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Page: 1 of 4
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Kittitas Co Auditor LATHROP ET AL MDOC

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

REVIEWED BY
KITITAS COUNTY TREASURER
DEPUTY K Doyle
DATE 12-7-05

**FIFTH 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>Lots 11-1 through 11-21, SUNCADIA – PHASE 3 DIVISION 11 (TUMBLE CREEK)</u>
☒ Additional on:	<u>EXHIBIT A</u>
Assessor's Tax Parcel ID #:	<u>20-14-24050-0135</u> <u>20-14-24050-0146</u>
Reference Nos. of Documents Released or Assigned:	<u>200407200039, 200410080060</u> <u>200410140004, 200505040004</u> <u>200506220004</u>

THIS FIFTH SUPPLEMENT TO THE SECOND AMENDED AND RESTATED COVENANT FOR COMMUNITY ENHANCEMENT OF SUNCADIA ("Fifth Supplement") is dated for reference purposes December 5, 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, a Second Supplement recorded under Kittitas County Recording No. 200410140004, a Third Supplement recorded under Kittitas County Recording No. 200505040004, and a Fourth Supplement recorded under Kittitas County Recording No. 200506220004 (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 Fifth 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 Fifth 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

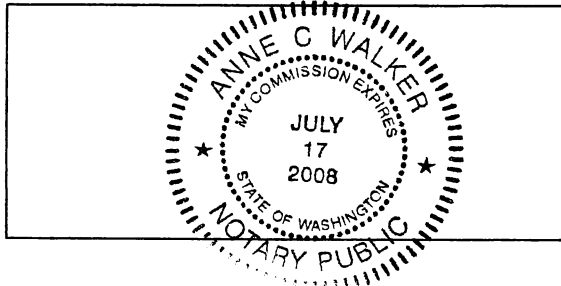
By [Signature]
Name: William G. Hunt
Its: Executive Vice President

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

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 Senior Vice President – Finance, 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 5th day of December, 2005.



[Signature]
Printed Name Anne C. Walker
NOTARY PUBLIC in and for the State of Washington,
residing at Cle Elum
My Commission Expires 7/17/08



200512070005

Page: 4 of 4

12/07/2005 09:37A

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EXHIBIT A

ADDITIONAL PROPERTY

The following real property as shown on the plat of Suncadia Phase 3, Divisions 11 (Tumble Creek), recorded in Kittitas County, Washington, Volume 9 of Plats, pages 245 to 251:

Units: Lots 11-1 through 11-21

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