



Upon recording, please return to:  
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St. Louis, Missouri 63102  
Fax: (314) 612-2305

APN: \_\_\_\_\_

**David Walley's Resort**

**TRANSFER OF DECLARANT'S RIGHTS**

This document takes effect on the \_\_\_\_ day of April, 2010 ("Effective Date"). It is made by and is binding on:

**"Celebrity"** – Celebrity Resorts of Genoa, LLC, a Nevada limited liability company. Its principal place of business and post office address is 8451 Palm Parkway, Lake Buena Vista, Florida 32836; and

**"Quintus"** – Quintus Resorts, LLC, a Delaware limited liability company. Its principal place of business and post office address is 213 W. Wesley Street, Suite 200, Wheaton, Illinois 60187.

**"Walleys"** – Walleys Partners, LP, a Nevada limited liability partnership. Its principal place of business and post office address is 213 W. Wesley Street, Suite 200, Wheaton, Illinois 60187.

**1. BACKGROUND.**

A. Pursuant to that *Transfer of Declarant's Rights* dated October 3<sup>rd</sup>, 2008, from Walleys to Celebrity, Celebrity became the "Declarant" of that certain Fifth Amended and Restated Declaration of Timeshare Covenants, Conditions and Restrictions for David Walley's Resort (the "Restated Declaration"). The Restated Declaration was recorded in the official records of Douglas County, Nevada on August 27, 2001, as Document Number 0521436 in Book Number 0801 at Book Page 6980, and amended and restated in full that certain Declaration of Timeshare Covenants, Conditions and Restrictions for David Walley's Resort recorded on September 23, 1998 (the "Original Declaration"). Pursuant to the terms of the Restated Declaration, Walley's, as the "original Declarant," annexed several properties which are subject to the Restated Declaration pursuant to Declarations of Annexation of David Walley's Resort recorded in the official records of Douglas County, Nevada (the "Declarations of Annexation"). The Original Declaration, as amended and restated by the Restated Declaration and further amended by the Declarations of Annexation, is herein referred to as the "Declaration."

B. Celebrity is the "Declarant" of the timeshare program at David Walley's Resort (the "Program") established and governed by the Declaration and other program documents (the "Program Documents").



C. Celebrity desires to transfer and assign all of its rights as the “Declarant” under the Declaration to Quintus.

D. Section 1.9 of the Declaration contemplates the voluntary transfer of Celebrity’s rights as the “Declarant.”

2. **TRANSFER OF RIGHTS.** In return for money and other valuable things received from Quintus, Celebrity transfers (or, in legal terms, “grants, bargains, sells and assigns”) the following rights to Quintus from and after the date hereof: all rights, powers, and other benefits of the “Declarant” under the Declaration (the “Rights”) free and clear of all liens and encumbrances. As the “Declarant” Quintus may also transfer its rights as the “Declarant” to another person just as Celebrity is doing in this document, and Walley’s has done previously.

3. **ASSUMPTION.** Quintus expressly assumes all of Celebrity’s obligations as Declarant under the Declaration arising from and after the Effective Date; provided, however, Celebrity shall retain liability under the Declaration for claims, costs, penalties, fines, damages, losses and liabilities incurred by Declarant from October 3, 2008 to the date hereof.

4. **BINDING EFFECT.** The promises in this document are binding on and made for the benefit of Quintus, and anyone else who, by law or by agreement, stands in the place of Quintus. (Such people are called, in technical legal terms, “successors,” and “assigns.”).

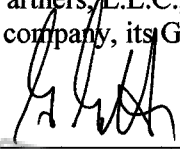
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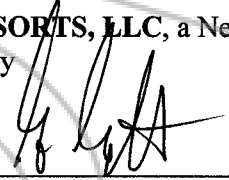
BY SIGNING BELOW the parties' agrees to all of the things written above.

**WALLEY'S PARTNERS LIMITED  
PARTNERSHIP**, a Nevada limited partnership


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

By:   
\_\_\_\_\_  
Gary Grottk, Manager

**QUINTUS RESORTS, LLC**, a Nevada limited liability company

By:   
\_\_\_\_\_  
Gary Grottk, Manager

**CELEBRITY RESORTS OF GENOA, LLC**, a Nevada limited liability

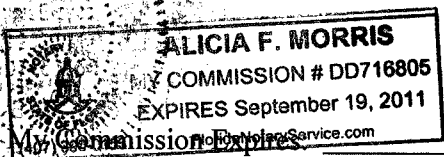
By:   
\_\_\_\_\_  
Jared M. Meyers, CEO



STATE OF Florida )  
 )  
COUNTY OF Orange ) ss.

On April 19<sup>th</sup>, 2010, 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.



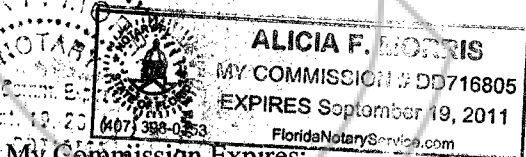
Alicia F. Morris  
Notary Public

**SEAL**

STATE OF Florida )  
 )  
COUNTY OF Orange ) ss.

On April 19<sup>th</sup>, 2010, 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 Quintus Resorts, L.L.C., a Nevada limited liability company, and that said instrument was signed on behalf of said limited liability company 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.



Alicia F. Morris  
Notary Public

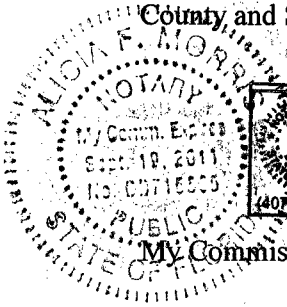
**SEAL**



STATE OF Florida )  
 )  
COUNTY OF Orange ) ss.

On this 19<sup>th</sup> day of April, 2010, before me appeared Jared M. Meyers, to me personally known, who, being by me duly sworn did say that he is the CEO of CELEBRITY RESORTS OF GENOA, LLC, a Nevada limited liability company, and that said instrument was signed in behalf of said limited liability company by authority of its members, and said CEO acknowledged said instrument to be the free act and deed of said limited liability company.

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.



**ALICIA F. MORRIS**  
MY COMMISSION # DD716805  
EXPIRES September 19, 2011  
(407) 399-0153  
FloridaNotaryService.com

Alicia F. Morris  
Notary Public

My Commission Expires: \_\_\_\_\_

**SEAL**

