

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 ( )

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  
TAHOE BEACH AND SKI CLUB UNIT NO (S): RE001, RE002, RE003  
CLOSING NO(S): 813, 814 AND 815

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 Sunterra Pacific, Inc., a Washington corporation f/k/a/ Vacation Internationale, Ltd., 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 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 amends the Declaration and Notice by adding to Exhibit "A" the following property which by the execution and recording of this Supplement are added to 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; on April 12, 1989, in Riverside County, California, as Instrument No. 115186 and Instrument No. 115187; and County Recorder of El Dorado County, California, on August 18, 1998, as Document No. 98-0046846-00.

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. 319078, 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 Westminister, 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 Exhibit 1.

IN WITNESS WHEREFORE, this Supplement is executed as of the 9<sup>th</sup> day of November, 1998.

SUNTERRA PACIFIC, INC., a Washington corporation f/k/a Vacation Internationale, Ltd.  
TRUTSEE OF THE VACATION TIME SHARE TRUST

**SEAL**

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

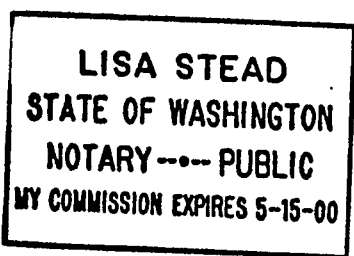
LOREN V. GALLAGHER, SPECIAL TRUSTEE

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., 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.

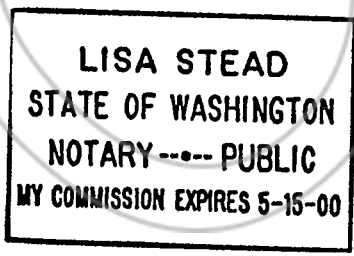


Notary Public in and for the State of Washington  
Lisa Stead  
Residing at Snohomish  
Commission expires: 5-15-00

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

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

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 P12:24

0457677

BK 1298 PG 7036

LINDA SLATER  
RECORDER  
\$10 PAID K2 DEPUTY