

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
APARTMENT CLOSING NOS. 848-850
ROYAL KUHIO UNIT NOS. 1109, 1110, 1111
AND REMAINDER FEE SIMPLE TITLE FOR VILLAGE AT
STEAMBOAT UNITS A100, A101, A102, A203, A204, A303;
THE PINES AT SUNRIVER UNITS E-12, E-13, E-14, E-15, F-5, E-4, AND C-1;
AND ELKHORN VILLAGE UNITS 2012, 2025, 2028

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 Landon R. Estep, whose residence is 1300 170th Pl., NE, Bellevue, WA 98008, 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.

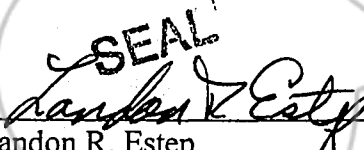
Vancouver, B.C., Canada: Registered in the Land Title Office of Vancouver/New Westminister, British Columbia, on November 4, 1993, as Registered No. BG399659.

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 22ND day of July, 1999.

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

By 
Landon R. Estep
Corporate Secretary and General Counsel

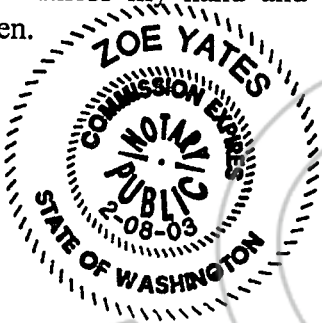
LONDON R. ESTEP, SPECIAL TRUSTEE

By *Landon R. Estep*
Landon R. Estep

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.



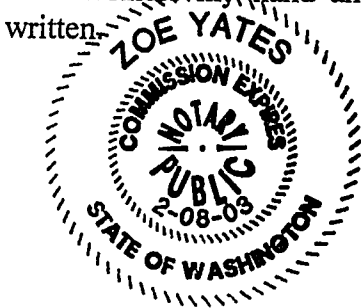
Notary Public in and for the State of Washington

Zoe Yates
Residing at Kirkland
Commission expires: 02/08/03

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, 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

A handwritten signature in cursive script, appearing to read "Zoe Yates", written over a horizontal line.

Residing at Kirkland
Commission expires: 02/08/03

EXHIBIT 1
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
APARTMENT CLOSING NOS. 848-850
ROYAL KUHIO UNIT NOS. 1109, 1110, 1111
AND REMAINDER FEE SIMPLE TITLE FOR VILLAGE AT
STEAMBOAT UNITS A100, A101, A102, A203, A204, A303;
THE PINES AT SUNRIVER UNITS E-12, E-13, E-14, E-15, F-5, E-4, AND C-1;
AND ELKHORN VILLAGE UNITS 2012, 2025, 2028

- a) The following apartments located in the Condominium Project known as "Royal Kuhio Condominium Project" as established under Chapter 514A of the Hawaii Revised Statutes, as amended, under that certain Declaration of Horizontal Property Regime, dated April 30, 1975, filed in the Office of the Assistant Registrar of the Land Court as Land Court Document No. 718979, as amended, and noted on Transfer Certificate of Title No. 268,682, as amended, and as shown on Condominium Map No. 248.

Apartment Numbers: 1109, 1110, 1111

- b) In fee title absolute commencing July 1, 2032 in and to the following Condominium Units in Building A: Unit 100, Unit 101, Unit 102, Unit 203 and Unit 204, according to the Condominium Declaration for the Golden Triangle Condominium Resort recorded September 2, 1988 in Book 637, Page 103, Reception No. 374531, as amended by instrument recorded November 16, 1992 in Book 679, Page 2329, and the Condominium Map recorded September 2, 1988 as Filing No. 10505, the Condominium Map recorded September 2, 1988 as Filing No. 10506, as amended by instrument recorded November 16, 1992 as Filing No. 11664, Reception No. 417427 of the public records of Routt County, Colorado.
- c) An undivided 28/50th remainder interest in fee title commencing July 1, 2032 in and to the following Condominium Units in Building A: Unit 303, according to the Condominium Declaration for the Golden Triangle Condominium Resort recorded September 2, 1988 in Book 637, Page 103, Reception No. 374531, as amended by instrument recorded November 16, 1992 in Book 679, Page 2329, and the Condominium Map recorded September 2, 1988 as Filing No. 10505, the Condominium Map recorded September 2, 1988 as Filing No. 10506, as amended by instrument recorded November 16, 1992 as Filing No. 11664, Reception No. 417427 of the public records of Routt County, Colorado.

- d) In fee simple title commencing July 1, 2016, in Apartment E-13 located in "The Pines at Sunriver Condominiums" in the County of Deschutes, State of Oregon, together with an undivided interest in and to the common elements appurtenant to said units as set forth in Declaration of Unit Ownership, recorded August 16, 1984, in Book 69, Page 611, Deed Records, and Supplemental Condominium Declaration recorded March 19, 1986, under Recording No. 86-5069 in Book 0118, Page 1549, and Supplemental Condominium Declaration, recorded July 24, 1986, in Book 128, Page 629, as amended, and Supplemental Condominium Declaration recorded August 28, 1987, in Book 150, Page 1611.
- e) In fee simple title commencing July 1, 2017, in Apartment E-14 located in "The Pines at Sunriver Condominiums" in the County of Deschutes, State of Oregon, together with an undivided interest in and to the common elements appurtenant to said units as set forth in Declaration of Unit Ownership, recorded August 16, 1984, in Book 69, Page 611, Deed Records, and Supplemental Condominium Declaration recorded March 19, 1986, under Recording No. 86-5069 in Book 0118, Page 1549, and Supplemental Condominium Declaration, recorded July 24, 1986, in Book 128, Page 629, as amended, and Supplemental Condominium Declaration recorded August 28, 1987, in Book 150, Page 1611.
- f) In fee simple title commencing July 1, 2033, in Apartment E-15 located in "The Pines at Sunriver Condominiums" in the County of Deschutes, State of Oregon, together with an undivided interest in and to the common elements appurtenant to said units as set forth in Declaration of Unit Ownership, recorded August 16, 1984, in Book 69, Page 611, Deed Records, and Supplemental Condominium Declaration recorded March 19, 1986, under Recording No. 86-5069 in Book 0118, Page 1549, and Supplemental Condominium Declaration, recorded July 24, 1986, in Book 128, Page 629, as amended, and Supplemental Condominium Declaration recorded August 28, 1987, in Book 150, Page 1611.
- g) In fee simple title commencing July 1, 2016 in Apartment F-5, located in "The Pines at Sunriver Condominiums" in the County of Deschutes, State of Oregon, together with an undivided interest in and to the common elements appurtenant to said units as set forth in Declaration of Unit Ownership, recorded August 16, 1984, in Book 69, Page 611, Deed Records, and Supplemental Condominium Declaration, recorded March 19, 1986, under Recording No. 86-5069, Book 0118, Page 1549.
- h) In fee simple title commencing July 1, 2018 in Apartment 2012, located in the "Elkhorn Village" condominium project, as shown on the Condominium Map for Elkhorn Village Condominiums, appearing in the records of Blaine County, Idaho, as Instrument No. 146337 ("Condominium Map"), and as defined and described in the Notice of Additions of Territory and Supplemental Declaration of Covenants, Conditions and Restrictions Establishing a Condominium Plan for Elkhorn Village Condominiums (the "Condominium Declaration"), recorded in the records of Blaine County, Idaho, as Instrument No. 146338.

- i) In fee simple title commencing July 1, 2017 in Apartment 2025, located in the "Elkhorn Village" condominium project, as shown on the Condominium Map for Elkhorn Village Condominiums, appearing in the records of Blaine County, Idaho, as Instrument No. 146337 ("Condominium Map"), and as defined and described in the Notice of Additions of Territory and Supplemental Declaration of Covenants, Conditions and Restrictions Establishing a Condominium Plan for Elkhorn Village Condominiums (the "Condominium Declaration"), recorded in the records of Blaine County, Idaho, as Instrument No. 146338.
- j) In fee simple title commencing July 1, 2016 in Apartment 2028, located in the "Elkhorn Village" condominium project, as shown on the Condominium Map for Elkhorn Village Condominiums, appearing in the records of Blaine County, Idaho, as Instrument No. 146337 ("Condominium Map"), and as defined and described in the Notice of Additions of Territory and Supplemental Declaration of Covenants, Conditions and Restrictions Establishing a Condominium Plan for Elkhorn Village Condominiums (the "Condominium Declaration"), recorded in the records of Blaine County, Idaho, as Instrument No. 146338.
- k) An undivided 25/50th remainder interest in fee simple title commencing July 1, 2028, in Apartment E-4 located in "The Pines at Sunriver Condominiums" in the County of Deschutes, State of Oregon, together with an undivided interest in and to the common elements appurtenant to said units as set forth in Declaration of Unit Ownership, recorded August 16, 1984, in Book 69, Page 611, Deed Records, and Supplemental Condominium Declaration recorded March 19, 1986, under Recording No. 86-5069 in Book 0118, Page 1549, and Supplemental Condominium Declaration, recorded July 24, 1986, in Book 128, Page 629, as amended, and Supplemental Condominium Declaration recorded August 28, 1987, in Book 150, Page 1611.
- l) An undivided 19/50th remainder interest in fee simple title commencing July 1, 2026, in Apartment C-1 located in "The Pines at Sunriver Condominiums" in the County of Deschutes, State of Oregon, together with an undivided interest in and to the common elements appurtenant to said units as set forth in Declaration of Unit Ownership, recorded August 16, 1984, in Book 69, Page 611, Deed Records:

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

'99 AUG -4 P12:28

exh46242lcg

0473840

BK0899PG0816

LINDA SLATER
RECORDER
\$13.00 PAID *Ka* DEPUTY