

THIS DOCUMENT IS RECORDED AS AN ACCOMODATION ONLY
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:

Sunterra Pacific, Inc.
P.O. Box 1970
Seattle, WA 98111

RETURN BY: MAIL (X) PICKUP ()

AMENDMENT TO EXHIBIT "A" OF THE
VACATION TIME SHARE TRUST AGREEMENT
TAHOE BEACH AND SKI CLUB UNIT NO(S): RE001, RE002 AND RE003
CLOSING NO(S): 813, 814 AND 815

This Trust Agreement Amendment is by and between Sunterra Pacific, Inc., a Washington corporation f/k/a Vacation Internationale, Ltd., and Sunterra Pacific, Inc. f/k/a Vacation Internationale, Ltd., as Trustee and Loren V. Gallagher, whose residence is 9959 Lake Washington Blvd. NE, Apt. 304, Bellevue, WA 98004-6066, 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; County Recorder of Riverside County, California, on April 12, 1989, as Instrument No. 115184; and County Recorder of El Dorado County, California, on August 18, 1998, as Document No. 98-0046845-00.

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 1.

IN WITNESS WHEREOF, the undersigned have executed this Amendment to Exhibit "A" of the Vacation Time Share Trust Agreement as of this 9th day of November, 1998.

SUNTERRA PACIFIC,
A Washington corporation f/k/a Vacation Internationale, Ltd.

SEAL

By Landon R. Estep
Landon R. Estep
Corporate Secretary and General

SUNTERRA PACIFIC, INC. a Washington corporation f/k/a Vacation Internationale, Ltd.
Trustee of the Vacation Time Share Trust

By Landon R. Estep
Landon R. Estep
Corporate Secretary and General

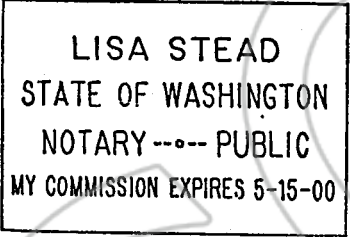
LOREN V. GALLAGHER, SPECIAL TRUSTEE

By *Loren V. Gallagher*
Loren V. Gallagher

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 Landon R. Estep to me known to be the Corporate Secretary and General Counsel of Sunterra Pacific, Inc., a Washington corporation f/k/a Vacation Internationale, Ltd., 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 Stead

Residing at *Shohamish*

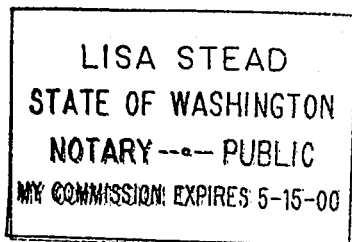
Commission expires: *5-15-00*

0457676
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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 Landon R. Estep to me known to be the Corporate Secretary and General Counsel of Sunterra Pacific, Inc., a Washington corporation f/k/a Vacation Internationale, Ltd., 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.



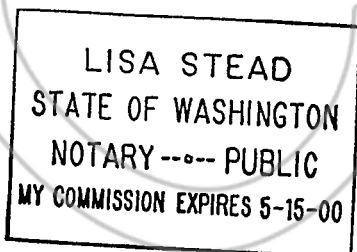
Notary Public in and for the State of Washington

Lisa Stead
Residing at Snohomish
Commission expires: 5-15-00

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 Loren V. Gallagher, 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 Stead
Residing at Snohomish
Commission expires: 5-15-00

EXHIBIT 1
AMENDMENT TO EXHIBIT "A" OF THE
VACATION TIME SHARE TRUST AGREEMENT
TAHOE BEACH AND SKI CLUB UNIT NO(S): RE001, RE002 AND RE003
CLOSING NO(S): 813, 814 AND 815

Undivided 406/7,140th interests located at Tahoe Beach and Ski Club, South Lake Tahoe, California, County of El Dorado, as established under the Declaration of Vacation Plan (Tahoe Beach and Ski Club), original recorded on July 23, 1984, as Document No. 14831, full document recorded in Book 2319, Page 158-226; First Amendment to Declaration of Vacation Plan (Tahoe Beach and Ski Club), original recorded on April 19, 1985, as Document No. 14831, full document recorded in Book 2423, Page 106; and Second Amendment to Declaration of Vacation Plan (The Tahoe Beach and Ski Club) and Grant Deed, original recorded on April 19, 1985, as Document No. 14831, full document recorded in, Book 3683, Page 623-671. The 406 intervals consists of 10 Unit Type Cabin, Use Year High; 22 Unit Type Cabin, Use Year Swing; 2 Unit Type Deluxe One Bedroom, Use Year Prime; 2 Unit Type Deluxe One Bedroom, Use Year Swing; 129 Unit Type One Bedroom, Use Year High; 62 Unit type One Bedroom, Use Year Prime; 36 Unit Type One Bedroom, Use Year Swing; 11 Townhouse Unit Type, Use Year High; 33 Townhouse Unit Type, Use Year Prime; 59 Townhouse Unit Type, Use Year Swing; 3 Two Bedroom Unit Type, Use Year High; and Two Bedroom Unit Type, Use Year Swing

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

'98 DEC 30 P12:22

0457676

BK 1298 PG 7032

LINDA SLATER
RECORDER
\$11.00 PAID ~~KO~~ DEPUTY