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Recording Requested by
and when recorded, please return to:

Ball Janik LLP
15 SW Colorado Ave., Suite 3
Bend, Oregon 97702
Attn: Laura Craska Cooper

**CHANGE OF DESIGNATION OF RECIPIENT OF TRANSFER FEE PURSUANT TO
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS OF THE
ESTATES AT PRONGHORN**

This Change of Designation of Recipient of Transfer Fee Pursuant to Declaration of Covenants, Conditions and Restrictions of the Estates at Pronghorn is entered into as of the date set forth below by Pronghorn Investors LLC, a Delaware limited liability company ("Declarant").

Declarant is the successor declarant under that certain Declaration of Covenants, Conditions and Restrictions of the Estates at Pronghorn, recorded on December 6, 2002, in the Official Records of Deschutes County, State of Oregon (the "Official Records"), at Volume 2002, Page 68439, as supplemented by that certain Declaration of Annexation of Real Property to Declaration of Covenants, Conditions, and Restrictions of The Estates at Pronghorn, recorded in the Official Records, at Volume 2003, Page 58946, as further supplemented by that certain Declaration of Annexation of Real Property to Declaration of Covenants, Conditions, and Restrictions of The Estates at Pronghorn, recorded in the Official Records, at Volume 2004, Page 67480, as further supplemented by that certain Declaration of Annexation of Real Property to Declaration of Covenants, Conditions and Restrictions of The Estates at Pronghorn, recorded in the Official Records, at Volume 2005, Page 32311, as further supplemented by that certain Declaration of Annexation of Real Property to Declaration of Covenants, Conditions and Restrictions of The Estates at Pronghorn, recorded in the Official Records, at Volume 2008, Page 28067, as further supplemented by that certain Declaration of Annexation of Real Property to Declaration of Covenants, Conditions and Restrictions of The Estates at Pronghorn, recorded in the Official Records, at Volume 2008, Page 50747, (as amended from time to time, the "Declaration"). Capitalized terms used herein without definition shall have the meaning given them in the Declaration.

Declarant assumed the role of declarant under the Declaration pursuant to that certain Assignment and Assumption of Declarant Rights and Obligations, recorded in the Official Records, at Volume 2005, Page 62412.

Pursuant to Section 4.7 of the Declaration, at the closing of the sale of each Lot, the seller must pay a transfer fee of Two Thousand Dollars (\$2,000) (the "Transfer Fee") to the Pronghorn Foundation (f/k/a the Pronghorn Community Foundation) or to "such other non-profit corporation as may be designated by Declarant prior to the Turnover Meeting." As the Turnover Meeting has not yet occurred, and Declarant understands that the Pronghorn Foundation is currently being dissolved, Declarant therefore elects to exercise its right to designate a new recipient of the Transfer Fee.

**Recorded by Western Title as an
accommodation only. No liability
accepted for condition of title or
validity, sufficiency or affect of
document.**

Accordingly, Declarant hereby designates the Pronghorn Community Association, Inc., an Oregon nonprofit corporation, as the recipient of the Transfer Fee from and after the date hereof.

Declarant executes this Change of Designation of Recipient of Transfer Fee Pursuant to Declaration of Covenants, Conditions and Restrictions of the Estates at Pronghorn as of this 3rd day of June 2011.

PRONGHORN INVESTORS LLC,
a Delaware limited liability company

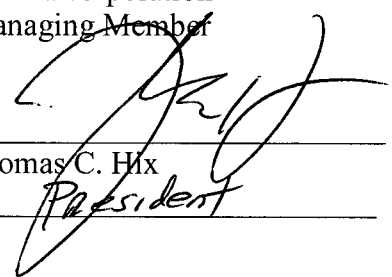
By MS-Pronghorn Holding Company, LLC
a Delaware limited liability company
Its sole member

By HDDP Holdings, LLC,
a Delaware limited liability company
Its sole member

By High Desert Development Partners, LLC
a California limited liability company
Its Manager

By Northwest Resort Development, Inc.
a California corporation
Its sole Managing Member

By: _____
Thomas C. Hix
Title: President



CALIFORNIA
~~STATE OF OREGON~~)
COUNTY OF SANTA CLARA

This instrument was executed before me on June 3, 2011, by Thomas C. Hix, the President of Northwest Resort Development, Inc., the sole managing member of High Desert Development Partners LLC, the manager of HDDP Holdings, LLC, the sole member of MS-Pronghorn Holding Company, LLC, the sole member of Pronghorn Investors LLC, on behalf of and as the act and deed of Pronghorn Investors LLC.

Betina Lee
NOTARY PUBLIC, STATE OF ~~OREGON~~ CA
My Commission Expires: 4-7-13

