



When Recorded, Return to

HILLIS CLARK MARTIN & PETERSON, P.S.

Attention: Steven R. Rovig
500 Galland Building
1221 Second Avenue
Seattle, WA 98101-2925

REVIEWED BY

KITTITAS COUNTY TREASURER

DEPUTY M. Wibbelman

DATE 8/21/2008

**THIRTEENTH 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>SUNCADIA PHASE 1, DIVISION 13A, LOTS 1-19 AND 67-78, TRACT AC-1</u>		
☒ Additional on:	<u>EXHIBIT A</u>		
Assessor's Tax Parcel ID Nos.:	<u>20-15-19054-0007</u>		
Reference Nos. of Documents	200407200039	200604190031	200712190002
Released or Assigned:	200410080060	200607190004	
	200410140004	200608020004	
	200505040004	200609280024	
	200506220004	200610270011	
	200512070005	200710260010	
Real Estate Excise Tax:	DOES NOT APPLY - NO CONSIDERATION AS DEFINED WAC 458-61A-102(2)		

THIS THIRTEENTH SUPPLEMENT TO SECOND AMENDED AND RESTATED COVENANT FOR COMMUNITY ENHANCEMENT OF SUNCADIA ("Thirteenth Supplement") is dated for reference purposes July 29, 2008 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 Supplements recorded under Kittitas County Recording Nos. 200410080060, 200410140004, 200505040004, 200506220004, 200512070005, 200604190031, 200607190004, 200608020004, 200609280024, 200610270011, 200710260010, and 200712190002 (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).

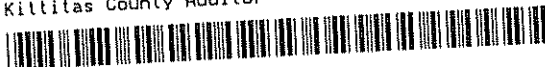
C. Accordingly, Declarant now desires to amend the Covenant to make that certain real propertied described in the attached **EXHIBIT A** ("Subject Property") subject to the Covenant.

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

1. **Definitions.** Except as otherwise specifically provided in this Thirteenth Supplement, capitalized terms used herein shall have the meanings set forth in the Covenant.

2. **Subject to Covenant.** The Subject Property shall be subject to the Covenant.

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

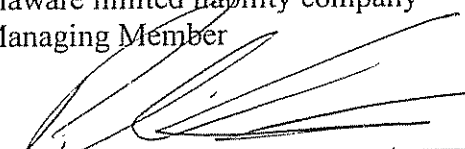


EXECUTED as of the day and year first above written.

FOUNDER:

SUNCADIA, LLC,
a Delaware limited liability company

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

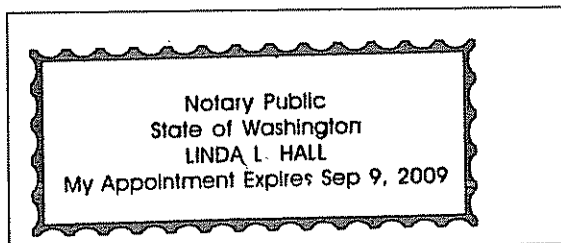
By: 
Name: Paul Eisenberg
Its: Sr. Vice President

By: 
Name: Del E. Goehring
Its: Sr. Vice President

STATE OF WASHINGTON }
COUNTY OF KITTITAS } ss.

On this day personally appeared before me Paul Eisenberg
and Del E. Goehring, to me known to be the Sr. 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 29th day of July,
2008.



Linda L. Hall
Printed Name Linda L. Hall
NOTARY PUBLIC in and for the State of Washington,
residing at Roslyn
My Commission Expires Sept. 9, 2009

**EXHIBIT A****ADDITIONAL PROPERTY**

The following real property as shown on the plat of SUNCADIA PHASE 1,
DIVISION 13A, recorded in Kittitas County, Washington,
Volume 11 of Plats, pages 163 to 168 :

Units: Lots numbered 1 through 19, inclusive.
 Lots numbered 67 through 78, inclusive.

Limited Common Areas: Access Tract: AC-1

Note: For purposes of this Covenant, the above-described property is designated residential.