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WITHOUT LIABILITY ON THE PART OF WESTERN TITLE COMPANY, INC.
FOR THE SUFFICIENCY HEREOF OR FOR THE CONDITION OF TITLE.

AFTER RECORDATION, RETURN TO:

Sunterra Pacific, Inc.
1417 116th Avenue NE
Bellevue, WA 98004
Attn: Lisa Guenther

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
APARTMENT/PERPETUAL CLOSING NO. 921/P21
VILLAS DE SANTA FE UNIT NO. 1311

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 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.

New Mexico: Recorded on November 19, 2001, in Book 2013, Pages 466-488, Santa Fe County, Mexico.

The property added to Exhibit "A" is legally described in the attached Exhibit 1.

IN WITNESS WHEREFORE, this Supplement is executed as of the 31st day of January, 2003.

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

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


LANDON 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 document above written.

 Notary Public in and for the State of Washington
Lisa Guenther
Residing at Seattle
Commission expires: 05/15/04

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 document above written.

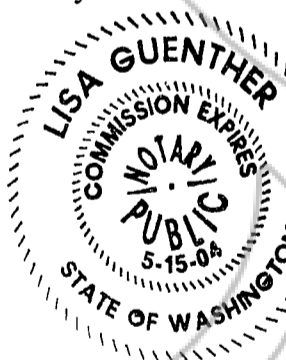
 Notary Public in and for the State of Washington
Lisa Guenther
Residing at Seattle
Commission expires: 05/15/04

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/PERPETUAL CLOSING NOS. 921/P21
VILLAS DE SANTA FE UNIT NO. 1311

In fee simple title, Condominium Unit No 1311, a one bedroom deluxe unit, in that certain Declaration of Condominium for Villas de Santa Fe, recorded in the Office of the Clerk of Santa Fe County, New Mexico, on March 3, 1998, in Book 1462, pages 195-294 with Special Warranty Covenants.

COPY

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

2003 MAY -7 AM 11:42

WERNER CHRISTEN
RECORDER

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