



✓ This Document Prepared and Recorded by and
When recorded return to:
Katie Lovell
Holiday Transfer Services
3605 Airport Way S.
Seattle, WA 98134

SPECIAL POWER OF ATTORNEY

I/We, MARILYN CARTER, hereby designate HOLIDAY TRANSFER, INC. or any officer, agent, or assign of HOLIDAY TRANSFER, INC. as my attorney-in-fact.

1. Effectiveness and Duration.

This special power of attorney is effective immediately. This special power of attorney will remain in effect until the earlier of October 27, 2010 or upon closing of the sale of my timeshare interest in THE RIDGE TAHOE - A QUINTUS RESORT (the "Timeshare") as more particularly described in the attached Exhibit A, unless sooner revoked.

2. Revocation. If I have given a copy of this special power of attorney to my attorney-in-fact, then I may revoke this power of attorney by written notice mailed or delivered to my attorney-in-fact. Otherwise, I may revoke this power of attorney at any time by executing a written document to that effect, but notice of such revocation need not be given to my attorney-in-fact.

3. Specific Authority. My attorney-in-fact, as a fiduciary, shall have the authority to sell, assign, exchange, convey with or without covenants, quitclaim, or otherwise dispose of; to contract or agree for the disposal of; or in any manner deal in and with my interest in the Timeshare, and may make, endorse, accept, receive, sign, seal, execute, acknowledge, and deliver any instruments in writing of whatever kind and nature as may be necessary, convenient, or proper in furtherance of the sale of the Timeshare, upon such terms and conditions as my said attorney-in-fact shall think proper. In addition, my attorney-in-fact shall have the authority to contact the resort, management company, rental office, exchange company, or such other entity that manages the Timeshare for reservation, banking, or other information regarding the ownership status or usage of the Timeshare.

4. Ratification and Indemnity. I hereby ratify all that my attorney-in-fact shall lawfully do or cause to be done by virtue of this document, and I shall hold harmless and indemnify my attorney-in-fact from all liability for acts done in good faith.

5. Parties Bound. I declare that any act or thing lawfully done hereunder by my attorney-in-fact shall be binding on me, my heirs and devisees, my legal and personal representatives, and assigns.

6. Reliance on Photocopy.

Third parties shall be entitled to rely upon a photocopy of the signed original hereof as opposed to a certified copy of the same.

7. Applicable Law.

This special power of attorney and the rights and obligations herein will be interpreted and construed under the laws of State of _____ applicable to contracts made and to be performed in the State of _____ among residents of that state.

State of California

)ss:

County of San Mateo)

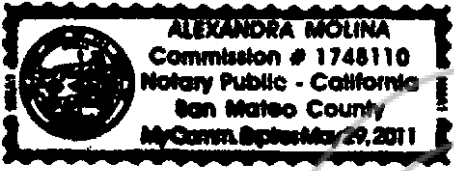
On this the 08th day of April, 2008, before me, Alexandra Molina, a notary public (name and title of officer), personally appeared Marlyn Kucker Carter who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/~~are~~ subscribed to the within instrument and acknowledged 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.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

(Place Notary Seal Here)

Alexandra Molina
Notary Public
Alexandra Molina
Notary Public Name (Printed or Typed)



My Commission Expires: May 29th, 2011

Capacity Claimed by Signer	Description of Attached Document
<input type="checkbox"/> Individual(s) <input type="checkbox"/> Corporate Officer(s) - Title(s) _____ _____ _____	(Although this information is optional, it could prevent fraudulent attachment of this certificate to another document.)
<input type="checkbox"/> Partner(s) <input type="checkbox"/> Attorney-in-Fact <input type="checkbox"/> Trustee(s) <input type="checkbox"/> Guardian/Conservator <input type="checkbox"/> Other: _____ _____	This certificate is for attachment to the document described below:
Signer is Representing: Name of person(s) or Entity(ies) _____ _____	Title or type of document <u>Power of Attorney</u>
	Number of pages <u>3</u>
	Date of document <u>04-08-08</u>
	Signer(s) other than named above <u>NA.</u>