

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 1/2142nd interest in and to all that real property situate in the County of Douglas, State of Nevada, described as follows:

ADJUSTED PARCEL F: A parcel of land located within a portion of the West one-half of the Northeast one-quarter (W ½ NE ¼) 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°32'32" East, 640.57 feet to the POINT OF BEGINNING; thence North 80°00'00" East, 93.93 feet; then North 35°00'00" East 22.55 feet; then North 10°00'00" West 92.59 feet; thence North 80°00'00" East, 72.46 feet; thence South 10°00'00" East, 181.00 feet; thence South 80°00'00" West, 182.33 feet; thence North 10°00'00" West, 72.46 feet to the POINT OF BEGINNING.

(Reference is made to Record of Survey of 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.)

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, 04852265, 0489957, 0509920 and 0521436, and subject to said Declaration; with the exclusive right to use said interest for one **Use Period** within a **DELUXE Unit every other year in ODD-numbered years** in accordance with said Declaration.

Together with a perpetual non-exclusive easement for use and enjoyment in, to and throughout the Common Area and perpetual non-exclusive easement for parking and pedestrian and vehicular access, ingress and egress as 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 No.: 17-003-17-71

**State of Nevada
Declaration of Value**

1. Assessor(s) Parcel Number(s)
 a) Portion of 1319-22-000-021
 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: [Signature]

Capacity: Authorized Agent

Signature: [Signature]

Capacity: Authorized Agent

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

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

Print Name: Allen & Jennifer L. Morganti
 Address: 122 Juniper Lane
 City: Woolwich Township
 State: NJ Zip: 08085

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 # 76000
 Address: 11870 Pierce St., Suite 100
 City: Riverside State: CA Zip: 92505

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