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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 ()

**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
POINT BROWN RESORT UNIT NO. AA2
APARTMENT CLOSING NO. 760**

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.

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

Washington: Recorded on August 18, 1994, under Recording No. 940819041, Grays Harbor County, Washington.

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

IN WITNESS WHEREFORE, this Supplement is executed as of the 17th day of April, 1996.

SEAL

VACATION INTERNATIONALE, LTD., TRUSTEE
VACATION TIME SHARE TRUST

By Jill I. Calhoun
Jill I. Calhoun
Vice President, Finance

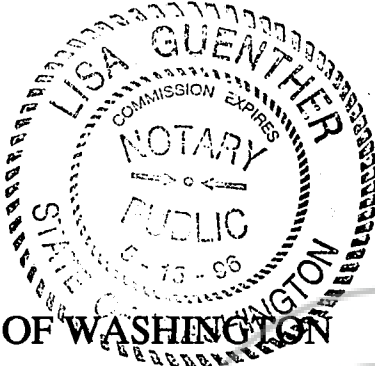
ROBERT BURNS, SPECIAL TRUSTEE

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, 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

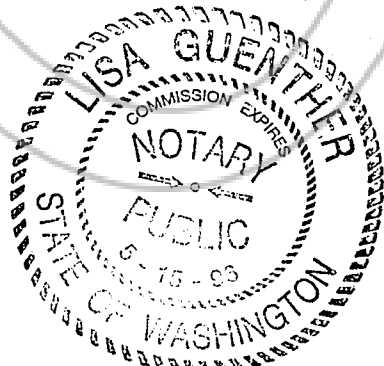
Residing at Seattle

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

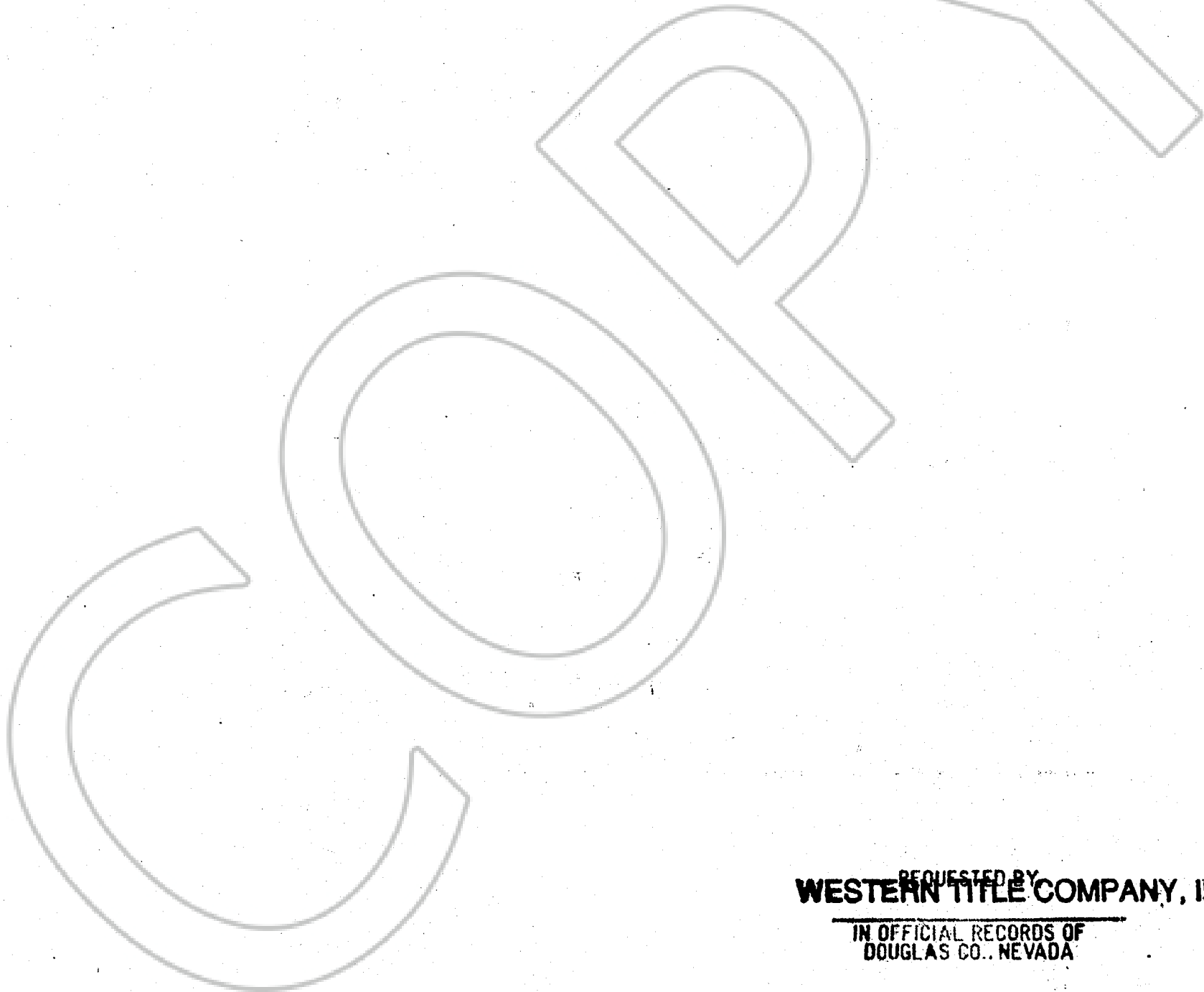
Lisa Guenther

Residing at Seattle

Commission expires: May 15, 1996

**EXHIBIT TO 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
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.



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

'96 APR 25 P12:07

LINDA SLATER
RECORDER
\$10.00 PAID *ks* DEPUTY