



KAREN ELLISON, RECORDER

UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional)
MICHELLE FRATESCHI 315/422-9088 EXT. 370

B. E-MAIL CONTACT AT FILER (optional)
MFRATESCHI@RESORTFUNDING.COM

C. SEND ACKNOWLEDGMENT TO: (Name and Address)

**RESORT FUNDING LLC
ATTN: MICHELLE FRATESCHI, PARALEGAL
360 S. WARREN STREET, 12TH FLOOR
SYRACUSE, NY 13202**

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE NUMBER
0664695 BOOK 1205 PAGE 13407 FILED 12/30/05

1b. This FINANCING STATEMENT AMENDMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS
Filer: attach Amendment Addendum (Form UCC3Ad) and provide Debtor's name in item 13

2. TERMINATION: Effectiveness of the Financing Statement identified above is terminated with respect to the security interest(s) of Secured Party authorizing this Termination Statement
3. ASSIGNMENT (full or partial): Provide name of Assignee in item 7a or 7b, and address of Assignee in item 7c and name of Assignor in item 9
For partial assignment, complete items 7 and 9 and also indicate affected collateral in item 8
4. CONTINUATION: Effectiveness of the Financing Statement identified above with respect to the security interest(s) of Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law

5. PARTY INFORMATION CHANGE:

Check one of these two boxes: Debtor or Secured Party of record

AND Check one of these three boxes to: CHANGE name and/or address: Complete item 6a or 6b; and item 7a or 7b and item 7c ADD name: Complete item 7a or 7b, and item 7c DELETE name: Give record name to be deleted in item 6a or 6b

6. CURRENT RECORD INFORMATION: Complete for Party Information Change - provide only one name (6a or 6b)

6a. ORGANIZATION'S NAME
WALLEY'S PARTNERS LIMITED PARTNERSHIP

OR

6b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
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7. CHANGED OR ADDED INFORMATION: Complete for Assignment or Party Information Change - provide only one name (7a or 7b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

7a. ORGANIZATION'S NAME

OR

7b. INDIVIDUAL'S SURNAME

INDIVIDUAL'S FIRST PERSONAL NAME	INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
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7c. MAILING ADDRESS

CITY	STATE	POSTAL CODE	COUNTRY
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8. COLLATERAL CHANGE: Also check one of these four boxes: ADD collateral DELETE collateral RESTATE covered collateral ASSIGN collateral

Indicate collateral:

9. NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT: Provide only one name (9a or 9b) (name of Assignor, if this is an Assignment)
If this is an Amendment authorized by a DEBTOR, check here and provide name of authorizing Debtor

9a. ORGANIZATION'S NAME
RESORT FUNDING LLC

OR

9b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
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10. OPTIONAL FILER REFERENCE DATA:
DOUGLAS COUNTY, NEVADA - DWR

UCC FINANCING STATEMENT AMENDMENT ADDENDUM

FOLLOW INSTRUCTIONS

11. INITIAL FINANCING STATEMENT FILE NUMBER: Same as Item 1a on Amendment form
0664695 BOOK 1205 PAGE 13407

12. NAME OF PARTY AUTHORIZING THIS AMENDMENT: Same as Item 9 on Amendment form

12a. ORGANIZATION'S NAME RESORT FUNDING LLC	
OR	
12b. INDIVIDUAL'S SURNAME	
FIRST PERSONAL NAME	
ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

13. Name of DEBTOR on related financing statement (Name of a current Debtor of record required for indexing purposes only in some filing offices - see Instruction Item 13): Provide only one Debtor name (13a or 13b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); see Instructions if name does not fit

13a. ORGANIZATION'S NAME WALLEY'S PARTNERS LIMITED PARTNERSHIP			
OR			
13b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX

14. ADDITIONAL SPACE FOR ITEM 8 (Collateral):

15. This FINANCING STATEMENT AMENDMENT:
 covers timber to be cut covers as-extracted collateral is filed as a fixture filing

16. Name and address of a RECORD OWNER of real estate described in Item 17
(if Debtor does not have a record interest):

17. Description of real estate:
SEE EXHIBIT A-1 ATTACHED FOR LEGAL DESCRIPTION

18. MISCELLANEOUS:
DOUGLAS COUNTY, NV -DWR RECEIVABLES

EXHIBIT "A-1"

Legal Description of Land
David Walley's Resort

LEGAL DESCRIPTION

Order No.: 050802691

The land referred to herein is situated in the State of Nevada
County of Douglas, described as follows:

PARCEL 1:

All that real property situate in the County of Douglas,
State of Nevada, described as follows:

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

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LEGAL DESCRIPTION - continued
Order No.:050802691

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.

EXCEPTING THEREFROM:

Parcels E-1 and F 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. 501638, and by Certificate of Amendment recorded November 3, 2000 in Book 1100, Page 467, as Document No. 502689, Official Records of Douglas County, Nevada.

FURTHER EXCEPTING THEREFROM:

Adjusted Parcel G as set forth on Record of Survey to Support a Boundary Line Adjustment for WALLEY'S PARTNERS LTD. PARTNERSHIP, DAVID WALLEY'S RESORT, a commercial subdivision filed for record with the Douglas County Recorder on September 20, 2002 in Book 0902, at Page 6268, as Document No. 552536, Official Records of Douglas County, Nevada.

FURTHER EXCEPTING THEREFROM

Adjusted Parcel H, as set forth on Record of Survey to Support a Boundary Lot Line Adjustment for WALLEY'S PARTNERS LTD. PARTNERSHIP, DAVID WALLEY'S RESORT, a Commercial Subdivision filed for record with the Douglas County Recorder on September 19, 2005 in Book 0905, at Page

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LEGAL DESCRIPTION - continued
Order No.: 050802691

6557, as Document No. 655402, Official Records of Douglas
County, Nevada.

APN 1319-22-000-018

"IN COMPLIANCE WITH NEVADA REVISED STATUTE 111.312, THE
HEREIN ABOVE LEGAL DESCRIPTION WAS TAKEN FROM INSTRUMENT
RECORDED SEPTEMBER 19, 2005, BOOK 0905, PAGE 6551, AS FILE
NO. 0655401, RECORDED IN THE OFFICIAL RECORDS OF DOUGLAS
COUNTY, STATE OF NEVADA."

PARCEL 2:

All that real property situate in the County of Douglas,
State of Nevada, described as follows:

Parcels E-1 and F 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. 501638,
and by Certificate of Amendment recorded November 3, 2000
in Book 1100, Page 467, as Document No. 502689, Official
Records of Douglas County, Nevada.

TOGETHER with a permanent non-exclusive easement for
utilities and access as set forth in Quitclaim Deed
recorded September 17, 1998 in Book 998, Page 3250 as
Document No. 449574, Official Records, Douglas County,
Nevada.

ASSESSOR'S PARCEL NO'S 1319-15-000-015 and 1319-22-000-003

EXCLUDING THEREFROM ALL THOSE TIMESHARE INTERESTS PREVIOUSLY
CONVEYED.

PARCEL 3:

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Order No.: 050802691

Adjusted Parcel G as set forth on Record of Survey to Support a Boundary Line Adjustment for WALLEY'S PARTNERS LTD. PARTNERSHIP, DAVID WALLEY'S RESORT, a commercial subdivision filed for record with the Douglas County Recorder on September 20, 2002 in Book 0902, at Page 6268, as Document No. 552536, Official Records of Douglas County, Nevada.

TOGETHER WITH a perpetual non-exclusive easement of 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 Abandonment of Easement Deed recorded September 20, 2002 in Book 0902, at Page 6242, as Document No. 0552534.

ASSESSOR'S PARCEL NO. 1319-15-000-020

EXCLUDING THEREFROM ALL THOSE TIMESHARE INTERESTS PREVIOUSLY CONVEYED.

PARCEL 4:

Adjusted Parcel H, as set forth on Record of Survey to Support a Boundary Lot Line Adjustment for WALLEY'S PARTNERS LTD. PARTNERSHIP, DAVID WALLEY'S RESORT, a Commercial Subdivision filed for record with the Douglas County Recorder on September 19, 2005 in Book 0905, at Page 6557, as Document No. 655402, Official Records of Douglas County, Nevada.

TOGETHER WITH a perpetual non-exclusive easement of 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 Abandonment of Easement Deed recorded September 20, 2002 in Book 0902, at Page 6242, as Document

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LEGAL DESCRIPTION - continued
Order No. 050802691

No. 0552534.

APN 1319-15-000-022

PARCEL 5:

Parcels A, B, C and D 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. 501638, and by Certificate of Amendment recorded November 3, 2000 in Book 1100, Page 467, as Document No. 502689, Official Records of Douglas County, Nevada.

ASSESSOR'S PARCEL NO'S: 1319-22-000-001, 1319-22-000-002,
1319-15-000-013 and 1319-15-000-014

