

REQUESTED BY

STEWART TITLE of DOUGLAS COUNTY
IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

A portion of APN: 1319-15-000-020

2004 AUG -6 AM 11:03

RPTT \$ 58.50 Escrow No: 17-068-22-01

WERNER CHRISTEN
RECORDER

Recording Requested By:

Mail Tax Statements To:

Walley's Property Owners Association
PO Box 158
Genoa, NV 89411

\$ 150 PAID BY DEPUTY

When Recorded Mail To:

LEO B. HOFFMAN AND CONNIS J. HOFFMAN
2030 HAWTHORNE COURT
CARSON CITY, NV 89703

DAVID WALLEY'S RESORT GRANT, BARGAIN, SALE DEED

THIS INDENTURE, made this 28th day of July, 2004 between WALLEY'S PARTNERS LIMITED PARTNERSHIP, a Nevada limited partnership, Grantor, and LEO B. HOFFMAN and CONNIS J. HOFFMAN, Trustees of the HOFFMAN LIVING TRUST, dated March 24, 2000 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 }

On the 8 day of July, 2004, 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

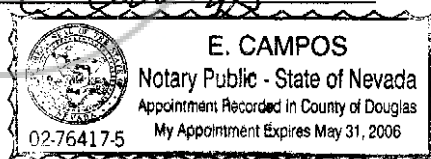
WALLEY'S PARTNERS LIMITED PARTNERSHIP
a Nevada limited partnership

By: Valley Partners, LLC, a Nevada limited liability company managing general partner

By: Sierra Resorts Group, LLC, a Nevada limited liability company, its Manager

By: [Signature]
Lisa Ramsey-Simpson, Authorized Agent

Notary Public



0620779

BK 0804 PG 02365

Inventory No.: 17-068-22-01

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 1/1224th interest in and to all that real property situate in the County of Douglas, State of Nevada, described as follows:

ADJUSTED PARCEL G as shown on that Record of Survey To Support a Boundary Line Adjustment recorded on September 20, 2002 in the Office of the Douglas County Recorder as Document No. 0552536, adjusting that Record of Survey recorded April 29, 2002 as Document No. 0540898, pursuant to that 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. 0501638, and by Certificate of Amendment recorded November 3, 2000, in Book 1100, Page 467, as Document No. 0502689, Official Records of 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, 0489957, 0509920 and 0521436, and that Declaration of Annexation of David Walley's Resort Phase III recorded on July 1, 2003 in the Office of the Douglas County Recorder as Document No. 0582120 and subject to said Declaration; with the exclusive right to use said interest for one Use Period within a TWO BEDROOM UNIT every year in accordance with said Declaration.

Together with a perpetual non-exclusive easement of use and enjoyment in, to and throughout the Common Area and a perpetual non-exclusive easement for parking and pedestrian and vehicular access, ingress and egress as set forth in Access Easement and Abandonment Deed recorded September 20, 2002 in Book 0902, at Page 06242, as Document No. 0552534, Official Records, Douglas County, Nevada.

A Portion of APN: 1319-15-000-020

0620779

BK0804PG02366