

Pt. of 1318-15-822-009

This instrument Prepared By:
Trendwest Resorts, Inc.
9805 Willows Road
Redmond, WA 98052
Attn: Legal Department

REQUESTED BY
FIRST AMERICAN TITLE CO.
IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA
2004 NOV 16 PM 1:12
WERNER CHRISTEN
RECORDER
\$18⁰⁰ PAID \$3 DEPUTY

DEED OF TRUST SPREADER AND RELEASE AGREEMENT

(James and Candace Amos)

THIS AGREEMENT, made and entered in to this 22nd day of September, 2004, by and between **TRENDWEST RESORTS, INC.**, an Oregon corporation (hereinafter referred to as "Lender"); and **JAMES E. AMOS JR. and CANDACE J. AMOS**, husband and wife (hereinafter referred to as ("Borrower")).

WITNESETH:

WHEREAS, BORROWER is indebted to LENDER, pursuant to that original Promissory Note entered into between BORROWER AND LENDER, dated July 20, 2004 (the "NOTE"), which note is secured by a Deed of Trust of the same date (the "Deed of Trust") encumbering the property described as follows (the "ORIGINAL PROPERTY"):

SEE EXHIBIT "A" ATTACHED HERETO

WHEREAS, the DEED OF TRUST has been recorded on August 20th, 2004, in Official Records Book 804, at Page 8648 of the Public Records of Douglas County, Nevada; and

WHEREAS, BORROWER and LENDER desire to amend the DEED OF TRUST to release the ORIGINAL PROPERTY from the lien of the DEED OF TRUST and to substitute the property described below (the "SUBSTITUTE PROPERTY") in its place.

0629446

BK1104PG07769

NOW, THEREFORE, in consideration of these premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by all parties, the parties hereto do hereby agree as follows:

1. **Representations.** The foregoing representations are true and correct and are incorporated herein by reference.
2. The ORIGINAL PROPERTY is hereby released from the DEED OF TRUST and the SUBSTITUTE PROPERTY (described below) is hereby substituted as the property encumbered by the DEED OF TRUST:

SEE EXHIBIT "A" ATTACHED HERETO

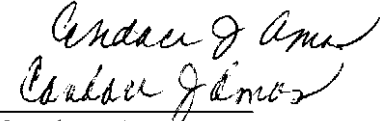
3. **Remaining Terms and Provisions.** All remaining terms and provisions of the DEED OF TRUST not specifically amended pursuant to this Agreement shall remain in full force and effect. In case of any conflict between any of the provisions of this Agreement and the DEED OF TRUST, the provisions of this Agreement shall prevail.
4. **Binding Agreement.** This Agreement shall be binding upon the parties hereto as well as upon their respective heirs, administrators, successors and assigns. This Agreement shall be interpreted in accordance with the laws of the State of Nevada.

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands and seals the day and year first above written.

BORROWER:


James E. Amos Jr.

BORROWER:


Candace J. Amos

0629446

BK1104PG07770

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California }
County of Placer } ss.

On Sept. 24, 2004 before me, Patricia Hidalgo, Notary Public
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")
personally appeared James E. Amos Jr. and Candace S Amos.
Name(s) of Signer(s)

personally known to me
 proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

[Signature]
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: _____

Document Date: _____ Number of Pages: _____

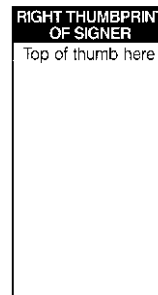
Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer

Signer's Name: _____

- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: _____

Signer Is Representing: _____



0629446

BK1104PG07771

Exhibits A

THE RESORT AT SOUTH SHORE

THE RESIDENCE CLUB By Trendwest ("Residence Club")

One Thirteenth (1/13th) Fractional Interest

Fractional Interest Letter G (the "**Fractional Interest**") consisting of a 1/13th undivided ownership interest as tenant in common in Residence Club Unit No. 12103 (the "**Residence Club Unit**") 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, at Page 2181, as Document No. 559872, and as created pursuant to that certain Declaration of Condominium-South Shore recorded on December 5, 2002 in Book 1202, at Page 2182, as Document No. 559873 in the office of the Recorder of Douglas County, Nevada, together with the undivided interest in the Common Elements (the "**Common Elements**") appurtenant to said Fractional Interest, and together with the exclusive right to possession and occupancy of such Residence Club Unit during certain Occupancy Periods in accordance with the Declaration of Covenants, Conditions, Easements and Restrictions for the Residence Club at South Shore recorded on December 5, 2002 in Book 1202, at Page 2217, as Document No. 559874.

0629446

BK 1104 PG 07772

Exhibits B

THE RESORT AT SOUTH SHORE

THE RESIDENCE CLUB By Trendwest ("Residence Club")

One Thirteenth (1/13th) Fractional Interest

Fractional Interest Letter H (the "**Fractional Interest**") consisting of a 1/13th undivided ownership interest as tenant in common in Residence Club Unit No. 12303 (the "**Residence Club Unit**") 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, at Page 2181, as Document No. 559872, and as created pursuant to that certain Declaration of Condominium-South Shore recorded on December 5, 2002 in Book 1202, at Page 2182, as Document No. 559873 in the office of the Recorder of Douglas County, Nevada, together with the undivided interest in the Common Elements (the "**Common Elements**") appurtenant to said Fractional Interest, and together with the exclusive right to possession and occupancy of such Residence Club Unit during certain Occupancy Periods in accordance with the Declaration of Covenants, Conditions, Easements and Restrictions for the Residence Club at South Shore recorded on December 5, 2002 in Book 1202, at Page 2217, as Document No. 559874.

0629446

BK 1104 PG 0773