

EXHIBIT "A"

LEGAL DESCRIPTION
FOR
DAVID WALLEY'S RESORT

The land referred to herein is situated in the

State of Nevada

County of Douglas

and is described as follows:

A timeshare estate comprised of an undivided interest as tenants in common in and to that certain real property and improvements as follows:

An undivided 1/204ths interest in and to all that real property situates in the County of Douglas, State of Nevada, described as follows:

ADJUSTED PARCEL J as shown on that Record of Survey for DAVID WALLEY'S 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 those easements appurtenant thereto and such easements and use rights described in the Declaration of Time Share Covenants, Conditions and Restrictions for David Walley's Resort recorded September 23, 1998, as Document No. 0449993, and as amended by Document Nos. 0466255, 0485265, 0489957, 0509920 and 0521436, and that Declaration of Annexation of David Walley's Resort Phase VI recorded on August 8, 2006 in the Office of the Douglas County Recorder as Document No. 0681616 and subject to said Declaration; with the exclusive right to use said interest for one Use Period within a **TWO BEDROOM UNIT every year** in accordance with said Declaration.

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 set forth in Access Easement and Relocation recorded on 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.

Inventory Control No.: 0609625A

EXHIBIT "B"

LEGAL DESCRIPTION
FOR
DAVID WALLEY'S RESORT

The land referred to herein is situated in the

State of Nevada

County of Douglas

and is described as follows:

A timeshare estate comprised of an undivided interest as tenants in common in and to that certain real property and improvements as follows:

An undivided 1/204ths interest in and to all that real property situated in the County of Douglas, State of Nevada, described as follows:

ADJUSTED PARCEL J as shown on that Record of Survey for DAVID WALLEY'S 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 those easements appurtenant thereto and such easements and use rights described in the Declaration of Time Share Covenants, Conditions and Restrictions for David Walley's Resort recorded September 23, 1998, as Document No. 0449993, and as amended by Document Nos. 0466255, 0485265, 0489957, 0509920 and 0521436, and that Declaration of Annexation of David Walley's Resort Phase VI recorded on August 8, 2006 in the Office of the Douglas County Recorder as Document No. 0681616 and subject to said Declaration; with the exclusive right to use said interest for one Use Period within a **TWO BEDROOM UNIT every year** in accordance with said Declaration.

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 set forth in Access Easement and Relocation recorded on 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.

Inventory Control No.: 0609626A

**State of Nevada
Declaration of Value**

1. Assessor(s) Parcel Number(s)
 a) Portion of 1319-15-000-029
 b) _____
 c) _____
 d) _____

2. Type of Property:
 a) Vacant Land b) Single Fam. Res.
 c) Condo/Twnhse d) 2-4 Plex
 e) Apt. Bldg. f) Comm'/Ind'l
 g) Agricultural h) Mobile Home
 i) Other: Timeshare

FOR RECORDER'S OPTIONAL USE ONLY
 Document/Instrument #: _____
 Book: _____ Page: _____
 Date of Recording: _____
 Notes: _____

3. Total Value/Sales Price of Property: \$500.00
 Deed in Lieu of Foreclosure Only (value of property): _____
 Transfer Tax Value: \$500.00
 Real Property Transfer Tax Due: \$1.95

4. If Exemption Claimed:
 a) Transfer Tax Exemption, per NRS 375.090, Section: _____
 b) Explain Reason for Exemption: _____

5. Partial Interest. Percentage being transferred: 100%

The undersigned declare(s) and acknowledges, under penalty of perjury, pursuant to NRS 375.060 and NRS 375.110, that the information provided is correct to the best of their information and belief, and can be supported by documentation if called upon to substantiate the information provided herein. Furthermore, the parties agree that disallowance of any claimed exemption, or other determination of additional tax due, may result in a penalty of 10% of the tax due plus interest at 1% per month. Pursuant to NRS 375.030, the Buyer and Seller shall be jointly and severally liable for any additional amount owed.

Signature: [Handwritten Signature]

Capacity: Authorized Agent

Signature: [Handwritten Signature]

Capacity: Authorized Agent

**SELLER (GRANTOR) INFORMATION
(REQUIRED)**

**BUYER (GRANTEE) INFORMATION
(REQUIRED)**

Print Name: John Morrison Noble
 Address: 6251 Wellington Ave.
 City: W. Vancouver, BC Canada
 State: _____ Zip: V7W 2H5

Print Name: Walley's Property Owners Association
 Address: c/o TPI, 25510 Commercentre Dr., #100
 City: Lake Forest
 State: CA Zip: 92630

COMPANY/PERSON REQUESTING RECORDING (required if not seller or buyer)

Print Name: Stewart Vacation Ownership Title # 66863
 Address: 11870 Pierce St., Suite 100
 City: Riverside State: CA Zip: 92505

(AS A PUBLIC RECORD THIS FORM MAY BE RECORDED/MICROFILMED)