

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 [Signature]
 DATE 10-8-04

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

Grantor:	MOUNTAINSTAR RESORT DEVELOPMENT, LLC	
Grantee:	PLATS OF SUNCADIA	
Legal Description (abbreviated):	Portion of Section 19, 20, 29 and 30, T20N, R15E, W.M.	
☒ Additional on:	Exhibit A	
Assessor's Tax Parcel ID #:	20-15-18030-0012 20-15-19000-0008 20-15-19000-0016 20-15-20000-0010 20-15-20000-0015 20-15-29000-0001	20-15-29000-0009 20-15-30000-0020 20-14-23000-0009 20-14-23000-0010 20-14-24000-0001 20-14-24000-0005
Reference Nos. of Documents Released or Assigned:	200311180019 200402170064 200407200039	

THIS FIRST SUPPLEMENT TO THE SECOND AMENDED AND RESTATED COVENANT FOR COMMUNITY ENHANCEMENT OF SUNCADIA ("First Supplement") is dated for reference purposes October 5, 2004 by MOUNTAINSTAR RESORT DEVELOPMENT, LLC, a Delaware limited liability company ("Founder") doing business as **SUNCADIA DEVELOPMENT COMPANY**.



RECITALS

A. Founder is the Founder under The Covenant for Community Enhancement of MountainStar Resort as recorded under Kittitas County Recording No. 200311180019 and as amended and restated in its entirety first under Kittitas County Recording No. 200402170064 and subsequently under Kittitas County Recording No. 200407200039 (collectively, the "Covenant").

B. Pursuant to the terms of the conditions of the Covenant, Declarant wishes to make that certain real property described in the attached Exhibit A ("Subject Property") subject to the Covenant.

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

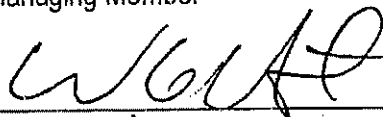
1. **Definitions.** Except as otherwise specifically provided in this First Supplement, capitalized terms used herein shall have the meanings set forth in the Covenant.
2. **Subject to Covenant.** The Subject Property shall be subject to the Covenant.
3. **Full Force and Effect.** Except as specifically modified herein, the Covenant shall remain in full force and effect.

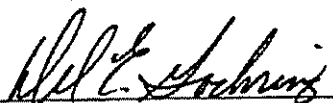
IN WITNESS WHEREOF, the undersigned Founder has executed this First Supplement the day and year first above written.

FOUNDER:

MOUNTAINSTAR RESORT
DEVELOPMENT, LLC,
a Delaware limited liability company

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

By 
Name: WILLIAM G. HUNT
Its: EVP

By 
Name: DEL E. GOEHRING
Its: VICE PRESIDENT

STATE OF WASHINGTON

COUNTY OF KITTITAS

SS.



200410080050

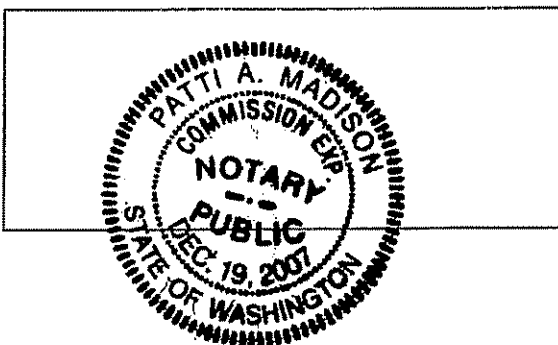
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MDOC 21 00

On this day personally appeared before me William G Hunt
and Del E. Boehring, to me known to be the EVP and
VP, respectively, of Easton Ridge Investors, LLC, a Delaware limited liability
company and Managing Member of MOUNTAINSTAR RESORT DEVELOPMENT, LLC, the
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 6 day of October, 2004.



Patti A Madison
Printed Name Patti A Madison
NOTARY PUBLIC in and for the State of Washington,
residing at Cle Elum
My Commission Expires December 19, 2007



200410080060

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MDOC 21.00

Kittitas Co Auditor LATHROP ET AL.

EXHIBIT A

ADDITIONAL PROPERTY

The following real property as shown on the plat of SUNCADIA — PHASE 3 DIVISIONS 1 TO 5 (TUMBLE CREEK) recorded in the County of Kittitas, State of Washington, in Book 9 of Plats, pages 51 through 78, under Auditor's File No. 200410080034, records of Kittitas County, Washington:

Units: Lots 1-1 through 1-14
 Lots 2-1 through 2-40
 Lots 3-1 through 3-24
 Lots 4-1 through 4-11
 Lots 5-1 through 5-17