

APN #'s 1318-15-821-000, 001, 002,
003, 004, 005, 006, 007, 008

2074592 WAB

When Recorded Mail To:

Jo Pigg, Registration Dept.
Trendwest Resorts, Inc.
Box 97054
Redmond, WA 98073-9754

DECLARATION OF ANNEXATION TO VACATION OWNER PROGRAM

(WORLD MARK, THE CLUB AT SOUTH SHORE)

(Units 11101, 11102, 11103, 11104, 11201, 11202, 11203, 11204)

THIS DECLARATION OF ANNEXATION is made this 16th day of May, 2003, by TRENDWEST RESORTS, INC., an Oregon Corporation ("Declarant") and WORLD MARK, THE CLUB, a California Nonprofit Mutual Benefit Corporation ("Club" or "Co-Declarant").

A. Property. Declarant is or was the equitable owner of all of the property specifically described on Exhibit A attached hereto and incorporated herein (the "Property"). The Property was or will be transferred at Declarant's direction from Declarant's contract vendor directly to Club as owner. In addition, Club owns the property covered by the "Declaration" described in Paragraph B below.

B. Declaration. Declarant and Co-Declarant previously recorded an Amended and Restated Declaration of Vacation Owner Program (WorldMark, The Club at South Shore dated December 27, 2002 and recorded on March 7, 2003, as Document No. 0569290 in Book 0302, Page 2787, Official Records, County of Douglas, State of Nevada ("Declaration"), as the same may be amended, which covers the property described in Exhibit "A" to the Declaration. Except as may be specifically modified herein, the provisions and definitions of the Declaration are hereby incorporated herein in their entirety.

C. Annexation. Declarant and Club hereby declare that from and after the date of the Declaration of Annexation all of the Property is held and shall be held, conveyed, hypothecated or encumbered, leased, rented, used, occupied and improved subject to the Declaration. This Declaration of Annexation is adopted according to the procedures and authority of Restriction 8 of the Declaration.

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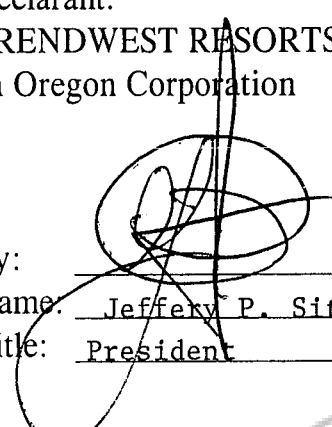
D. Reservation of Easements. In accordance with Restriction 8 of the Declaration, there are hereby reserved reciprocal easements of use, enjoyment, access, ingress and egress over the Property and appurtenant to all property subject to the Declaration.

E. Exhibits. The following exhibit is attached hereto and incorporated herein:

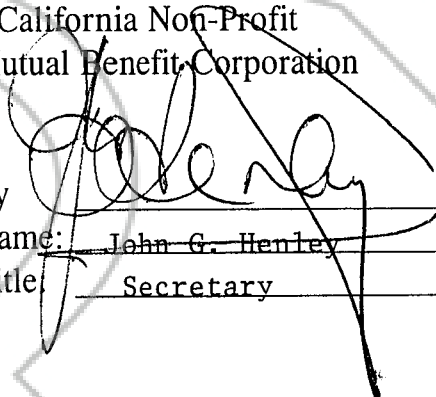
A - Property Description and Vacation Credit Allocation.

IN WITNESS WHEREOF, Declarant and Club have executed this Declaration of Annexation on the day and year first above written.

Declarant:
TRENDWEST RESORTS, INC.,
an Oregon Corporation

By: 
Name: Jeffery P. Sites
Title: President

Club/Co-Declarant:
WORLD MARK, THE CLUB,
a California Non-Profit
Mutual Benefit Corporation

By: 
Name: John G. Henley
Title: Secretary

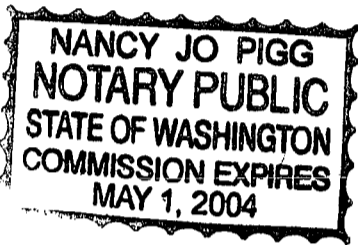
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STATE OF WASHINGTON)
) ss
COUNTY OF KING)

On this 19th day of May, 2003, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared JERRY P. SITES to me known to be the PRESIDENT of TRENDWEST RESORTS, INC., the corporation that executed the foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned and on oath stated that he is authorized to execute the said instrument.

Witness my hand and official seal hereto affixed the day and year first above written.

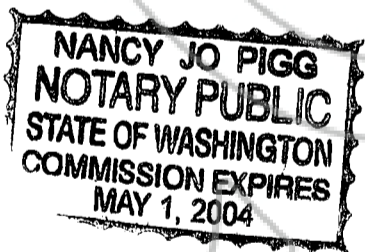


Nancy Jo Pigg
Nancy Jo Pigg
Notary Public in and for the State of Washington
residing at Tacoma
My commission expires: May 1, 2004

STATE OF WASHINGTON)
) ss
COUNTY OF KING)

On this 19th day of May 2003, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared JOHN G. HENLEY to me known to be the SECRETARY of WORLD MARK, THE CLUB, the corporation that executed the foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and on oath stated that he is authorized to execute the said instrument.

Witness my hand and official seal hereto affixed the day and year first above written.



Nancy Jo Pigg
Nancy Jo Pigg
Notary Public in and for the State of Washington
residing at Tacoma.
My commission expires: May 1, 2004

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EXHIBIT A
TO
DECLARATION OF ANNEXATION

LEGAL DESCRIPTION
&
VACATION CREDIT ALLOCATION

Unit Nos. 11101, 11102, 11103, 11104, 11201, 11202, 11203, 11204 contained within South Shore, a Nevada condominium project as identified and established in the Condominium Plat of South Shore, a Commercial Subdivision recorded on December 5, 2002 in Book 1202, Page 2181 as Document No. 559872 in the office of the County Recorder of Douglas County, State of Nevada as further described in the Declaration of Condominium - South Shore, recorded on December 5, 2002 in Book 1202 at Page 2182 as Document No. 559873, together with an undivided interest in the Common Elements appurtenant to said units.

Vacation Credits allocated to the Units as follows:

<u>Lot/Unit No.</u>	<u>Vacation Credits</u>
11101	556,000
11102	556,000
11103	556,000
11104	364,000
11201	556,000
11202	556,000
11203	556,000
11204	364,000

REQUESTED BY
FIRST AMERICAN TITLE CO.

IN OFFICIAL RECORDS OF
DOUGLAS COUNTY, NEVADA

2003 MAY 22 PM 12: 23

WENDY HUNTER
RECORDER

17 PAID *KJ* DEPUTY

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BK 0503 PG 11888