

APN#: 011-163-15

Recording Requested by:

Name: Ticor Title Insurance Company
Address: 493 E. State Rd 436
City/State/Zip: Casselberry, FL 32707

When Recorded Mail to:

Name: Addie Steffens
Company Name: Ticor Title Ins. Co.
Address: 493 E. State Rd 436
City/State/Zip: Casselberry, FL 32707

Mail Tax Statement to:

Name: Anna DiRocco
Company Name:
Celebrity Resorts Vacation Club Owners Association, Inc.
Address: 4700 Millenia Blvd. Ste.600
City/State/Zip: Orlando, FL 32839

****Celebrity Resorts Carson Valley**
Grant, Bargain, Sale Deed**
(Title of Document)

Please complete Affirmation Statement below:

I the undersigned hereby affirm that the attached document, including any exhibits, hereby submitted for recording does not contain the personal information of any person or persons.
(Per NRS 239B.030)

-OR-

I the undersigned hereby affirm that the attached document, including any exhibits, hereby submitted for recording does contain the personal information of a person or persons as required by law:

(State specific law)

Addie L. Steffens

Account Specialist

Signature

Title

Addie L. Steffens

Printed Name

This page added to provide additional information required by NRS 111.312 Sections 1-2 and NRS 239B.030 Section 4.

This cover page must be typed or printed in black ink. (Additional recording fee applies)

****This document is being submitted for re-recording to pay Transfer Tax that was not properly collected with the recording of Document # 753254.****

(for Recorder's use only)

DOC # 753506
11/06/2009 12:45PM Deputy: DW
OFFICIAL RECORD
Requested By:
TICOR TITLE INSURANCE CO
Douglas County - NV
Karen Ellison - Recorder
Page: 1 of 5 Fee: 18.00
BK-1109 PG-1662 RPTT: 136.50



The undersigned hereby affirms that there is
No social security # contained in this account.
APN No. 1319-15-00-020
R.P.T.T. \$ Exemption

When Recorded, Return To:
Responsible person: Legal Department
Celebrity Resorts Vacation Club, LLC
4700 Millenia Boulevard
Suite 6000
Orlando, FL 32839

When Recorded, Mail Tax Statement To:
Celebrity Resorts Vacation Club Owners Association, Inc.
4700 Millenia Blvd., Suite 600
Orlando, Florida 32839

CELEBRITY RESORTS VACATION CLUB

Celebrity Resorts Carson Valley
(also known as David Walley's Hot Springs & Spa)

GRANT, BARGAIN, SALE DEED

THIS INDENTURE WITNESSETH: That **Celebrity Resorts of Genoa, LLC**, a Nevada limited liability company, having an office for the transaction of business at 4700 Millenia Blvd., Suite 600, Orlando, Florida 32839, as **Grantor**, for good and valuable consideration, receipt of which is hereby acknowledged, does hereby Grant, Bargain, Sell, and Convey, the following described property, to **International Fiduciary Services, Inc.**, a Florida corporation, as **Trustee**, having an office for the transaction of business at c/o Schreeder, Wheeler & Flint, LLP, 1100 Peachtree Street, N.E., Suite 800, Atlanta, Georgia 30309-4516 (hereinafter referred to as "Trustee"), to-wit:

Parcel Q, as shown on that Record of Survey for David Walley's Resort, a Commercial Subdivision, Celebrity Resorts of Genoa, LLC, filed for record with the Douglas County Recorder on August 6, 2009 in Book 809, at Page 1150 as Document No. 748397, Official Records of Douglas County, Nevada.

This conveyance is subject to the aforesaid and, upon conveyance, to the provisions of the Celebrity Resorts Vacation Club Declaration (the "Vacation Club Declaration") by and between **Celebrity Resorts Vacation Club, LLC**, a Florida limited liability company, and **Celebrity Resorts Vacation Club Owners Association, Inc.**, a non-stock, non-profit Florida corporation, and recorded in Book 1109, at Page 381 as Document No. 753238, Official Records of Douglas County, Nevada.

Together with all and singular the tenements, hereditaments, and appurtenances thereunto belonging or in anywise appertaining.

The power and authority to protect, to conserve, to sell, to lease, to encumber, or otherwise to manage and dispose of the Resort Interests (defined in the Vacation Club Declaration) and Beneficial Use Rights (defined in the Vacation Club Declaration) resides in the Trustee.



IN WITNESS WHEREOF, Grantor has caused its name to be affixed hereto and this instrument to be executed by a duly authorized representative.

Grantor:

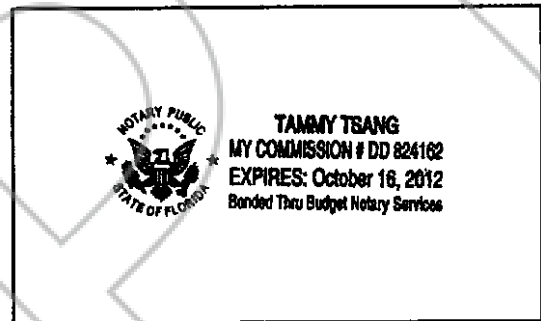
Celebrity Resorts of Genoa, LLC

By: Jared M Meyers (SEAL)
Print: Jared M Meyers
Title: Chief Executive Officer

Date: 10-29-09

STATE OF FLORIDA
COUNTY OF Orange

On 10-29-09 before me, the undersigned, a Notary Public in and for said State, personally appeared Jared M. Meyers, Chief Executive Officer of Celebrity Resorts of Genoa, LLC, 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.



WITNESS my hand and official seal.

Signature Tammy Tsang
Name (typed or printed) Tammy Tsang
NOTARY PUBLIC
STATE OF FLORIDA
TAMMY TSANG
MY COMMISSION # DD 824162
EXPIRES: October 16, 2012
Bonded Thru Budget Notary Services

Affix stamp/seal.
Show Commission expiration date.

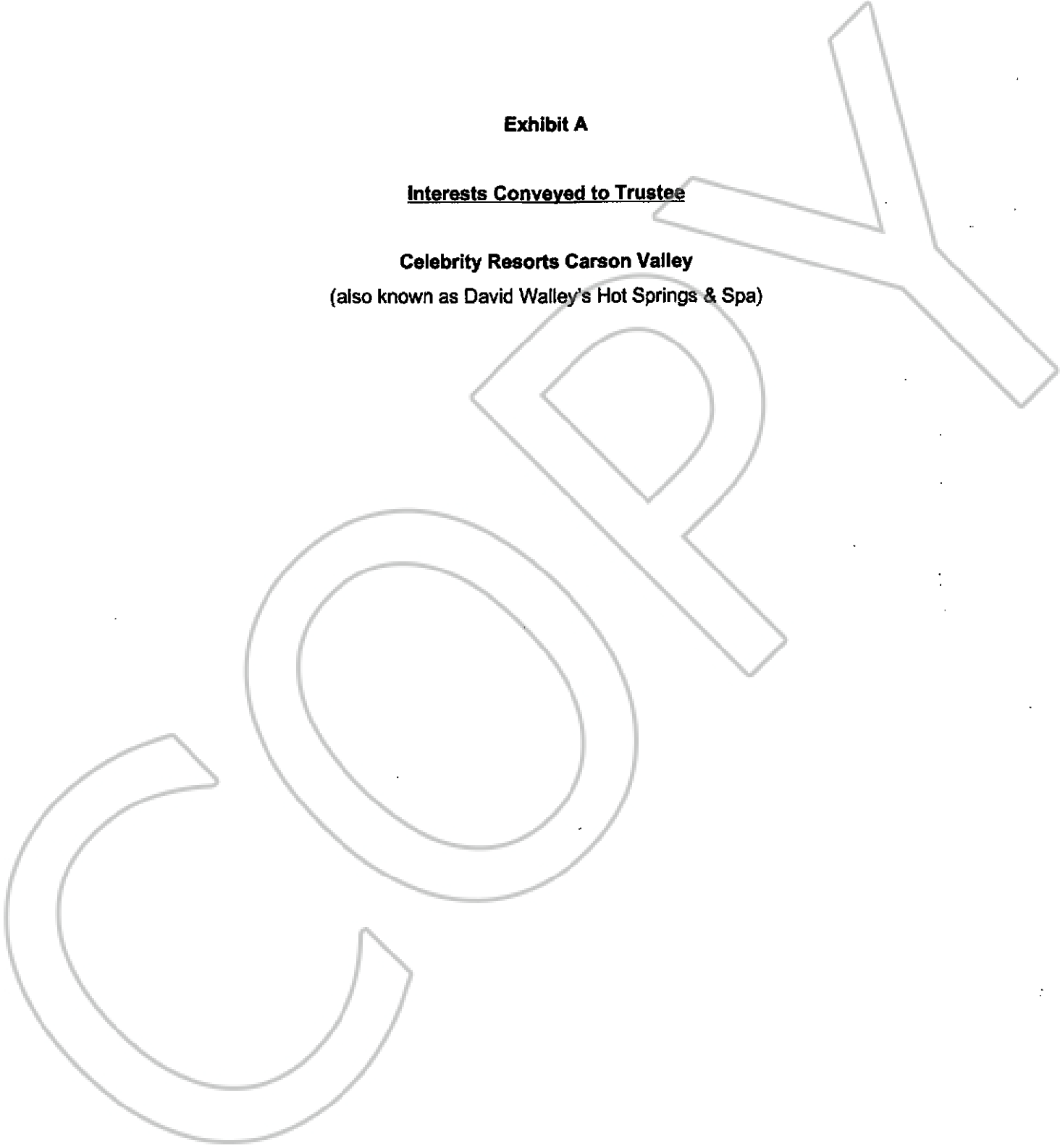
8903411_v1



Exhibit A

Interests Conveyed to Trustee

Celebrity Resorts Carson Valley
(also known as David Walley's Hot Springs & Spa)





Component Site/Subject Jurisdiction	Legal Description	Date of Conveyance	Active Resort Interest or Uninterest Resort Interest	Number and Type of Points Allocated (Callehry Points)	Description of Special Rights, if Any
Carson Valley	Parcel Q, as shown on the Record of Survey for David Walker's Resort, a Commercial Subdivision, Callehry Resorts of Reno, LLC, filed for record with the Douglas County Recorder on August 6, 2009 in Book 809, at Page 1100 as Document No. 748397, Official Records of Douglas County, Nevada.		20 weeks are Active and 32 weeks are Uninterest	457,550	1 Cabin containing 52 weeks

COPY