

REQUESTED BY
WESTERN TITLE COMPANY, INC.

IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

2003 OCT 22 AM 11:36

WERNER CHRISTEN
RECORDER

\$180 PAID *Be* DEPUTY

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

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.

RETURN BY: MAIL (X) PICKUP ()

AMENDMENT TO EXHIBIT "A" OF THE
VACATION TIME SHARE TRUST AGREEMENT
APARTMENT/PERPETUAL CLOSING NO. 930/P27
VILLAS DE SANTA FE UNIT NO. 1409

This Trust Agreement 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 Landon R. Estep, whose residence is 1300 170th Pl., NE, Bellevue, WA 98008, 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. 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: Recorder August 28, 1992, in Book 677, Page 652, 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 Registration No. BG399659.

New Mexico: County Recorder of Santa Fe County, New Mexico, on October 29, 2001, in Book 1999, Pages 289-327.

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 18th day of August, 2003.

SUNTERRA PACIFIC, INC. **SEAL**
a Washington corporation f/k/a Vacation Internationale, Ltd.

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

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 Counsel

SEAL

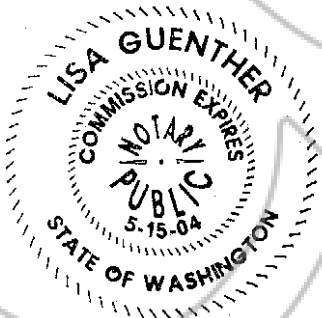
LANDON R. ESTEP, SPECIAL TRUSTEE

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., 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 Guenther

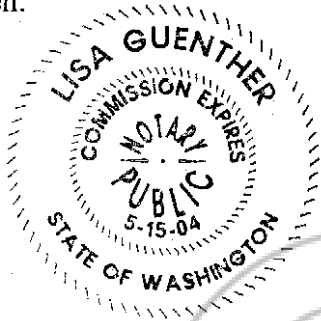
Residing at Seattle

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 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 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 certificate above written.



Notary Public in and for the State of Washington

Lisa Guenther

Residing at Seattle
Commission expires: 05/15/04

EXHIBIT 1
AMENDMENT TO EXHIBIT "A" OF THE
VACATION TIME SHARE TRUST AGREEMENT
APARTMENT/PERPETUAL CLOSING NO. 930/P27
VILLAS DE SANTA FE UNIT NO. 1409

In fee simple title, Condominium Unit No 1409, a one bedroom 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, as amended, with Special Warranty Covenants.

COPY