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DOC # 0711031
10/12/2007 02:29 PM Deputy: BH
OFFICIAL RECORD
Requested By:
TIMESHARE CLOSING SERVICES,

APN: 1319-15-000-015 *per M*

Recording requested by: Timothy R. Brainerd
and when recorded Mail To:
Timeshare Closing Services, Inc.
8545 Commodity Circle
Orlando, FL 32819

INC
Douglas County - NV
Werner Christen - Recorder
Page: 1 of 3 Fee: 16.00
BK-1007 PG- 3504 RPTT: 0.00



Escrow# TR04290752

Mail Tax Statements To: Oleg Murzin, 1045 National Dr., Sacramento, CA 95834

Limited Power of Attorney

Timothy R. Brainerd and Lucinda M. Brainerd, husband and wife as
joint tenants with rights of survivorship, whose address is 8545
Commodity Circle, Orlando, Florida 32819, "Grantor"

Hereby Grant(s) Power of Attorney To:

Chad Newbold

Document Date: June 25, 2007

The following described real property, situated in Douglas County,
State of Nevada, known as David Walley's Resort, which is more
particularly described in Exhibit "A" attached hereto and by this
reference made a part hereof.

LIMITED POWER OF ATTORNEY

File # TR04290752A

Timothy R. Brainerd and Lucinda M. Brainerd, ("THE PRINCIPAL(S)") do hereby make, constitute and appoint Chad Newbold, as the true and lawful attorney-in-fact for THE PRINCIPAL(S), giving and granting unto THE AGENT full power and authority to execute, sign, and initial any and all documents, and conduct any and all acts necessary to consummate for sale, purchase and conveyance of the real property or personal property ("THE TRANSACTION") known as:

Resort: David Walley's Resort, Douglas County, Nevada, Standard Unit, Odd Year Usage

including, but not limited to, the power and authority to execute any instruments necessary to close THE TRANSACTION the above referenced property and to allow THE AGENT to act in their stead at time of Closing of THE TRANSACTION. {This LIMITED DURABLE POWER OF ATTORNEY shall not be affected by disability of THE PRINCIPAL(S) except as provided by applicable provisions of the state statutes. This instrument may also be construed by THE AGENT, at its sole discretion to be a Non-Durable Power of Attorney having the effect of being a Limited Power of Attorney without the statutory benefits of a Durable Power.} Further, to perform all and every act and thing fully, and to the same extent as THE PRINCIPAL(S) could do if personally present, with full power of substitution and revocation, and THE PRINCIPAL(S) hereby ratifies and confirms that THE AGENT or any duly appointed substitute for THE AGENT shall lawfully do or cause to be done those acts authorized herein.

IN WITNESS WHEREOF, this instrument has been executed as of this 25 day of June,

~~2007~~ Signed in the Presence of:

Christy Hayes
Witness Signature # 1

CHRISTY HAYES
Name of Witness

Jill Chouinard
Witness Signature # 2

Jill Chouinard
Name of Witness

Timothy R Brainerd
Signature of Principal

Name of Principal: Timothy R. Brainerd

Lucinda M. Brainerd
Signature of Principal

Name of Principal: Lucinda M. Brainerd

Address of Principal:
5218 Bellevue Circle
Dublin, CA 94568

State of California
County of Alameda

On this 25 day of June, 2007, before me, Barbara Ann Roby, Notary Public, personally appeared Timothy R. Brainerd and Lucinda M. Brainerd, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies) and that by his/her/their signature(s) on the instrument the person(s) or the entity upon behalf of which the person(s) acted, executed the instrument.

NOTARY PUBLIC [Signature]
My Commission Expires: June 25 2009

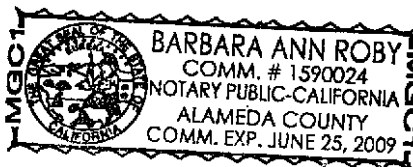


Exhibit "A"

File number: TR04290752

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 situated 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. 0501638, and by Certificate of Amendment recorded November 3, 2000, in Book 1100, at Page 467, as Document No. 0502689, 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, at Page 3250, as Document No. 0449574, 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, 0489957, 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 - number years 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: 1319-15-000-015

