

'03 APR 18 PM 2:43

Vol M03 Page 24820

Recording Requested By:

When Recorded Mail To:

Trendwest Resorts, Inc.  
Property Registration Dept.  
9805 Willows Road  
Redmond, WA 98052

State of Oregon, County of Klamath  
Recorded 04/18/2003 2:43 p.m.  
Vol M03 Pg 24820-23  
Linda Smith, County Clerk  
Fee \$ 36 # of Pgs 4

MTC 60689

**DECLARATION OF ANNEXATION TO VACATION OWNER PROGRAM**

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

(Unit 105)

THIS DECLARATION OF ANNEXATION is made April 11, 2003, by TRENDWEST RESORTS, INC., an Oregon Corporation ("Declarant") and WORLD MARK, THE CLUB, a California Non-Profit 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.

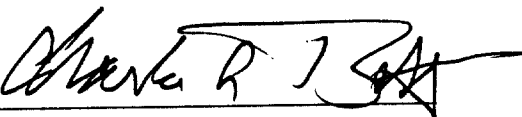
B. Declaration. Declarant and Co-Declarant previously recorded a Declaration of Vacation Owner Program (WorldMark, The Club – The Running Y Ranch Resort) dated December 23, 1996 and recorded on February 5, 1997, in Volume M97, Page 3592 as Document No. 32431 Official Records, County of Klamath, State of 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 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.

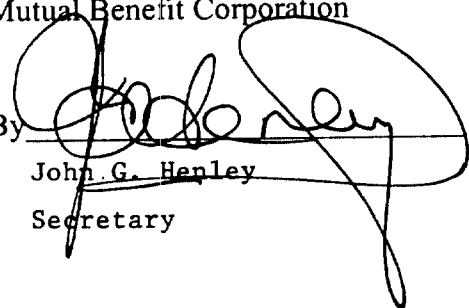
- D. Reservation of Easements. In accordance with Restriction 8 of the Declaration, there are hereby reserved reciprocal easements of use, enjoyment, access, ingress and egress over the Property and appurtenant to all property subject to the Declaration.
- E. Exhibits. The following exhibit is attached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

Declarant:  
TRENDWEST RESORTS, INC.,  
an Oregon Corporation

By   
Charles A. Bott  
Vice President, General Counsel

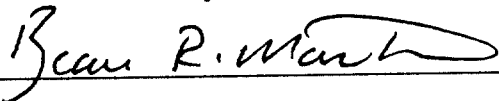
Club/Co-Declarant:  
WORLD MARK, THE CLUB,  
a California Non-Profit  
Mutual Benefit Corporation

By   
John G. Henley  
Secretary

STATE OF WASHINGTON )  
 ) ss  
COUNTY OF KING )

On this 17th day of April, 2003, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared Charles A. Bott to me known to be the Vice President, General Counsel 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.



Notary Public in and for the State of Washington  
residing at: King County  
My commission expires: 12/9/2003

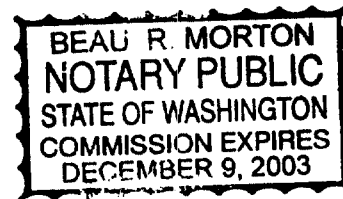
STATE OF WASHINGTON )  
 )  
 ) ss  
COUNTY OF KING )

On this 17th day of April, 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.

Beane R. Manton

Notary Public in and for the State of Washington  
residing at: King County  
My commission expires: 12/9/2003



**EXHIBIT A**  
**TO**  
**DECLARATION OF ANNEXATION**

LEGAL DESCRIPTION  
&  
VACATION CREDIT ALLOCATION

Lot 603 of RUNNING Y RESORT, PHASE 7, according to the official plat thereof on file in the office of the County Clerk of Klamath County, Oregon.

Vacation Credits allocated to the Units as follows:

<u>Lot No.</u>	<u>Unit No.</u>	<u>Vacation Credits</u>
603	105	406,000