



Upon recording, please return to:
Gill Elrod Ragon Owen & Sherman, P.A.
425 W. Capitol, Suite 3801
Little Rock, AR 72201
Fax: (501) 372-3359
10311040R

**ASSIGNMENT OF DECLARANT'S RIGHTS
FOR
DAVID WALLEY'S RESORT**

This ASSIGNMENT OF DECLARANT'S RIGHTS FOR DAVID WALLEY'S RESORT (the "Assignment") is entered executed as of this 3 day of October, 2010 (the "Effective Date") by and between QUINTUS RESORTS, LLC, a Delaware limited liability company ("Quintus"), to and in favor of 1862, LLC, a Nevada limited liability company ("1862").

WHEREAS, pursuant to that Transfer of Declarant's Rights filed of record with the Douglas County, Nevada Recorder on June 15, 2010 as document # 765271 ("Transfer of Declarant's Rights"), Quintus has been deemed and designated as the "Declarant" under the terms of that Fifth Amended and Restated Declaration of Timeshare Covenants, Conditions, and Restrictions for David Walley's Resort, as supplemented by subsequent annexations (the "Declaration"); and

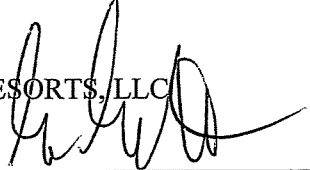
WHEREAS, 1862 and certain affiliates of Quintus have entered into an agreement for the purchase of certain assets related to David Walley's Resort, and Quintus desires to transfer and assign to 1862 all of its rights as the Declarant;

NOW THEREFORE, for and in exchange of good and valuable consideration, the receipt and sufficiency of are hereby acknowledged, the parties hereto agree as follows:

Assignment of Declarant's Rights. Quintus does hereby irrevocably and unconditionally grant, bargain sell, convey and assign to 1862, free and clear of all liens and encumbrances, all of the rights, title, powers, interest, and benefits of the "Declarant" under the terms of the Declaration. Notwithstanding the language herein, Quintus is only assigning such rights as were received and transferred from Celebrity Resorts of Genoa, LLC pursuant to the Transfer of Declarant's Rights referenced above.

This Assignment is executed on the date stated above.

QUINTUS RESORTS, LLC

Signature: 

Printed Name: Gary Grottko

Title: President



ACKNOWLEDGMENT

STATE OF Illinois
COUNTY OF DuPage

Personally appeared before me, the undersigned authority in and for the said county and state, on this 13th day of October, 2010, within my jurisdiction, the within-named individual, who acknowledged that he/she is the President of Quintus Resorts, LLC, and that, for and on behalf of the said Company and as its act and deed, they executed the above and foregoing instrument after first having been duly authorized by said Company to do so.

Candace Monteith
Notary Public

My commission expires:
5/21/13

