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FOR THE SUFFICIENCY HEREOF OR FOR THE CONDITION OF TITLE

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
SEA VILLAGE UNIT NOS. 3106 AND 2107
APARTMENT CLOSING NOS. 662 AND 663

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 13th day of September, 1993.

VACATION INTERNATIONALE, LTD., TRUSTEE
VACATION TIME SHARE TRUST

SEAL

By Robert L. Ringgenberg
Robert L. Ringgenberg
President

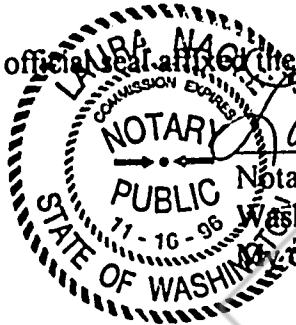
ROBERT BURNS, SPECIAL TRUSTEE

By Robert Burns
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 11-16-96

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.

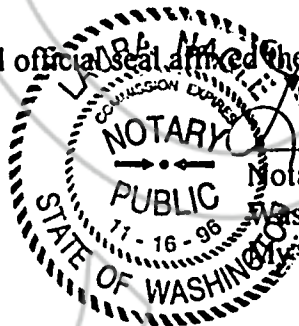

Laura Nagle
Notary Public in and for the State of
Washington residing at Kirkland
My commission expires 11-16-96

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
CLOSING NO. 662 AND 663
SEA VILLAGE, UNIT NO. 3106 AND 2107

An Estate for Years expiring at 12:00 p.m. on June 30, 2035 in Apartment Numbers 3106 and 2107 located in the "Sea Village" condominium project, as established under Chapter 514A of the Hawaii Revised Statutes, as amended, under the certain Declaration of Horizontal Property Regime, recorded in the Bureau of Conveyances, State of Hawaii, in Liber 9901, Page 526, as amended, and also filed with the Assistant Registrar of the Land Court of the State of Hawaii as Document No. 681523, and noted on Transfer Certificate of Title No. 140254, as amended, and as shown on Condominium Map No. 209, and as shown on Condominium File Plan No. 355.

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

'93 SEP 20 AM 1:56

SUZANNE BEAUDREAU
RECORDER

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