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RECORDATION REQUESTED BY:

AFTER RECORDATION, RETURN TO:
Vacation Internationale, Ltd.
P.O. Box 1970
Seattle, WA 98111

RETURN BY: MAIL () PICKUP ()

SUPPLEMENT TO DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS FOR THE
PROTECTION OF TIME SHARE OWNERS AND
NOTICE OF TIME SHARE PLAN OF THE
VACATION TIME SHARE PROGRAM
CLOSING NO. 648
OASIS, UNIT NO. 57

This Supplement to the Declaration of Covenants, Conditions and Restrictions for the Protection of Time Share Owners and Notice of Time Share Plan of the Vacation Time Share Program ("Declaration and Notice") is by Vacation Internationale, Ltd., a Washington corporation, whose principal place of business is 1417 - 116th Avenue N.E., Bellevue, WA 98004, in its capacity as Trustee of the Vacation Time Share Trust, and Robert E. Burns, husband of Jeannine C. Burns, whose residence is 2045 - 94th Avenue N.E., Bellevue, WA 98004, as Special Trustee of the Vacation Time Share Trust, who hereby amend the Declaration and Notice by deleting from Exhibit "A" the following property which by the execution and recording of this Supplement are removed from the Trust Estate affected by the Declaration and Notice, which was recorded as follows:

California: On December 9, 1985, in San Diego County, California, as Document No. 85-463515, and on March 10, 1987, as Document No. 87-125057; and on April 12, 1989, in Riverside County, California, as Instrument No. 115186 and Instrument No. 115187.

Hawaii: In the Bureau of Conveyances of the State of Hawaii in Book 19227, Page 043, on January 16, 1986 and also filed in the Office of the Assistant Registrar of the Land Court of the State of Hawaii as Document No. 1376239, on June 4, 1986 and noted on Transfer Certificate of Title No. 140254, 153715, 163972, 204689, 206821, 207410 and 278778.

Idaho: On December 9, 1985, in Blaine County, Idaho, as Document No. 268916 and on March 18, 1987, as Document No. 282876.

Oregon: On October 29, 1985, in Deschutes County, Oregon, as Document No. 85-24752 and on March 19, 1987, as Document No. 87-5429 and on April 4, 1988, in Lincoln County, Oregon, Microfilm Volume 191, page 519.

Nevada: On February 10, 1992, in Douglas County, Nevada, as Document No. 270759.

Colorado: Recorded on August 28, 1992, at Book 677, Page 679 of the Routt County, Colorado, public records.

The property added to Exhibit "A" is legally described in the attached Exhibits.

IN WITNESS WHEREFORE, this Supplement is executed as of the 24th day of May, 1993.

SEAD VACATION INTERNATIONALE, LTD., TRUSTEE
VACATION TIME SHARE TRUST

By


Robert L. Ringgenberg
President

ROBERT BURNS, SPECIAL TRUSTEE

By


Robert Burns

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

Before me the undersigned Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared Robert L. Ringgenberg to me known to be the President of Vacation Internationale, Ltd., a Washington corporation, Trustee of the Vacation Time Share Trust, that he executed the foregoing instrument by authority of its Board of Directors and acknowledged the instrument to be the free and voluntary act and deed of the corporation for the uses and purposes therein mentioned and that the seal affixed to the foregoing instrument is the corporate seal of said corporation and on oath stated that he is authorized to execute this instrument.

Witness my hand and official seal affixed the date and year in this certificate above written.



Laura Nagle
Notary Public in and for the State of
Washington residing at Kirkland
My commission expires 11-16-98

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

Before me the undersigned Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared Robert Burns, Special Trustee of the Vacation Time Share Trust, to me known to be the person who executed the foregoing instrument and acknowledged the instrument to be his free and voluntary act and deed as such Special Trustee for the uses and purposes therein mentioned

Witness my hand and official seal affixed the date and year in this certificate above written.



Laura Nagle
Notary Public in and for the State of
Washington residing at Kirkland
My commission expires 11-16-98

**EXHIBIT TO SUPPLEMENT TO DECLARATION
OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR THE
PROTECTION OF TIME SHARE OWNERS AND NOTICE OF TIME
SHARE PLAN OF THE VACATION TIME SHARE PROGRAM
OASIS VILLA RESORT, UNIT NO. 57
CLOSING NO. 648**

Sublessee's interest in the following subleases which terminate June 30, 2035.

SCHEDULE OF CONDOMINIUM SUBLEASES

<u>Sublease Unit</u>	<u>Recordation of of Memorandum of Sublease</u>	<u>Instrument No. of Memorandum of Sublease (Official Records of Riverside County, Calif.)</u>
57	53837	February 10, 1993

The legal description of which is the following:

LEGAL DESCRIPTION

PARCEL 1:

AN UNDIVIDED 1/66TH INTEREST IN AND TO LOT 3 OF TRACT NO. 24347, IN THE CITY OF PALM SPRINGS, COUNTY OF RIVERSIDE, STATE OF CALIFORNIA, AS SHOWN BY MAP ON FILE IN BOOK 202, PAGES 35, 36 AND 37 OF MAPS, RECORDS OF RIVERSIDE COUNTY, CALIFORNIA.

EXCEPTING THEREFROM THE FOLLOWING:

- (A) UNITS 19 THROUGH 20, INCLUSIVE, UNITS 41 THROUGH 48, INCLUSIVE, AND UNITS 55 THROUGH 58, INCLUSIVE, UNITS 65 THROUGH 70, INCLUSIVE, AND UNITS 77 THROUGH 170, INCLUSIVE, AS SHOWN UPON THE AMENDED CONDOMINIUM PLAN RECORDED JUNE 9, 1989 AS INSTRUMENT NO. 189924 OF OFFICIAL RECORDS OF RIVERSIDE COUNTY, CALIFORNIA.

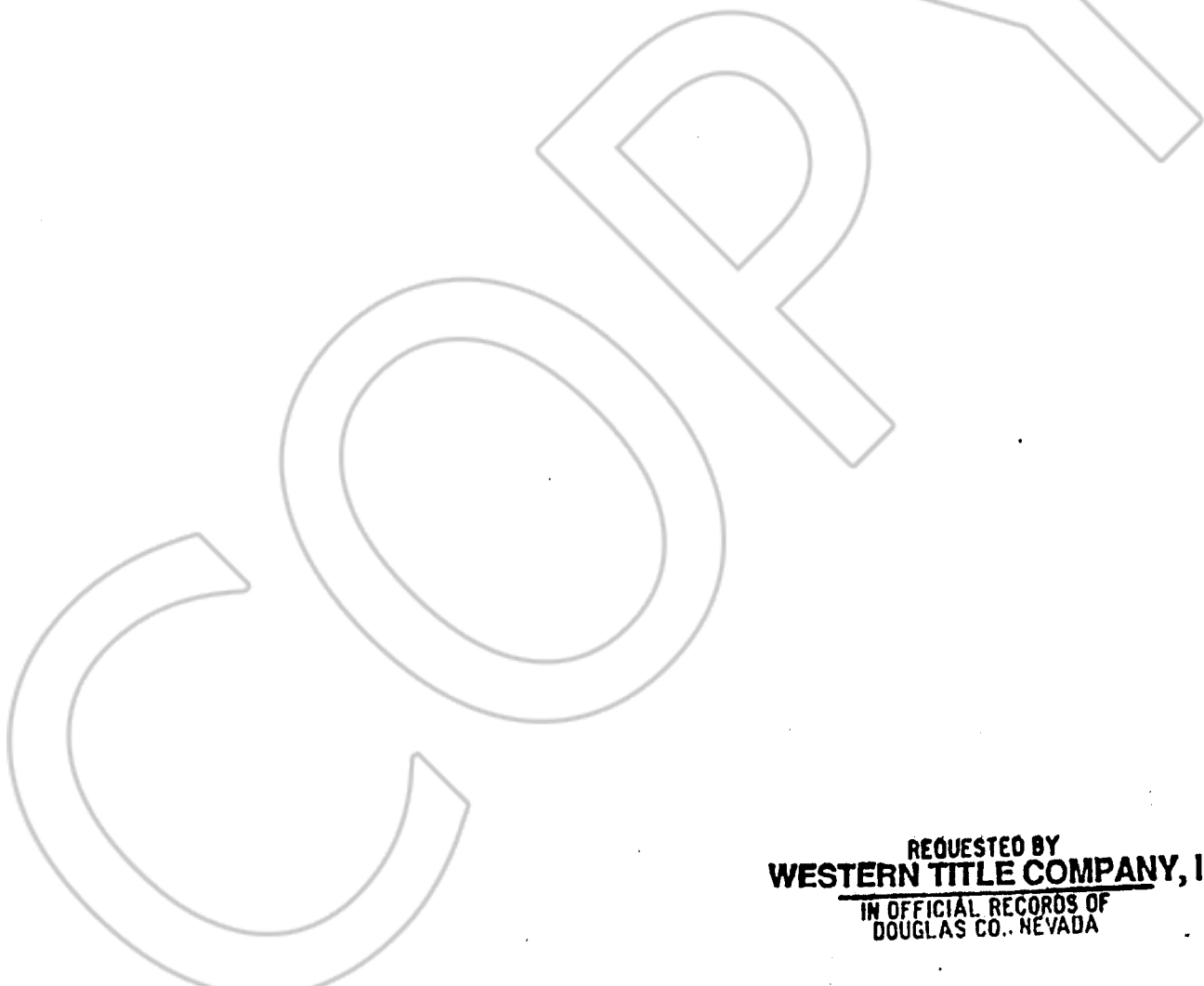
(B) THE EXCLUSIVE RIGHT TO POSSESSION OF ALL THOSE AREAS DESIGNATED AS BALCONIES, PATIOS, GARAGES AS SHOWN UPON THE AMENDED CONDOMINIUM PLAN ABOVE REFERRED TO.

PARCEL 2:

UNIT 57 AS SHOWN UPON THE AMENDED CONDOMINIUM PLAN RECORDED JUNE 9, 1989 AS INSTRUMENT NO. 189924 OF OFFICIAL RECORDS OF RIVERSIDE COUNTY, CALIFORNIA.

PARCEL 3:

THE EXCLUSIVE RIGHT TO POSSESSION AND OCCUPANCY OF THOSE PORTIONS OF LOT 3 DESCRIBED IN PARCEL 1 ABOVE, DESIGNATED AS PATIOS, BALCONIES AND GARAGES AS APPURTENANT TO PARCELS 1 AND 2 ABOVE DESCRIBED.



REQUESTED BY
WESTERN TITLE COMPANY, INC.
IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

93 JUN -2 12:14

SUZANNE BEAUDREAU
RECORDER

 PAID DEPUTY