

Upon recording, please return to:
Leo Rose III
Schreeder, Wheeler & Flint, LLP
1100 Peachtree Street, Suite 800
Atlanta, Georgia 30309



APN: 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

IRREVOCABLE PROXY

WALLEY'S PROPERTY OWNERS ASSOCIATION

KNOW ALL MEN BY THESE PRESENTS, that the undersigned (hereinafter "Owner"), does hereby irrevocably appoint Celebrity Resorts of Nevada Genoa Management, LLC, a Nevada limited liability company ("Celebrity"), as Owner's true and lawful attorney and proxy, with full power of substitution, to vote all of Owner's voting rights and privileges in the Walley's Property Owners Association, a Nevada non-profit corporation (the "Association"), relating to each Time Share owned by Owner and subject to the Fifth Amended and Restated Declaration of Time Share Covenants, Conditions and Restrictions for David Walley's Resort dated August 24, 2001 (the "Declaration") (capitalized terms not defined herein shall have the meaning given to them in the Declaration) for so long as Owner owns such Time Shares with all the powers that Owner would possess, including authority to vote upon any matter which may properly come before a meeting of the members of the Association or a request to give a written consent in lieu of a meeting of the members of the Association, each in such manner as the proxy in its discretion may determine.

This Proxy is irrevocable, coupled with an interest, and is granted in connection with the Purchase Agreement, dated as of October 3, 2008, by and among Celebrity, the undersigned, and Walley's Partners Limited Partnership, a Nevada limited partnership.

This Proxy shall terminate with respect to the voting membership interest relating to a given Time Share at such time as Owner no longer holds title to such Time Share.

DATED as of this 3rd day of October, 2008.

Recorded as an
accommodation without
benefit of a title search.

WALLEY'S PARTNERS LIMITED
PARTNERSHIP, a Nevada limited partnership

By: Valley Partners, LLC, a Nevada limited
liability company, its General Partner

By: 
Gary Grottke, Manager