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OFFICIAL RECORD

Requested By:
TIMESHARE CLOSING SERVICES,
INC

Douglas County - NV
Werner Christen - Recorder

Page: 1 of 3 Fee: 16.00
BK-1007 PG- 4682 RPTT: 0.00



APN: 1318-26-101-006 PTN

Recording requested by: Max M. Varnell
and when recorded Mail To:
Timeshare Closing Services, Inc.
8545 Commodity Circle
Orlando, FL 32819

Escrow# TR05220773

Mail Tax Statements To: Jonathan Sabin, 14210 Sorrel Ln, Reno, NV 89511

Limited Power of Attorney

Max M. Varnell and Ceil K. Varnell, husband and wife as Joint
Tenants with right of survivorship, whose address is 8545
Commodity Circle, Orlando, Florida 32819, "Grantor"

Hereby Grant(s) Power of Attorney To:

Chad Newbold

Document Date: June 29, 2007

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

LIMITED POWER OF ATTORNEY

File # TR05220773A

Max M. Varnell and Ceil K. Varnell, ("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: Kingsbury Crossing, Season High, Douglas County, Nevada, Annual 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 29 day of June,

2007 Signed in the Presence of:

[Signature]
Witness Signature # 1

ORLANDO S. ITO
Name of Witness

Max M. Varnell
Signature of Principal

Name of Principal: Max M. Varnell

[Signature]
Witness Signature # 2

Sandra Vasquez
Name of Witness

Ceil K. Varnell
Signature of Principal

Name of Principal: Ceil K. Varnell

Address of Principal:
4729 FRENCH DR.

CORPUS CHRISTI, TX 78411

State of Texas
County of nuces

On this 29 day of June, 2007, before me, Anna L. Perez, Notary Public, personally appeared Max M. Varnell and Ceil K. Varnell, 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:

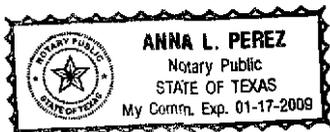


Exhibit "A"

File number: TR05220773

An undivided one-three thousand two hundred and thirteenth (1/3213) interest as a tenant-in-common in the following described real property (The Real Property):

A portion of the North one-half of the Northwest one-quarter of Section 26, Township 13 North, Range 18 East, MDB & M, described as follows: Parcel 3, as shown on that amended parcel Map for John E. Michelsen and Walter Cox recorded February 3, 1981, in Book 281 of Official Records at page 172, Douglas County, Nevada, as Document No. 53178, said map being an amended map of Parcels 3 and 4 as shown on that certain map for John E. Michelsen and Walter Cox, recorded February 10, 1978 in Book 278 of Official Records at Page 591, Douglas County, Nevada, as Document No. 17578.

Excepting from the real property the exclusive right to use and occupy all of the Dwelling Units and Units as defined in the "Declaration of Timeshare Use" and subsequent amendments thereto as hereinafter referred to.

Also excepting from the real property and reserving to grantor, its successors and assigns, all those certain easements referred to in paragraphs 2.5, 2.6 and 2.7 of said Declaration of Timeshare Use and amendments thereto together with the right to grant said easements to others.

Together with the exclusive right to use and occupy a "Unit" as defined in the Declaration of Timeshare Use recorded February 16, 1983, in Book 283, at page 1341 as Document No. 76233 of Official Records of the County of Douglas, State of Nevada and amendment to Declaration of Timeshare Use recorded April 20, 1983 in Book 483 at page 1021, Official Records of Douglas County, Nevada as Document No. 78917, and second amendment to Declaration of Timeshare Use Recorded July 20, 1983 in Book 783 of Official Records at page 1688, Douglas County, Nevada as Document No. 084425 (Declaration), during a "Use Period", within the HIGH Season within the "Owner's Use Year", as defined in the Declaration, together with a nonexclusive right to use the common areas as defined in the Declaration.

Subject to all covenants, conditions, restrictions, limitations, easements, rights-of-way of record.

This deed is made and accepted subject to the condition subsequent as set forth in Paragraph 9.2 (b) of said Declaration of Timeshare Use.

