ContractNo.: 000410625438

Number of Points Purchased: 154,000

ANNUAL Ownership

APN Parcel No.: 1318-15-822-001 PTN

1318-15-823-001 PTN

Mail Tax Bills to: Fairfield Resorts, Inc. 8427 South Park Circle, Suite 500

Orlando, FL 32819

Recording requested by:

Gunter-Hayes & Associates, agents for Lawyers Title Insurance Corp.

After recording, mail to: Attn: Stephen Campbell Gunter-Hayes & Associates, 3200 West Tyler, Suite D

Conway, AR 72034

GRANT, BARGAIN, SALE DEED Fairfield Tahoe at South Shore

FOR VALUABLE CONSIDERATION, receipt of which is hereby acknowledged, FAIRFIELD RESORTS, INC., a Delaware corporation, hereinafter referred to as "Grantor" does hereby grant, bargain, sell and conveyunto Ciria C Williams, Sole Owner.

of PO BOX 12457

ZEPHYR COVE

NV 89448

DOC

Page:

1

hereinafter referred to as the Grantee(s), the following described real property situated in the County of Douglas, State of Nevada:

154,000 /183,032,500 undivided fee simple interest as tenants in common in Units 12101, 12102, 12103, 12201, 12202, 12203, 12302, 14102, 14103, 14104, 14202, 14203, 14204 and 14302 in South Shore Condominium ("Property"), located at 180 Elks Point Road in Zephyr Cove, Nevada 89449, according to the Final Map #01-026 and Condominium Plat of South Shore filed of record in Book 1202, Page 2181 as Document Number 559872 in Douglas County, Nevada, and subject to all provisions thereof and those contained in that certain Declaration of Condominium - South Shore ("Timeshare Declaration") dated October 21, 2002 and recorded December 5, 2002 in Book 1202, Page 2182 as Instrument Number 559873, and also subject to all the provisions contained in that certain Declaration of Restrictions for Fairfield Tahoe at South Shore and recorded October 28, 2004 in Book 1004, Page 13107 as Instrument Number 628022, Official Records of Douglas County, Nevada, which subjected the Property to a timeshare plan called Fairfield Tahoe at South Shore ("Timeshare Plan"). Less and except all minerals and mineral rights which minerals and mineral rights are hereby reserved unto the Grantor, its successors and assigns.

SUBJECTTO:

- 1. Any and all rights of way, reservations, restrictions, easements, mineral exceptions and reservations, and conditions of record:
- 2. The covenants, conditions, restrictions and liens set forth in the Timeshare Declaration and the Declaration of Restrictions for Fairfield Tahoe at South Shore, and any supplements and amendments thereto:
- 3. Real estate taxes that are currently due and payable and are a lien against the Property.
- 4. All matters set forth on the plat of record depicting South Shore Condominium, and any supplements and amendments thereto.

The Property is a/an ANNUAL Ownership Interest as described in the Declaration of Restrictions for Fairfield Tahoe at South Shore and such ownership interest has been allocated 154,000 defined in the Declaration of Restrictions for Fairfield Tahoe at South Shore which Points may be used by the Granteein Each Resort Year(s). FORM: 98D005 02/08

0686596 10/18/2006 11:08 AM Deputy: CF

> OFFICIAL RECORD Requested By:

GUNTER HAYES & ASSOCIATES

LLC Douglas County - NV Werner Christen - Recorder

Fee:

15.00

Of. BK-1006 PG- 6077 RPTT:

78.00

Exhibit A

Contract #000410625438 COLLATERAL ASSIGNMENT ALLONGE TO DEED OF TRUST

For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Fairfield Resorts, Inc., a Delaware corporation, formerly known as Fairfield Communities, Inc., having its principal place of business at 8427 South Park Circle, Suite 500, Orlando, Florida 32819 ("Assignor") hereby assigns, transfers and grants all of its beneficial interest under the Note and Deed of Trust by and between Ciria C Williams. Sole Owner. and assignor dated O7/24/2006, as collateral, to Wachovia Bank, National Association, successor agent, 269 Technology Way, Building B, Unit 3, Rocklin, CA 95765 ("Assignee"), as Collateral Agent for itself and the other secured parties who are now or may become parties to that certain Collateral Agency Agreement, dated as of July 1, 2002, among the Collateral Agent, the Secured Parties (as defined therein), and others, as amended, to secure the obligations described therein. This Assignment shall be governed by and construed under the laws of the State of Nevada. This Assignment shall be binding upon and shall inure to the benefit of respective successors and assigns of Assignor and Assignee.

IN WITNESS WHEREOF, Assignor has executed this Assignment as of the 11th day of September , 2006.



Assignor:

Fairfield Resorts, Inc., a Delaware corporation (formerly known as Fairfield Communities, Inc.)

By:
Name: Sharon David
Title: Director of Title Services

STATE OF <u>Florida</u>) ss.
COUNTY OF <u>Orange</u>)

This instrument was acknowledged before me on the 11th day of September 32006, by Sharon David as Director of Title Services of Fairfield Resorts, Inc., a Delaware corporation.

MARY K. LUCIA
Commission # DD0569744
Expires: July 2, 2010
Bonded through Plonds Notary Assa... Inc.

Notary Public

My Commission Expires: 07/02/10