

OFFICIAL RECORD

Requested By:
STEWART TITLE

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

R.P.T.T. -0-

Interval #: 17-068-48-01 (0306848A)

Douglas County - NV
Werner Christen - Recorder

Page: 1 Of 4 Fee: 17.00
BK-0205 PG- 9181 RPTT: 0.00



DEED IN LIEU OF FORECLOSURE

THIS INDENTURE, made and entered into this ___th day of December 2004, by and between Marc Fero and Gloria Madrigal Fero, husband and wife as joint tenants with right of survivorship, Party of the First Part/Grantor, and Walley's Partners Limited Partnership, a Nevada Limited Partnership, Party of the Second Part/Grantee,

WITNESSETH:

That the said Party of the First Part, in consideration of the sum of TEN DOLLARS (\$10.00), lawful money of the United States of America to him in hand paid by the said Party of the Second Part, the receipt of whereof is hereby acknowledged, does by these presents, grant, bargain and sell unto the said party of the Second Part, and to its successors and assigns forever, all that certain real property situate in the County of Douglas, State of Nevada, described as follows:

SEE EXHIBIT "A" ATTACHED HERETO

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

TO HAVE AND TO HOLD the said premises, together with the appurtenances, unto the said Party of the Second Part, and to his heirs and assigns forever.

This Deed in Lieu of Foreclosure is an absolute conveyance, the Party of the First Part having sold said land to the Party of the Second Part for a fair and adequate consideration, such consideration, in addition to that above recited, being full satisfaction of all obligations secured by the Deed of Trust executed by Mark Fero and Gloria Madrigal Fero, husband and wife as joint tenants with right of survivorship, to STEWART TITLE OF DOUGLAS COUNTY, a Nevada corporation, Trustee for Walley's Partners Limited Partnership, a Nevada limited partnership, Beneficiary, recorded on August 20, 2004, in Book 0804, Page 8355 as Instrument No. 621923, Official Records of Douglas County, Nevada. Party of the First Part declare(s) that this conveyance is freely and fairly made and that there are no agreements, oral or written, other than this Deed in Lieu of Foreclosure between the parties hereto with respect to the property hereby conveyed, other than the Settlement Agreement executed simultaneously herewith.

IN WITNESS WHEREOF, the party of the First Part has executed this conveyance the day and year first hereinabove written.

Marc Fero
Marc Fero

Gloria Madrigal Fero
Gloria Madrigal Fero

STATE OF California
COUNTY OF Sonoma ss

On this 25th day of January, 2005, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Marc Fero and Gloria Madrigal Fero known to me to be the person(s) described in and who executed the foregoing instrument, who acknowledged to me that ~~he/she~~ they executed the same freely and voluntarily and for the uses and purposes therein mentioned.

WITNESS my hand and official seal.

Dawn M. Hyde
NOTARY PUBLIC



MAIL TAX STATEMENTS TO:

Walley's Partners Limited Partnership
P.O. Box 158
Genoa, NV 89411

AFFIDAVIT


STATE OF NEVADA)
) SS
COUNTY OF DOUGLAS)

Walley's Partners Limited Partnership,
a Nevada limited partnership

Grantee herein, being first duly sworn upon oath, deposes and says:

That he or she has read the foregoing Deed in Lieu of Foreclosure from Marc Fero and Gloria Madrigal Fero, Interval #0306848A and knows the contents thereof, and that every statement contained in the terms, warranties and covenants therein set forth is true of his or her own knowledge; that the parties named as Grantees in executing this Affidavit hereby accept said Deed in Lieu of Foreclosure and agree to its terms and covenants and approve the warranties therein contained.

WALLEY'S PARTNERS LIMITED PARTNERSHIP,
a Nevada limited partnership

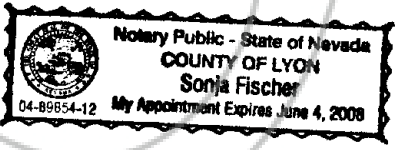


David G. Hyman
Authorized Agent

Subscribed, Sworn to and Acknowledged before me
this 29 day of December, 2004.



NOTARY PUBLIC



Inventory No.: 17-068-48-01

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.

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