



WHEN RECORDED MAIL TO:

Leo Rose
Schreeder, Wheeler & Flint, LLP
1100 Peachtree Street, Suite 800
Atlanta, Georgia 30309

**MAIL PROPERTY TAX
STATEMENTS TO:**

Celebrity Resorts of Nevada Genoa
Management, LLC
4700 Millenia Boulevard, 6th Floor
Orlando, Florida 32839

GRANT, BARGAIN, SALE DEED

THIS INDENTURE WITNESSETH: That WALLEY'S PARTNERS LIMITED PARTNERSHIP, a Nevada limited partnership ("**Grantor**"), FOR VALUABLE CONSIDERATION, the receipt and legal sufficiency of which is hereby acknowledged, does hereby Grant, Bargain and Sell to CELEBRITY RESORTS OF GENOA, LLC, a Nevada limited liability company ("**Grantee**") with an address of 4700 Millenia Blvd., 6th Floor, Orlando, Florida 32839, all that real property situated in the County of Douglas, State of Nevada, described in Exhibit A hereto, together with all and singular the tenements, hereditaments and appurtenances, including easements and water rights, if any, thereto belonging or appertaining, and any reversions, remainders, rents, issues or profits thereof (collectively, the "**Property**").

Subject to all easements, restrictions, encumbrances, reservations and covenants either of record or actually existing on the Property and taxes for fiscal years 2007 and 2008 (hereinafter referred to collectively as the "**Permitted Encumbrances**").

**Recorded as an
accommodation without
benefit of a title search.**

TO HAVE AND TO HOLD the Property, together with all and singular rights and appurtenances thereunto in anywise belonging, unto Grantee, its successors and assigns forever, and Grantor does hereby bind itself, its successors and assigns, to WARRANT AND FOREVER DEFEND all and singular the title to the Property unto the said Grantee, its successors and assigns against every person whomever lawfully claiming or to claim the same or any part thereof by, through, or under Grantor but not otherwise, subject to the Permitted Encumbrances.

IN WITNESS WHEREOF, Grantor has executed these presents on this 3rd day of October, 2008.

GRANTOR:

WALLEY'S PARTNERS LIMITED PARTNERSHIP, a Nevada limited partnership

By: Valley Partners, L.L.C., a Nevada limited liability company, its General Partner

By: [Signature]
Gary Grottke, Manager

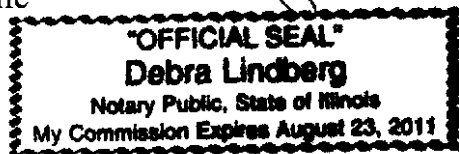
STATE OF Illinois)
COUNTY OF DuPage) ss.

On October 2, 2008, before me, the undersigned, a Notary Public in and for said State, personally appeared Gary Grottke, personally known to be the person whose name is subscribed to this instrument, who being duly sworn did say that he is the Manager of Valley Partners, L.L.C., a Nevada limited liability company, and General Partner of Walley's Partners Limited Partnership, a Nevada limited partnership, and that said instrument was signed on behalf of said limited liability company and limited partnership by authority of its members and partners, and the aforesaid person acknowledged the execution of said instrument to be the voluntary act and deed of said limited liability company and limited partnership, by it and by him voluntarily executed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

[Signature]
Notary Public

My Commission Expires: 8/23/2011



BK-1008
PG-2519

EXHIBIT A

Description of Property

Any and all interest Grantor owns in and to the following real property:

Parcel 1: ADJUSTED PARCEL F: A parcel of land located within a portion of the West one-half of the Northeast one-quarter (W 1/2 NE 1/4) of Section 22, Township 13 North, Range 19 East, Mount Diablo Meridian, more particularly described as follows:

Commencing at the one-quarter corner common to Sections 15 and 22, T13N, R19E, M.D.M., a found 1985 BLM brass cap as shown on the Record of Survey prepared by David D. Winchell and recorded September 28, 1989 in the office of the Recorder, Douglas County, Nevada as Document No. 211937; thence South 57°32'32" East, 640.57 feet to the POINT OF BEGINNING; thence North 80°00'00" East, 93.93 feet; thence North 35°00'00" East, 22.55 feet; thence North 10°00'00" West, 92.59 feet; thence North 80°00'00" East, 72.46 feet; thence South 10°00'00" East, 181.00 feet; thence South 80°00'00" West, 182.33 feet; thence North 10°00'00" West, 72.46 feet to the POINT OF BEGINNING.

(Reference is made to Record of Survey for Walley's Partners Ltd. Partnership, in the office of the County Recorder of Douglas County, Nevada, recorded on September 17, 1998 in Book 998, at Page 3261, as Document No. 449576.)

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, 0489959 and 0509920, and subject to said Declaration.

Parcel 2: 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.

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.

Parcel 3:

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.

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.

Parcel 4:

ADJUSTED PARCEL H as shown on that Record of Survey To Support a Boundary Line Adjustment for WALLEY'S PARTNERS LTD. PARTNERSHIP, DAVID WALLEY'S RESORT, a Commercial Subdivision, filed for record with the Douglas County Recorder on September 19, 2005, in Book 0905, at Page 6557, as Document No. 0655402, 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 IV recorded on December 30, 2005 in the Office of the Douglas County Recorder as Document No. 0664734 and subject to 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.

Parcel 5: PARCEL I as shown on that Record of Survey for DAVID WALLEY'S RESORT (a commercial subdivision), WALLEY'S PARTNERS LTD. PARTNERSHIP, filed for record with the Douglas County Recorder on May 26, 2006, in Book 0506, at Page 10742, as Document No. 0676009, 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 V recorded on May 26, 2006 in the Office of the Douglas County Recorder as Document No. 0676055 and subject to 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 Relocation recorded on May 26, 2006, in Book 0506 at Page 10729, as Document No. 0676008; and Access Easement recorded on July 26, 2006, in Book 0706 at Page 9371, as Document No. 0680633, all of Official Records, Douglas County, Nevada.

Parcel 6: ADJUSTED PARCEL J as shown on that Record of Survey for DAVID WALLEY'S filed for record with the Douglas County Recorder on July 26, 2006, in Book 0706, at Page 9384, as Document No. 0680634, 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 VI recorded on August 8, 2006 in the Office of the



Douglas County Recorder as Document No. 0681616 and subject to 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 set forth in Access Easement and Relocation recorded on May 26, 2006, in Book 0506 at Page 10729, as Document No. 0676008; and Access Easement recorded on July 26, 2006, in Book 0706 at Page 9371, as Document No. 0680633, all of Official Records, Douglas County, Nevada.

Parcel 7: PARCEL K as shown on that Record of Survey for DAVID WALLEY'S filed for record with the Douglas County Recorder on July 26, 2006, in Book 0706, at Page 9384, as Document No. 0680634, 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 amended by Document Nos. 0466255, 0485265, 0489957, 0509920 and 0521436, and that Declaration of Annexation of David Walley's Resort Phase VII recorded on September 13, 2006 in the Office of the Douglas County Recorder as Document No. 0684379 and subject to 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 set forth in Access Easement and Relocation recorded on May 26, 2006, in Book 0506 at Page 10729, as Document No. 0676008; and Access Easement recorded on July 26, 2006, in Book 0706 at Page 9371, as Document No. 0680633, all of Official Records, Douglas County, Nevada.

Parcel 8: PARCEL L as shown on that Record of Survey for WALLEY'S PARTNERS LTD. PARTNERSHIP, DAVID WALLEY'S RESORT, a Commercial Subdivision, filed for record with the Douglas County Recorder on July 26, 2006, in Book 0706, at Page 9384, as Document No. 0680634, 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 Parcels L and M recorded on February 8, 2007 in the Office of



the Douglas County Recorder as Document No. 0694630 and subject to 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 Relocation recorded on May 26, 2006, in Book 0506 at Page 10729, as Document No. 0676008; and Access Easement recorded on July 26, 2006, in Book 0706 at Page 9371, as Document No. 0680633, all of Official Records, Douglas County, Nevada.

Parcel 9: Parcel M as shown on that Record of Survey for David Walley's Resort, a Commercial Subdivision, Walley's Partners Ltd. Partnership, filed for record with the Douglas County Recorder on July 26, 2006 in Book 0706 at Page 9384 as Document No. 0680634, 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 IV recorded on December 30, 2005 in the Office of the Douglas County Recorder as Document No. 0664734 and subject to 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 recorded July 26, 2006 in Book 0706 at Page 9371 as Document No. 680633 of Official Records, Douglas County, Nevada.

APN #s: 1319-15-000-025
1319-15-000-015
1319-15-000-020
1319-15-000-022
1319-15-000-023
1319-15-000-029
1319-15-000-030
1319-15-000-031
1319-15-000-032

