





**EXHIBIT "A"**

LEGAL DESCRIPTION

TAHOE AT SOUTH SHORE

A **87,000 / 90,245,000** undivided fee simple interest as tenants in common in Units 9101, 9102, 9103, 9104, 9201, 9203 and 9204 in South Shore Condominium ("Property"), located at 180 Elks Point Road in Zephyr Cove, Nevada 89449, according to the Final Map #01-026 and Condominium Plat of South Shore filed of record in Book 1202, Page 2181 as Document Number 559872 in Douglas County, Nevada, and subject to all provisions thereof and those contained in that certain Declaration of Condominium – South Shore ("Timeshare Declaration") dated October 21, 2002 and recorded December 5, 2002 in Book 1202, Page 2182 as Instrument Number 559873, and also subject to all the provision contained in that certain Declaration of Restrictions for Fairfield Tahoe at South Shore and recorded October 28, 2004 in Book 1004, Page 13107 as Instrument No. 628022, Official Records of Douglas County, Nevada, which subjected the Property to a timeshare plan called Fairfield Tahoe at South Shore ("Timeshare Plan"). Less and except all minerals and mineral rights which minerals and mineral rights are hereby reserved unto the Grantor, its successors and assigns.

SUBJECT TO:

1. Any and all rights of way, reservations, restrictions, easements, mineral exceptions and reservations, and conditions of record;
2. The covenants, conditions, restrictions and liens set forth in the Timeshare Declaration and the Declaration of Restrictions for Fairfield Tahoe at South Shore, and any supplements and amendments thereto;
3. Real estate taxes that are currently due and payable and are a lien against the Property;
4. All matters set forth on the plat of record depicting South Shore Condominium, and any supplements and amendments thereto.

The Property is an **ANNUAL** Ownership interest as described in the Declaration of Restrictions for Fairfield Tahoe at South Shore and such ownership interest has been allocated **87,000** Points as defined in the Declaration of Restrictions of Fairfield Tahoe at South Shore which Points may be used by the Grantee in **EACH** Resort Year(s).