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Recording Requested By:

When Recorded Mail To:

Trendwest Resorts, Inc.  
Legal Department  
12301 N.E. 10th Place  
Bellevue, WA 98005

MTC. 46619

**DECLARATION OF ANNEXATION TO VACATION OWNER PROGRAM**

**(WORLD MARK, THE CLUB - THE RUNNING Y RANCH RESORT)**

(Units 111, 112, 113, 114, 115, 215, 216, 217, 218, 219, 220, 221, 222, 317, 318, 319, 320, 321, 322, 323, 324, 410, 411, 412, 413, 414 and 415)

THIS DECLARATION OF ANNEXATION is made December 9, 1998, by TRENDWEST RESORTS, INC., an Oregon Corporation ("Declarant"), WORLD MARK, THE CLUB, a California Non-Profit Mutual Benefit Corporation ("Club" or "Co-Declarant") and RUNNING Y RESORT., an Oregon corporation ("Owner").

A. Property. Owner 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 - The Running Y Ranch Resort) dated December 23, 1996, and recorded on February 5, 1997, in Volume M97, at Page 3592 Records of Klamath County, Oregon ("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, Owner 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, Owner and Club have executed this Declaration of Annexation on the day and year first above written.

Declarant:  
TRENDWEST RESORTS, INC.,  
an Oregon Corporation

By W.F. Peare  
William F. Peare  
President

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

By J. Michael Moyer  
J. Michael Moyer  
Secretary

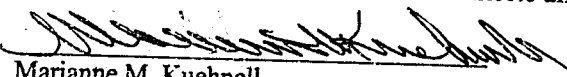
Owner:  
RUNNING Y RESORT  
an Oregon corporation

By Jewel E. Andrus

STATE OF WASHINGTON )  
 ) ss  
 COUNTY OF KING )

On this 15<sup>th</sup> day of December, 1998, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared William F. Pearce 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.

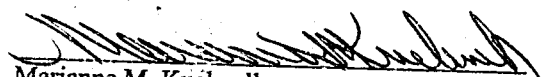
Witness my hand and official seal hereto affixed the day and year first above written.

  
 Marianne M. Kuehnell  
 Notary Public in and for the State of Washington  
 residing at King County  
 My commission expires: 10/09/00

STATE OF WASHINGTON )  
 ) ss  
 COUNTY OF KING )

On this 15<sup>th</sup> day of December, 1998, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared S. Michael Moyer 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.

  
 Marianne M. Kuehnell  
 Notary Public in and for the State of Washington  
 residing at King County.  
 My commission expires: 10/09/00

STATE OF Oregon )  
COUNTY OF Deschutes ) ss

On this 18<sup>th</sup> day of December, 19 99, before me, the undersigned, a Notary Public in and for the State of Oregon, duly commissioned and sworn, personally appeared Jerol E. Andres

                     to me known to be the President of Running X Resort, 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.

Karen L. Smith  
Notary Public in and for the State of Oregon  
residing at Bend, OR  
My commission expires: 10-16-2000



**EXHIBIT A  
TO  
DECLARATION OF ANNEXATION  
LEGAL DESCRIPTION  
&  
VACATION CREDIT ALLOCATION**

That certain real Property located in the County of Klamath, State of Oregon described as follows:

Lot 89, RUNNING Y RESORT, PHASE 1, according to the official plat thereof on file in the office of the County Clerk of Klamath County, Oregon, and all improvements located thereon.

Vacation Credits are hereby allocated to the Units as follows:

<u>Unit No.</u>	<u>Vacation Credits</u>
111	358,000
112	358,000
113	358,000
114	406,000
115	502,000
215	406,000
216	406,000
217	406,000
218	358,000
219	358,000
220	358,000
221	406,000
222	502,000
317	406,000
318	406,000
319	406,000
320	358,000
321	358,000
322	358,000
323	406,000
324	406,000
410	406,000
411	406,000
412	406,000
413	358,000
414	358,000
415	358,000

STATE OF OREGON: COUNTY OF KLAMATH: ss.

Filed for record at request of Amerititle the 21st day  
of December A.D., 19 98 at 11:19 o'clock A. M., and duly recorded in Vol. M98  
of Deeds on Page 46565.

FEE \$30.00

By Bernetha G. Letsch, County Clerk  
Kathleen Rose