



Prepared By and Return to:
Daniel R. Wofsey, Esq.
One Metropolitan Square, Suite 2600
211 North Broadway
St. Louis, Missouri 63102-2740

TRANSFER/RELEASE AGREEMENT

THIS TRANSFER/RELEASE AGREEMENT ("Transfer Agreement") dated as of _____, 2010, is executed by CELEBRITY RESORTS OF GENOA, LLC, a Nevada limited liability company whose address 8451 Palm Parkway, Lake Buena Vista, Florida 32836 ("CRG") and CELEBRITY RESORTS OF NEVADA GENOA MANAGEMENT, LLC, a Nevada limited liability company ("CRNGM") for the benefit of QUINTUS RESORTS, LLC., a Delaware limited liability company ("QRL") and WALLEY'S PARTNERS LIMITED PARTNERSHIP, a Nevada limited partnership ("WPLP").

WHEREAS, certain documents were executed by QRL, CRNGM, WPLP and/or CRG with respect to the property described on Exhibit A ("Property") and the David Walley's Resort in Genoa, Nevada ("Resort");

WHEREAS, CRG simultaneous with the execution and recording of this Transfer Agreement has sold to QRL all of its right, title and interest in the Property;

WHEREAS, the parties hereto desire to execute and record this Transfer Agreement to release and/or assign any and all rights CRG and CRNGM have under the documents described below to the QRL or WPLP as set forth herein.

NOW, THEREFORE, in consideration of the covenants and condition contained herein, CRG and CRNGM agree as follows:

1. CRG and WPLP assign and convey to QRL any rights held by CRG and WPLP described in the Memorandum of Right to Restaurant Sale Proceeds recorded as Instrument No. 735146, Book 1208, Page 5766 of the Official Records of Douglas County, Nevada ("Official Records").



2. CRG hereby reassigns to WPLP all of the proxy rights that were assigned to CRNGM described in the document recorded as Document No. 0731531, Book 1008, Page 2545 of the Official Records.
3. CRNGM hereby assigns and releases to WPLP all of the rights held by CRG as described in the Memorandum Agreement Regarding the Management of Twelve Units recorded as Document No. 0731532, Book 1008, Page 2546 of the Official Records.
4. CRG hereby releases and transfers to WPLP any and all rights CRG may have or have received pursuant to or described in the Sub-Contract of the Declarant's Rights recorded as Document No. 0731530, Book 1008, Page 2539 of the Official Records.
5. CRG hereby transfers and conveys to QRL any and all rights which it may have under that certain Indenture Easement and Restrictive Covenant Agreement recorded as Document No. 0735142, Book 1208, Page 5732 of the Official Records.
6. WPLP and CRG hereby transfer and convey to QRL any and all rights which they have under that certain Memorandum of Option to Purchase recorded as Document No. 7535143, Book 1208, Page 571 of the Official Records.
7. QRL hereby assigns and transfers to WPLP all Declarant Rights held by QRL pursuant to the Assignment of Declarant Rights dated _____, 2010 executed by CRG and recorded as Document No. _____, Book _____, Page _____ of the Official Records.
8. All rights, easements, and options granted to WPLP and QRL under the documents described in Sections 1-6 remain in full force and effect.

IN WITNESS WHEREOF, the undersigned have executed this Transfer Agreement as of the date and year noted above.

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

By: _____
Name: Jared M. Meyers
Title: CEO

**CELEBRITY RESORTS OF NEVADA
GENOA MANAGEMENT, LLC**, a Nevada limited liability company

By: _____
Name: Jared M. Meyers
Title: CEO



STATE OF Florida)
)
COUNTY OF Orange) ss.

On this 24 day of June, 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 President Jared M. Meyers 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.

Anna M. Di Rocco
Notary Public

My Commission Expires: _____



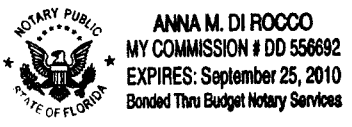
STATE OF Florida)
)
COUNTY OF Orange) ss.

On this 24 day of June, 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 NEVADA GENOA MANAGEMENT, 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 President Jared M. Meyers 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.

Anna M. Di Rocco
Notary Public

My Commission Expires: _____





WALLEY'S PARTNERS LIMITED PARTNERSHIP, a Nevada limited partnership

By: [Signature]
Name: Gary Grottkel
Title: G.P.

STATE OF Illinois)
COUNTY OF DuPage) ss.

On this 10th day of June, 2010, before me appeared Gary Grottkel, to me personally known, who, being by me duly sworn did say that he is the G.P. of **WALLEY'S PARTNERS LIMITED PARTNERSHIP**, a Nevada limited partnership and that said instrument was signed in behalf of said Nevada limited partnership by authority of its partners, and said G.P. acknowledged said instrument to be the free act and deed of said limited partnership.

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.

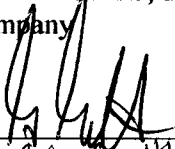
[Signature]
Notary Public

My Commission Expires: 5/27/13





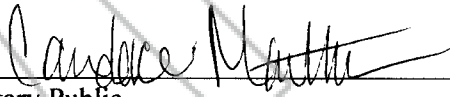
QUINTUS RESORTS, LLC, a Delaware limited liability company

By: 
Name: Gary Coratice
Title: President

STATE OF Illinois)
) ss.
COUNTY OF DuPage)

On this 10th day of June, 2010, before me appeared Gary Coratice, to me personally known, who, being by me duly sworn did say that he is the President of QUINTUS RESORTS, LLC, a Delaware limited liability company and that said instrument was signed in behalf of said Delaware limited liability company by authority of its members, and said President 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.


Notary Public

My Commission Expires: 5-27-13





EXHIBIT A

Real property in the City of Genoa, County of Douglas, State of Nevada, described as follows:

Parcel A:

A parcel of land located within a portion of the West one-half of the Southeast one-quarter (W1/2SE1/4) of Section 15 and the West one-half of the Northeast one-quarter (W1/2NE1/4) 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, T.13N., R19.E., M.D.M., a found 1985 BLM brass cap as shown on the Record of Survey for David Walley's Resort, a commercial subdivision, recorded April 29, 2002 in the office of Recorder, Douglas County, Nevada as Document No. 540898; thence along the north-south centerline of said Section 15, North 00°03' 48" West, 1322.57 feet to a found 2" iron pipe, no tag; thence North 86°52'39" East, 249.87 feet to a point on the easterly right-of-way of Foothill Road, the northwest corner of Remainder Parcel as shown on said Record of Survey, the POINT OF BEGINNING; thence along the boundary of said Remainder Parcel the following courses: thence continuing North 86°52'39" East, 4.38 feet to a found fence post, no tag, per Deed recorded February 28, 1977 in the office of Recorder, Douglas County, Nevada in Book 277, at Page 1249; thence South 89°20'43" East, 1064.63 feet; thence South 00°04'09" West, 2621.92 feet to a point on the north-south 1/16 line of the Northeast one-quarter of said Section 22; thence South 89°11'10" West, 1178.84 feet to a found 1/2" rebar, no tag, a point on said easterly right-of-way of Foothill Road; thence along said easterly right-of-way along the arc of a curve to the left, nontangent to the preceding course, having a radius of 1240.00 feet, central angle of 02°22'15", arc length of 51.31 feet, chord bearing North 05°40'39" East, and chord distance of 51.31 feet; thence North 04°29'31" East, 313.93 feet; thence along the arc of a curve to the right having a radius of 1160.00 feet, central angle of 24°21'00", arc length of 492.99 feet, chord bearing North 16°40'01" East, and chord distance of 489.28 feet; thence North 28°50'31" East, 265.21 feet; thence along the arc of a curve to the left having a radius of 1240.00 feet, central angle of 54°31'00", arc length of 1179.85 feet, chord bearing North 01°35'01" East, and chord distance of 1135.85 feet; thence North 25°40'29" West, 499.42 feet to the POINT OF BEGINNING.

Together with the Rights reserved by Grantor in that certain Access Easement and Relocation deed recorded May 26, 2006 in Book 0506, Page 10729 as document No. 676008 of the Official Records of Douglas County, Nevada, and including the permanent non-exclusive easement rights granted therein.

Together with the Rights reserved by Grantor in that certain Access Easement deed recorded July 26, 2006 in Book 0706, Page 9371 as Document No. 680633 of the Official Records of Douglas County, Nevada, and including the permanent non-exclusive easement rights granted therein.

EXCEPTING THEREFROM PARCEL B

Parcel B (also referred to herein as Parcels I-XII):

Parcel I



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 03, 2000 in Book 1100 at Page 467 as Document No. 0502689, Official Records of Douglas County, Nevada.

Together with 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 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 and Relocation Deed recorded May 26, 2006 in Book 0506, Page 10729 as document No. 676008, Official Records, Douglas County, Nevada.

Parcel II

Adjusted Parcel F: A parcel of land located within a portion of the west one-half of the northeast one-quarter (W $\frac{1}{2}$ NE $\frac{1}{4}$) 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 deg. 32. 32. east, 640.57 feet to the point of beginning; thence north 80 deg. 00. 00. east, 93.93 feet; thence north 35 deg. 00. 00. east, 22.55 feet; thence north 10 feet 00. 00. west, 92.59 feet; thence north 80 deg. 00. 00. east, 72.46 feet; thence south 10 deg. 00. 00. east, 181.00 feet; thence south 80 deg. 00. 00. west, 182.33 feet; thence north 10 deg. 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 September 17, 1998 in Book 998 at Page 3261 as Document No. 449576).

Parcel III

Adjusted Parcel G as shown on that Record of Survey to Support a Boundary Line Adjustment recorded 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, Page 3464 as Document No. 0501638 and by Certificate of Amendment recorded November 03, 2000 in Book 1100, Page 467 as Document No. 0502689, Official Records of Douglas County, Nevada.

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 and Relocation Deed recorded May 26, 2006 in Book 0506, Page 10729 as document No. 676008, Official Records, Douglas County, Nevada.



Parcel IV

Adjusted Parcel H 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 September 19, 2005 in Book 0905 at Page 6557 as Document No. 0655402, Official Records of Douglas County, Nevada.

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 and Relocation Deed recorded May 26, 2006 in Book 0506, Page 10729 as document No. 676008, Official Records, Douglas County, Nevada.

Parcel V

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 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 and Relocation Deed recorded May 26, 2006 in Book 0506, Page 10729 as document No. 676008, Official Records, Douglas County, Nevada.

Parcel VI

Adjusted Parcel J 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 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 and Relocation recorded 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 VII

Parcel K 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 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 and Relocation recorded 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 VIII

Parcel L 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 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 and Relocation recorded 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 IX

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 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.

Parcel X

Parcel N 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 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.

Parcel XI

Parcel O 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 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.

Parcel XII

Parcel P 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 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.

Parcel C:

Parcels Q, R, S and T as shown on the Record of Survey for David Walley's Resort, filed for record with the Douglas County Recorder on August 6, 2009 as Document No. 748397, Official Records of Douglas County, Nevada.