

When Recorded, Return to:

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



Kittitas Co Auditor

LATHROP ETAL

MDOC

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**THIRD SUPPLEMENT
TO
THE 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.</u>		
☒ Additional on:	<u>EXHIBIT A</u>		
Assessor's Tax Parcel ID #:	20-15-20040-0003	20-15-20040-0008	20-15-20040-0009
	20-15-20012-0001	20-15-20012-0003	20-15-20013-0001
	20-15-20013-0003	20-15-20013-0005	20-15-20040-0004
	20-15-20040-0010	20-15-20040-0002	20-15-21030-0022
	20-15-28000-0005	20-15-29000-0004	20-15-21030-0044
	20-15-19000-0010	20-15-20000-0011	20-15-20000-0016
	20-15-20013-0002	20-15-20040-0013	20-15-20040-0011
	20-15-21030-0046	20-15-28000-0015	
Reference Nos. of Documents Released or Assigned:	200407200039		
	200410080060		
	200410140004		

THIS THIRD SUPPLEMENT TO THE SECOND AMENDED AND RESTATED COVENANT FOR COMMUNITY ENHANCEMENT OF SUNCADIA ("Third Supplement") is dated for reference purposes May 2, 2005 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 and a Second Supplement recorded under Kittitas County Recording No. 200410140004 (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 Third 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 Third Supplement 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

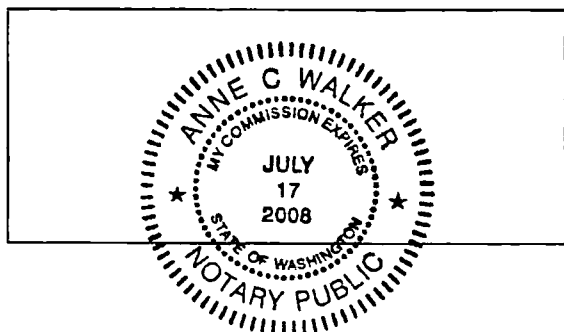
By [Signature]
Name: William G. Hunt
Its: Executive Vice President

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

STATE OF WASHINGTON }
COUNTY OF KITTITAS } ss.

On this day personally appeared before me William G. Hunt and Del E. Goehring, to me known to be the Executive Vice President and 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 2nd day of May, 2005.



[Signature]
Printed Name Anne C. Walker
NOTARY PUBLIC in and for the State of Washington.
residing at Cle Elum
My Commission Expires 7/17/05

EXHIBIT A

ADDITIONAL PROPERTY

The following real property as shown on the plat of Suncadia Phase 1, Division 3, recorded in Kittitas County, Washington, Volume 9 of Plats, pages 94 to 120:

Units: Lots numbered 1 through 159, inclusive.

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