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Recording Requested By:

When Recorded Mail To:

Robert A. Klein, Esq.
Trendwest Resorts, Inc.
4010 Lake Washington Blvd.
Kirkland, WA 98033 ✓

AMENDMENT TO
VACATION OWNER PROGRAM
(WorldMark, The Club - Tahoe III)
(Units A1 - A4, B1 - B4, C1 - C14, D2 - D12)

THIS AMENDMENT is made this 2nd day of February, 1995, by TRENDWEST RESORTS, INC., an Oregon Corporation ("Declarant") and WorldMark, The Club, a California nonprofit mutual benefit corporation ("Co-Declarant" or "Club").

The attached four (4) exhibits attached hereto, which are named Unit A, Unit B, Unit C and Unit D, are schematics of the condominium units referred to in the title of this document. It is the purpose of this Amendment to add these exhibits to the original Declaration which was filed on the 10th day of September, 1993 as document number 317249 found at the Douglas County Recorder's Office in Book 0993 pages 1764 through page 1810.

IN WITNESS WHEREOF, Declarant and Co-Declarant have executed this Amendment on the day and year first above written.

CO-DECLARANT:

WORLD MARK, THE CLUB
a California Nonprofit Mutual
Benefit Corporation

By: _____

Jeffery P. Sites
Director

DECLARANT:

TRENDWEST RESORTS, INC.
An Oregon Corporation

By: _____

Jeffery P. Sites
Secretary

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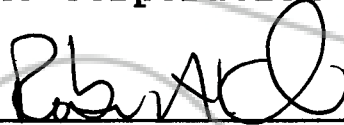
State of Washington)
) ss.
County of King)

On February 2, 1995, before me, a Notary Public, personally appeared JEFFERY P. SITES,

[check one]

personally known to me
 proved to me on the basis of satisfactory evidence

to be the person who executed the within instrument as a Director of WorldMark, The Club and Secretary of Trendwest Resorts named therein and acknowledged to me that the corporation executed it.

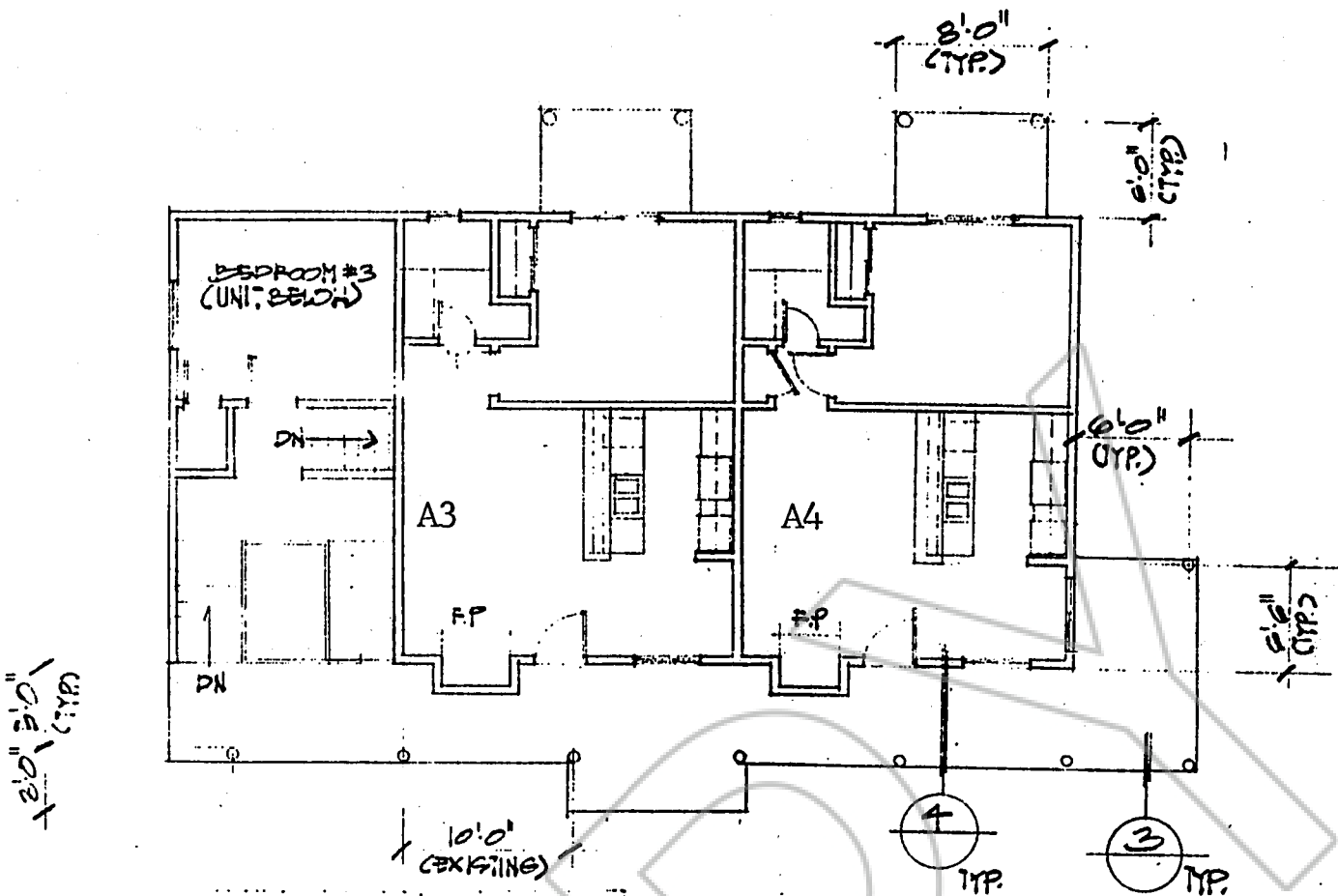


Robert A. Klein
Notary Public in and for the
State of Washington, residing
in King County
My commission expires 10/27/97 **SEAL**

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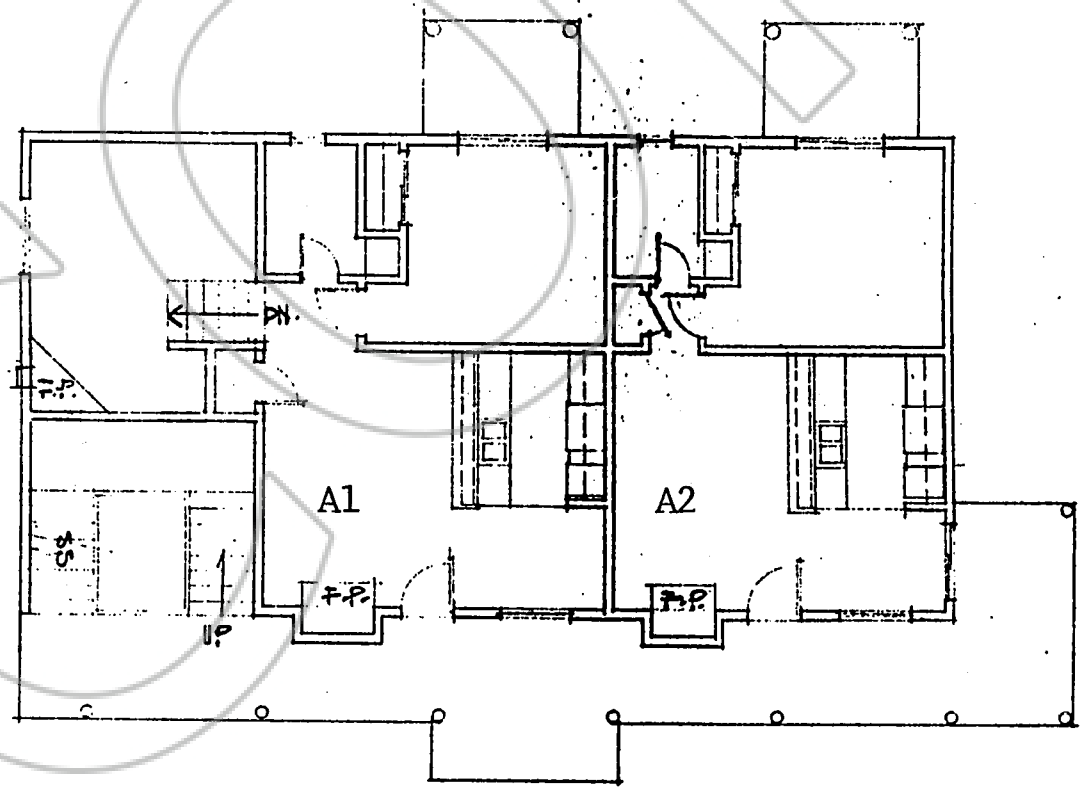
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UNIT A



THIRD FLOOR PLAN

1/8" = 1'-0"



SECOND FLOOR PLAN

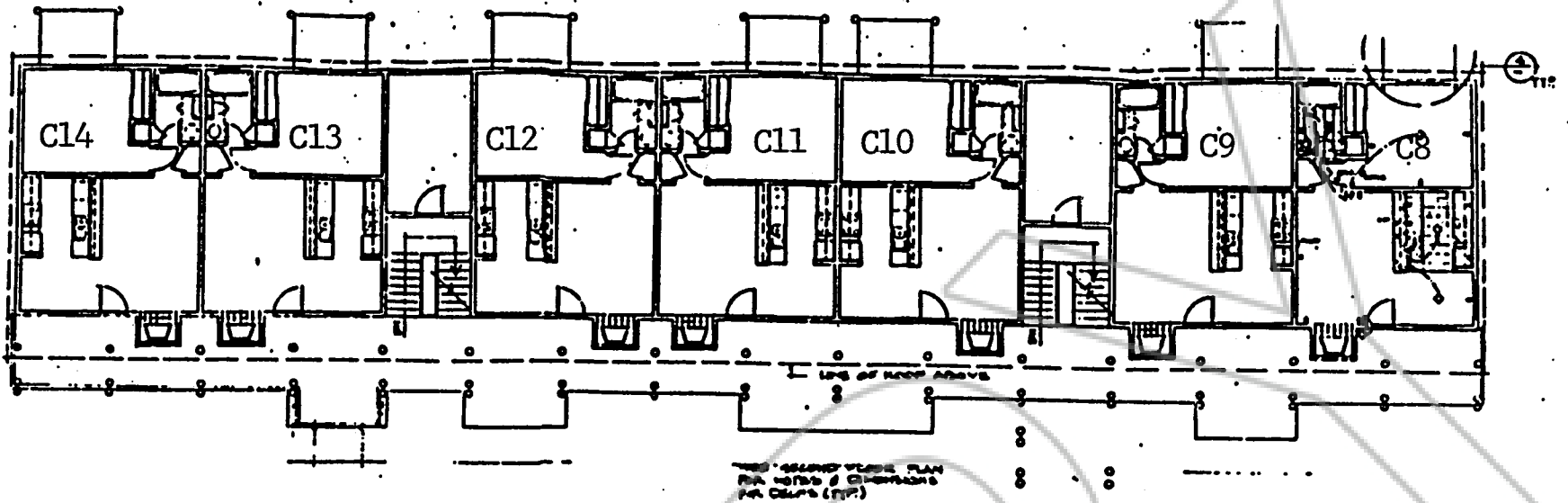
1/8" = 1'-0"

All one bedroom - 650 sq. ft.

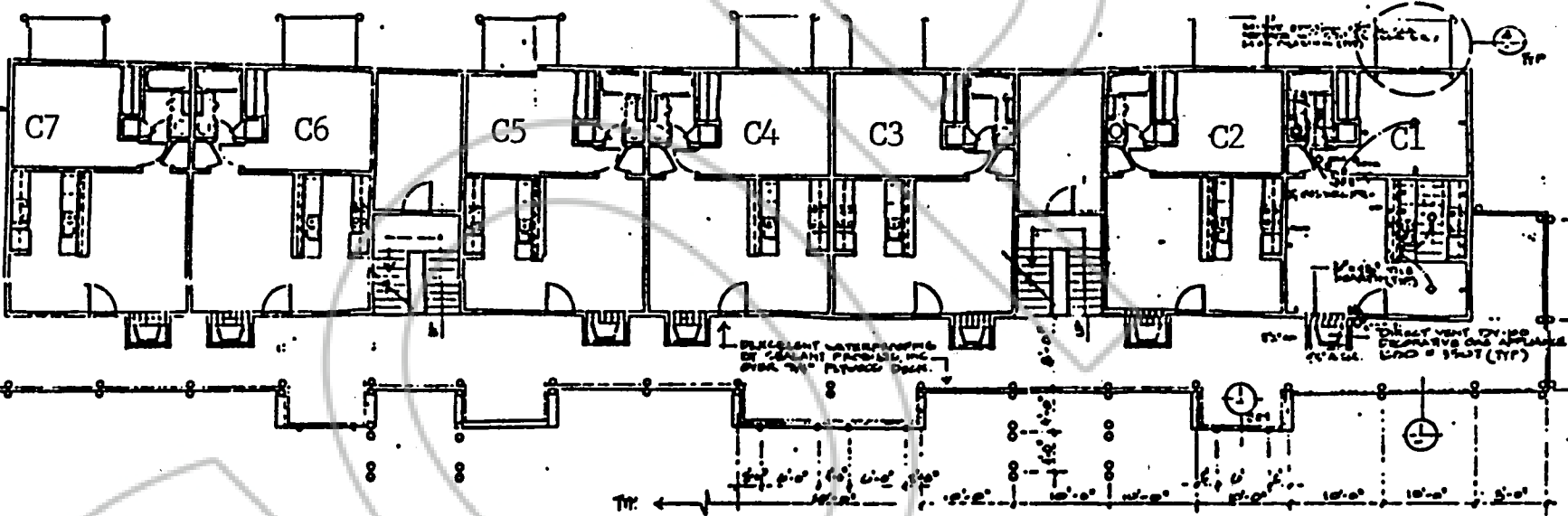
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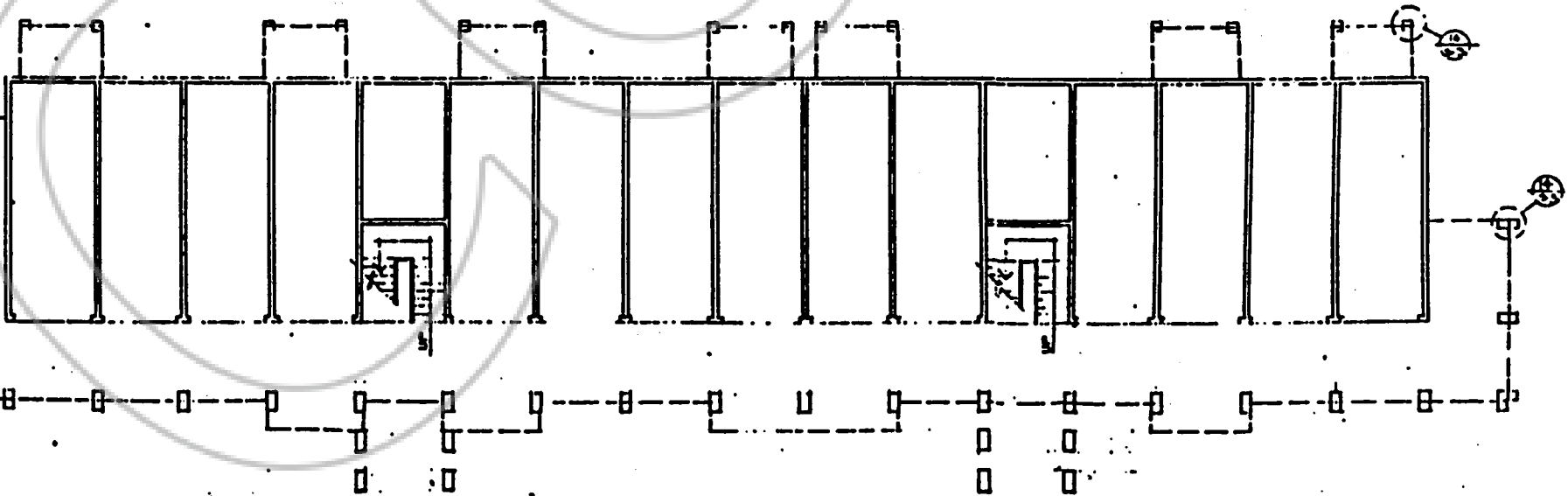
UNIT C
Typical Building Floor Plan
Building C



THIRD FLOOR PLAN
 1/8" = 1'-0"



SECOND FLOOR PLAN
 1/8" = 1'-0"

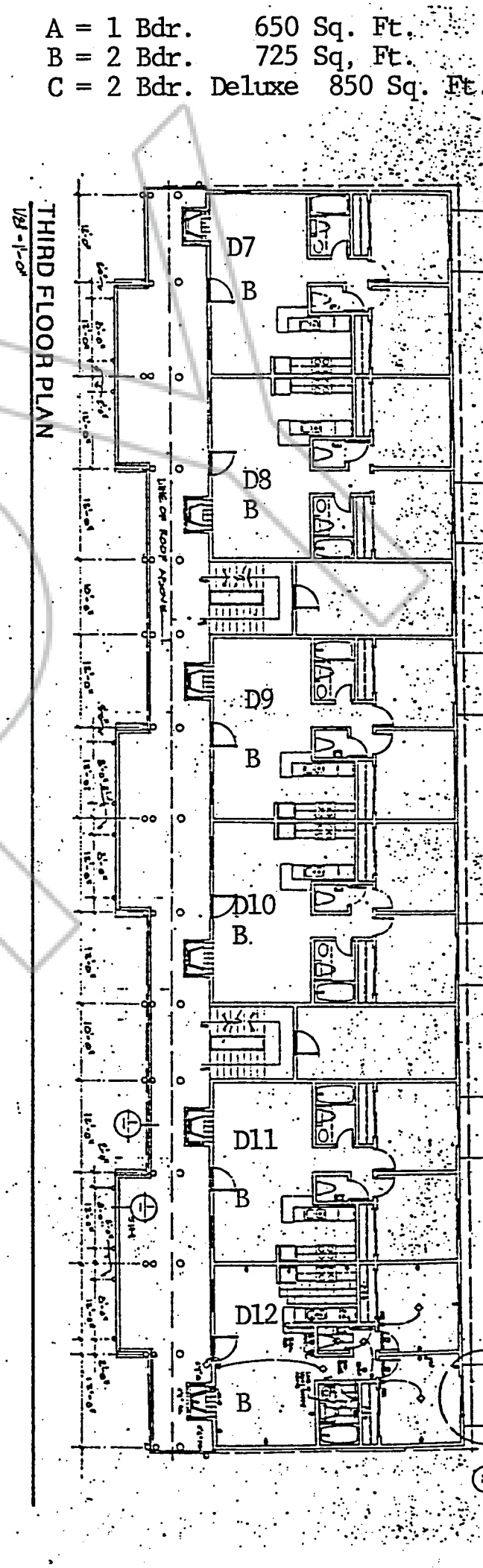
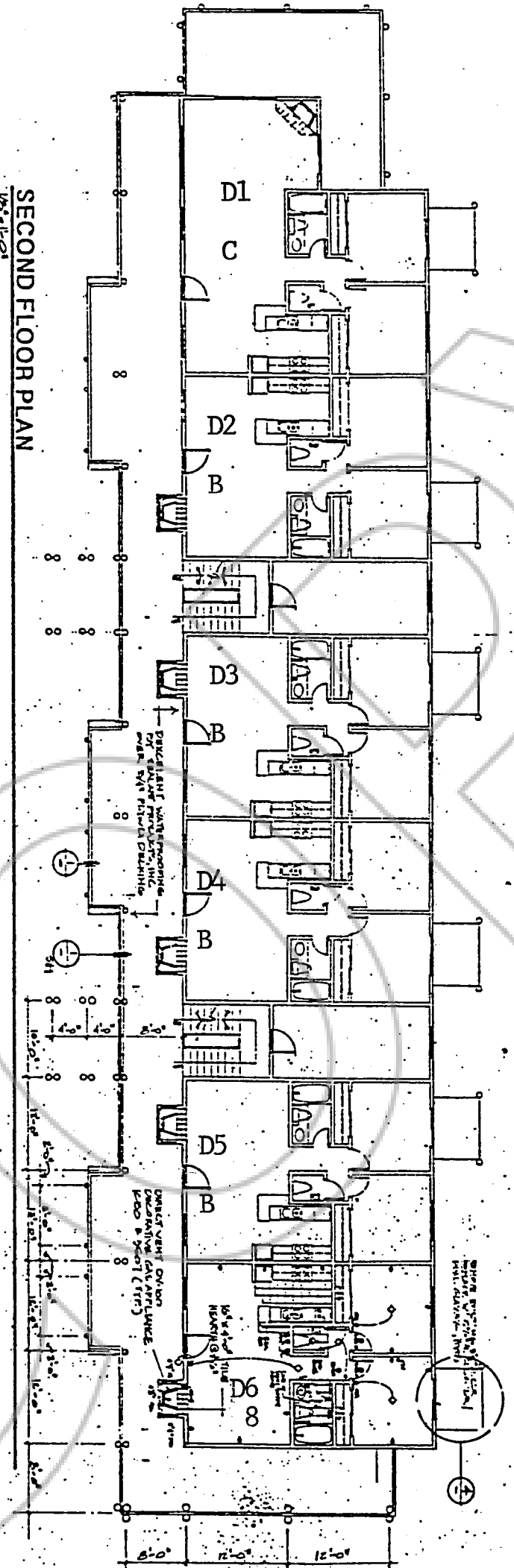
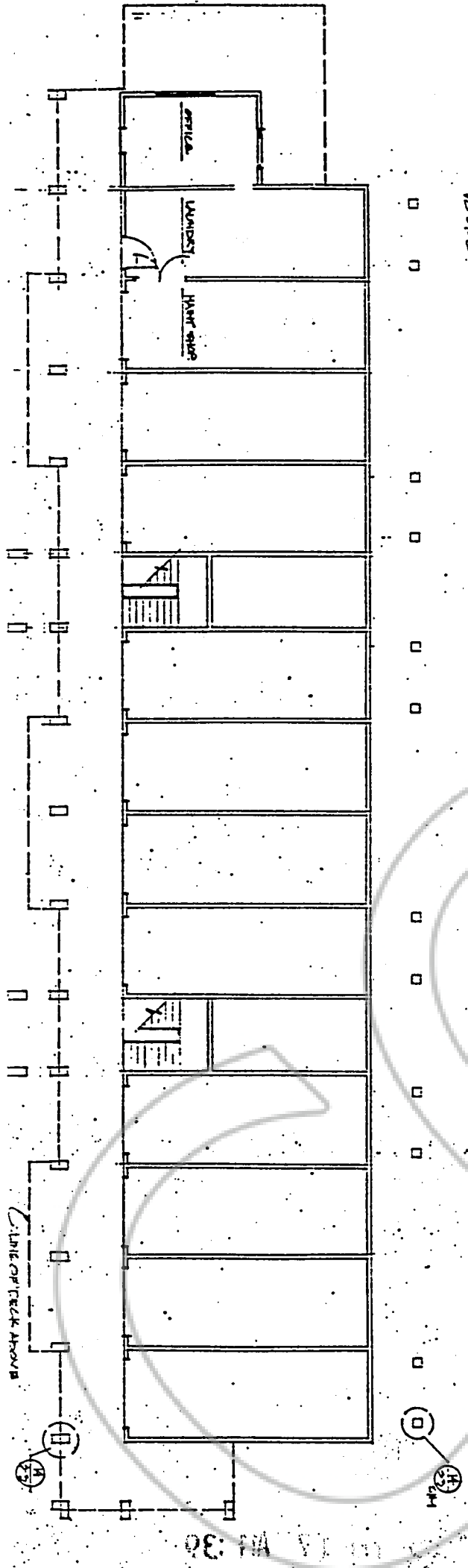


FIRST FLOOR PLAN

All C Units are One Bedroom
 650 Sq. Ft. Rooms

UNIT D

- A = 1 Bdr. 650 Sq. Ft.
- B = 2 Bdr. 725 Sq. Ft.
- C = 2 Bdr. Deluxe 850 Sq. Ft.



L.A.M. CHECK ABOVE

08: PM 11 10

David W. 1110

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NO.	DATE	REVISION	BY	CHKD.	APP'D.

WORLDMARK VACATION CLUB
HILLTOP
202 TRAMWAY STATELINE, NEVADA

BLDG 'D'
FLOOR PLANS

HOWARD A. MARTER • ARCHITECT

NEVADA STATE LICENSE # 1110
P.O. BOX 1022, SANTA BARBARA, CALIFORNIA, 93105

COPY

REQUESTED BY
Trendwest Resorts
IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA.

'95 FEB 17 AM 11:39

LINDA SLATER
RECORDER

\$13.00 PAID *ka* DEPUTY

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