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and without liability for the consideration therefor; or as to the validity or
sufficiency of said instrument or for the effect of such recording on the title of
the property involved.

AFTER RECORDATION, RETURN TO:

Vacation Internationale, Ltd.

P.O. Box 1970

Seattle, WA 98111

RETURN BY: MAIL (X) PICKUP ()

AMENDMENT TO EXHIBIT "A" OF THE
VACATION TIME SHARE TRUST AGREEMENT
POINT BROWN RESORT UNIT NO. AA2
APARTMENT CLOSING NO. 760

This Trust Agreement Amendment is by and between Vacation Internationale, Ltd., a Washington corporation, and Vacation Internationale, Ltd., as Trustee 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 Exhibit "A" of the Vacation Time Share Trust Agreement dated October 10, 1977, and originally recorded in the Bureau of Conveyances of the State of Hawaii and Liber 12615, Page 331, and also filed in the office of the Assistant Registrar of the Land Court of the State of Hawaii as Document No. 861791, and noted on Transfer Certificate of Title No. 140,254 and 268,682, as amended from time to time, including without limitation, as amended by that certain Trust Agreement dated November 17, 1986, which is also a complete restatement of the Trust Agreement as amended as of date thereof, and as the same has and in the future may be amended in accordance with the provisions thereof and applicable law, said agreement as so amended now and later being hereinafter called the "Vacation Time Share Trust Agreement", was recorded as follows:

California: County Recorder of San Diego County, California, on December 4, 1986, as Document No. 86-562509; and County Recorder of Riverside County, California, on April 12, 1989, as Instrument No. 115184.

Hawaii: Bureau of Conveyances, State of Hawaii, in Liber 20123, Page 078, and also filed in the Office of the Assistant Registrar of the Land Court as Document No. 1421597. on December 9, 1986.

Idaho: County Recorder of Blaine County, Idaho, on December 3, 1986, as Document No. 279625.

Oregon: County Recorder of Deschutes County, Oregon, on December 4, 1986, as Document No. 86-24521; County Recorder of Lincoln County, Oregon, on January 19, 1988, Microfilm Volume 189, page 650.

Washington: County Recorder of King County, Washington, on December 9, 1986, as Document No. 8612100522; County Recorder of Grays Harbor County, Washington, on August 16, 1994 under Recording No. 940817062.

Nevada: County Recorder of Douglas County, Nevada, on August 28, 1990, as Document No. 233399.

Colorado: Recorded August 28, 1992 at Book 677, Page 652 of the Routt County, Colorado public records.

Vancouver, B.C., Canada: Registered in the Land Title Office of Vancouver/New Westminster, British Columbia, on November 4, 1993, as Registration No. BG399659.

The property added to Exhibit "A" is described in the attached Exhibit(s).

IN WITNESS WHEREOF, the undersigned have executed this Amendment to Exhibit "A" of the Vacation Time Share Trust Agreement as of this 17th day of April, 1996.

SEAL

VACATION INTERNATIONALE, LTD.,
A Washington corporation

By Jill I. Calhoun

Jill I. Calhoun
Vice President, Finance

VACATION INTERNATIONALE, LTD.,
Trustee of the Vacation Time Share Trust

By Jill I. Calhoun

Jill I. Calhoun
Vice President, Finance

SEAL

ROBERT BURNS, SPECIAL TRUSTEE

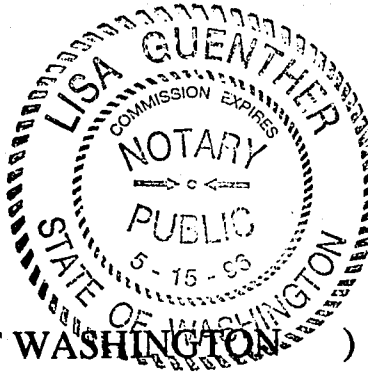
By Robert Burns

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 Jill I. Calhoun to me known to be the Vice President, Finance of Vacation Internationale, Ltd., a Washington corporation, 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.



Notary Public in and for the State of Washington

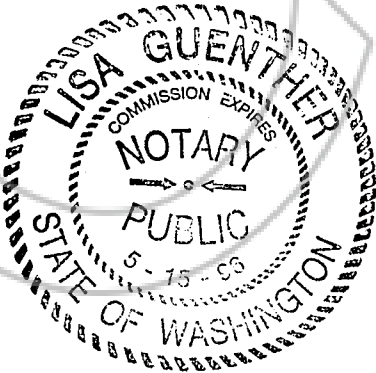
Lisa Guenther

Residing at Seattle
Commission expires: May 15, 1996

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 Jill I. Calhoun to me known to be the Vice President, Finance 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.



Notary Public in and for the State of Washington

Lisa Guenther

Residing at Seattle
Commission expires: May 15, 1996

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.

Notary Public in and for the State of Washington

Lisa Guenther

Residing at Seattle

Commission expires: May 15, 1996

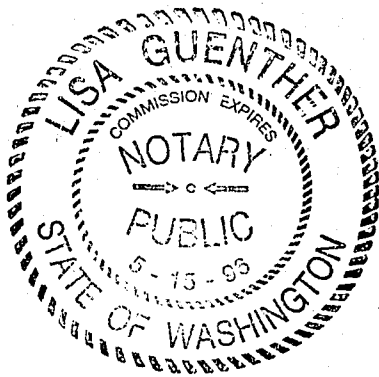


EXHIBIT TO AMENDMENT TO EXHIBIT "A"
OF THE VACATION TIME SHARE TRUST AGREEMENT
POINT BROWN RESORT UNIT NO. AA2

An estate for years which expires at 12:00 p.m. on June 30, 2037, in and to Condominium Unit 2, Atlantic Avenue Condominium, according to the declaration thereof, recorded under Recording No. 861114001, and amendment thereto recorded under Recording No. 870114046, and established by Survey Map, Volume 2 of Condominiums, pages 18 through 19, under Recording No. 861113031, records of Grays Harbor County, Washington.

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

'96 APR 25 P12:06

LINDA SLATER
RECORDER
\$ 11.00 PAID *KJ* DEPUTY

386245

BK 0496 PG 4726