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Kittitas Co Auditor

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HILLIS CLARK MARTIN & PETERSON, P.S.
Attention: Steven R. Rovig
500 Galland Building
1221 Second Avenue
Seattle, WA 98101-2925

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**TENTH SUPPLEMENT
TO
SECOND AMENDED AND RESTATED
COVENANT FOR COMMUNITY ENHANCEMENT
OF
SUNCADIA**

Grantor:	<u>SUNCADIA, LLC</u>
Grantee:	<u>PLATS OF SUNCADIA</u>
Legal Description (abbreviated):	<u>Portions of Sections 19, 20, 29 and 30, T20N, R15E, W.M. and Portions of Sections 13, 14, 15, 23, 24 and 25, T20N, R14E, W.M.</u>
Assessor's Tax Parcel ID #:	<u>ALL PLATTED PARCELS OF SUNCADIA</u>
Reference Nos. of Documents Released or Assigned:	<u>200407200039, 200410080060 200410140004, 200505040004 200506220004, 200512070005 200604190031, 200607190004 200608020004, 200609280024</u>

THIS TENTH SUPPLEMENT TO SECOND AMENDED AND RESTATED COVENANT FOR COMMUNITY ENHANCEMENT OF SUNCADIA ("Tenth Supplement") is dated for reference purposes October 25, 2006 by **SUNCADIA, LLC**, a Delaware limited liability company ("Founder").

RECITALS

A. Founder is the Founder under The Second Amended and Restated Covenant for Community Enhancement of MountainStar Resort as recorded under Kittitas County Recording No. 200407200039, as amended by a First Supplement recorded under Kittitas County Recording No. 200410080060, a Second Supplement

recorded under Kittitas County Recording No. 200410140004, a Third Supplement recorded under Kittitas County Recording No. 200505040004, a Fourth Supplement recorded under Kittitas County Recording No. 200506220004, a Fifth Supplement recorded under Kittitas County Recording No. 200512070005, a Sixth Supplement recorded under Kittitas County Recording No. 200604190031, a Seventh Supplement recorded under Kittitas County Recording No. 200607190004, an Eighth Supplement recorded under Kittitas County Recording No. 200608020004, and a Ninth Supplement recorded under Kittitas County Recording No. 200609280024 (collectively, the "Covenant").

B. Pursuant to Article 8 of the Covenant, and for the period specified therein, the Founder may unilaterally amend the Covenant for any purpose, provided such amendment has no material adverse effect upon the title to real property subject to the Covenant without the consent of the affected Owner(s); and has no material adverse effect upon any right, privilege, or protection specifically granted to Owners hereunder without the consent of the affected Owner(s).

C. Accordingly, Declarant now desires to amend the Covenant to revise the terms and provisions of Section 4.4 relating to Exempt Transfers.

NOW, THEREFORE, Founder does hereby declare and provide as follows:

1. **Amendment.** Section 4.4(d)(iv) is hereby amended and restated in its entirety to read as follows:

"(iv) Exempt Transfers. The following acquisitions of any portion of the Subject Property will be exempt from the Community Enhancement Fee: (a) those made by the Founder or any of its affiliates; (b) those made by any Person acquiring property directly from the Founder or any of its affiliates; (c) those made by any Person who was a co-Owner immediately prior to the transfer; (d) those made by a family trust or partnership controlled by the transferring Owner; (e) those made by an Owner's estate, surviving spouse or child upon the death of the Owner; (f) those made by any entity wholly owned by the transferring Owner, provided that any subsequent acquisition of an interest in the entity will be subject to the Community Enhancement Fee; and (g) those made by an institutional lender pursuant to a mortgage or upon foreclosure of a mortgage."

2. **Full Force and Effect.** Except as specifically modified herein, the Covenant shall remain in full force and effect.

EXECUTED as of the day and year first above written.

FOUNDER:

SUNCADIA, LLC,
a Delaware limited liability company

By: Easton Ridge Investors, LLC,
a Delaware limited liability company
Its Managing Member

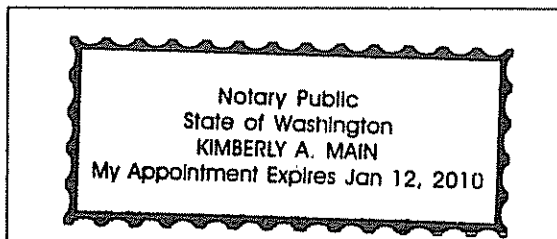
By: [Signature]
Name: WILLIAM G. HUNT
Its: EXECUTIVE VICE PRESIDENT

By: [Signature]
Name: Del E. Goehring
Its: Sr. Vice President

STATE OF WASHINGTON }
COUNTY OF KITTITAS } SS.

On this day personally appeared before me WILLIAM G. HUNT and Del Goehring, to me known to be the EXECUTIVE VICE PRESIDENT and Sr. Vice President, respectively, of Easton Ridge Investors, LLC, a Delaware limited liability company and Managing Member of SUNCADIA, LLC, a Delaware limited liability company, that executed the foregoing instrument, and acknowledged such instrument to be the free and voluntary act and deed of such limited liability company, for the uses and purposes therein mentioned, and on oath stated that they were duly authorized to execute such instrument.

GIVEN UNDER MY HAND AND OFFICIAL SEAL this 25 day of October, 2006.



[Signature]
Printed Name Kimberly A Main
NOTARY PUBLIC in and for the State of Washington,
residing at Ronald
My Commission Expires Jan. 12, 2010