

When Recorded Mail To:

Jo Pigg, Registration Dept.
Cendant Timeshare Resort Group, Inc.
9805 Willows Road
Redmond, WA 98052

Douglas County - NV
Werner Christen - Recorder

Page: 1 Of 6 Fee: 19.00
BK-0605 PG- 7700 RPTT: 0.00



DECLARATION OF ANNEXATION TO VACATION OWNER PROGRAM

(WORLDMARK, THE CLUB AT SOUTH SHORE)

(248 Timeshare Weeks in Units 9202, 12301, 12303, 14101, 14201, 14301, 14303, 14304)

THIS DECLARATION OF ANNEXATION is made this 7th day of June, 2005, by TRENDWEST RESORTS, INC., an Oregon Corporation ("Declarant") and WORLDMARK, 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 a 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.

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.

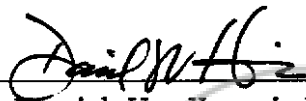
Co-Declarant

WORLDMARK, THE CLUB,
a California nonprofit mutual benefit
corporation

By:

Name:

Title



David W. Herrick

Vice President

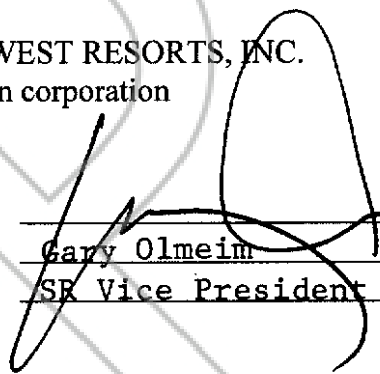
Declarant:

TRENDWEST RESORTS, INC.
an Oregon corporation

By:

Name:

Title



Gary Olmeim

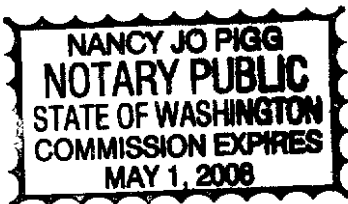
SR Vice President



STATE OF WASHINGTON)
) ss
COUNTY OF KING)

On this 7th day of June, 2005, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared Gary Bolman to me known to be the Dr. V.P. 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.

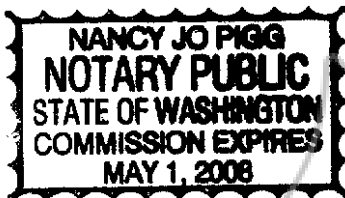


Nancy Jo Pigg
Nancy Jo Pigg
Notary Public in and for the State of Washington
Residing in Pierce County
My commission expires: May 1, 2008

STATE OF WASHINGTON)
) ss
COUNTY OF KING)

On this 7th day of June 2005, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared David Herrick me known to be the V.P. 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 in Pierce County.
My commission expires: May 1, 2008



EXHIBIT A
TO
DECLARATION OF ANNEXATION

LEGAL DESCRIPTION
&
VACATION CREDIT ALLOCATION

Residence Club Unit Numbers and Fractional Interest Letters as defined on the attached Schedule "A-1" each consisting of an undivided one-thirteenth (1/13th) ownership interest as a tenant in common 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 in the office of the County Recorder for 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 the undivided interest in 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 December 5, 2002 in Book 1202 at Page 2217, as Document No. 559874.



EXHIBIT A
TO
DECLARATION OF ANNEXATION

Schedule "A-1"
Inventory Listing

<u>Unit Number/Interest</u> <u>Letter</u>	<u>Unit Number/Interest</u> <u>Letter</u>
9202 A	14101 M
9202 C	14201 A
9202 D	14201 F
9202 E	14201 G
9202 F	14201 I
9202 G	14201 J
9202 H	14201 K
9202 I	14201 M
9202 K	14301 A
9202 L	14301 C
9202 M	14301 E
12301 A	14301 F
12301 B	14301 G
12301 G	14301 H
12301 I	14301 I
12301J	14301 J
12301 K	14301 K
12301 M	14301 L
12303 A	14301 M
12303 C	14303 B
12303 F	14303 E
12303 I	14303 F
12303 J	14303 G
12303 K	14303 K
12303 L	14303 M
12303 M	14304 A
14101 F	14304 C
14101 G	14304 F
14101 H	14304 I
14101 I	14304 J
14101 J	14304 K
14101 L	14304 L



EXHIBIT A
TO
DECLARATION OF ANNEXATION

CREDIT ALLOCATION

Vacation Credits allocated to the Units as follows:

<u>Unit Type</u>	<u>Season Type</u>	<u>Quantity Weeks</u>	<u>Weekly Value</u>	<u>Total Value</u>
One Bedroom	Red	74	8,000	592,000
	White	13	6,000	78,000
	Blue	10	4,000	40,000
Two Bedroom	Red	44	10,000	440,000
	White	10	8,000	80,000
	Blue	4	6,000	24,000
Three-Bedroom	Red	71	12,000	852,000
	White	13	10,000	130,000
	Blue	9	8,000	72,000

