

APN #1319-15-000-015 *ptm*
When recorded mail this
Deed & Tax Statements to
ES Financial Corporation
3200 Broadmoor Ave SE
Grand Rapids MI 49512

DOC # 729437
09/05/2008 11:41AM Deputy: GB
OFFICIAL RECORD
Requested By:
FIRST AMERICAN - NVOD LA
Douglas County - NV
Werner Christen - Recorder
Page: 1 of 4 Fee: 17.00
BK-908 PG-1034 RPTT: 13.65



DEED IN LIEU OF FORECLOSURE

THIS INDENTURE, made and entered into this 11 day of
AUGUST, 2008, by and between Nicholas A. Leal & Judi L. Leal, husband and
wife as JTWROS, Party of the First Part/Grantor, and Walley's Partners Limited
Partnership, a Nevada limited partnership, Second Part/Grantee,

WITNESSETH:

That the said Party of the First Part, in consideration for 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 whereof is hereby acknowledged, does
by these presents, grant bargain and sell unto the said party of the Second Part, and to his
heirs and assigns forever, all that certain real property situated 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 Nicholas A. Leal & Judi L.
Leal, husband and wife as JTWROS to Stewart Title of Douglas County, a Nevada
corporation, Trustee for Walley's Partners Limited Partnership, a Nevada limited
partnership, Beneficiary, recorded September 5, 2003 in Book 0903, Page 2200 as

Instrument No. 0588876 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.

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



Nicholas A. Leal

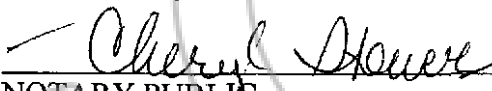


Judi L. Deal

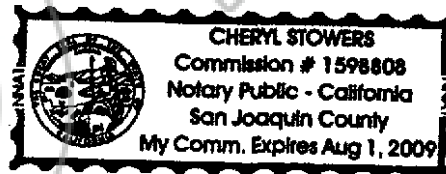
STATE OF California
COUNTY OF San Joaquin SS

On this 11 day of AUGUST, 2008, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Judi L. Deal and Nicholas A. Leal 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.



NOTARY PUBLIC



MAIL TAX STATEMENTS TO:

Walley's Partners Limited Partnership
PO Box 158
Genoa NV 89411



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EXHIBIT "A"

Inventory Control No.: 0205026B
Unit Type: Two Bedroom
Type of Timeshare Interest: Bi-Annual-Odd

A timeshare estate comprised of an undivided interest as a tenant in common in and to that certain real property and improvements as follows:

An undivided 1/989ths interest in and to all that real property situate in the County of Douglas, State of Nevada, more particularly 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 03, 2000 in Book 1100 at Page 467 as Document No. 0502689, Official Records of Douglas County, Nevada.

Together with 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 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 Two Bedroom unit Every Odd Number Years in accordance with said Declaration.

Together with a perpetual non-exclusive easement for 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, Page 06242 as Document No. 0552534, Official Records, Douglas County, Nevada.



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 Nicholas A. Leal & Judi L. Leal, husband & wife as JTWR0S, Interval #0205026B, 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 LIMITED PARTNERSHIP,
a Nevada limited partnership



Brenda Yenkole
Authorized Agent

Subscribed, Sworn to and Acknowledged before me
this 2nd day of September, 2008.



NOTARY PUBLIC



BK-908
PG-1037