$21⁰⁰ PAID *KZ* DEPUTY

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