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Ret After Recording, Return to:
Richard M. Fernández
c/o Ball Janik LLP
101 SW Main St., Suite 1100
Portland, Oregon 97204-3219

Declarant: OSPREY POINTE MARKETING L.L.C.
an Oregon limited liability company

**SUPPLEMENTAL DECLARATION
OF OSPREY POINTE CONDOMINIUMS - SUPPLEMENTAL PLAT**

This SUPPLEMENTAL DECLARATION OF OSPREY POINTE CONDOMINIUMS - SUPPLEMENTAL PLAT (this "Supplemental Declaration"), to be effective upon its recording in the deed records of Deschutes County, Oregon pursuant to the provisions of the Oregon Condominium Act, is made and executed this 24th day of September, 1998, by Osprey Pointe Marketing L.L.C., an Oregon limited liability company ("Developer").

Recitals:

A. Developer previously executed that certain Declaration of Osprey Pointe Condominiums, dated July 2, 1997 and recorded on September 17, 1997, at Book 462, Page 1137, Deschutes County Records, as amended by an Amended and Restated Declaration of Osprey Pointe Condominiums, dated September 18, 1997 and recorded on December 12, 1997, at Book 472, Page 2615, Deschutes County Records (as so amended and restated, the "Original Declaration"). The Original Declaration provided for the inclusion in Osprey Pointe Condominiums of certain variable property, including the variable property legally described on the attached Exhibit A (the "Variable Property"). Developer has the right, pursuant to Section 14 of the Original Declaration, to reclassify the Variable Property on behalf of itself and Owners of Lots other than itself by recordation of a supplemental declaration and plat.

B. Developer now desires to reclassify the Variable Property as Units and Limited Common Elements (as such terms are defined in the Original Declaration) on the terms and conditions contained in this Supplemental Declaration.

Declarations:

1. Definitions. Except to the extent set forth in this Supplemental Declaration, capitalized terms used herein shall have the meaning given to such terms in the Original Declaration.

2. Property Subject to Reclassification. The Variable Property hereby reclassified pursuant to the provisions of the Act is the land legally described on the attached Exhibit A, labelled alphabetically as Nonwithdrawable Variable Parcels "E," "H," and "L", together with all easements, rights, and appurtenances belonging thereto and all improvements now existing or hereafter constructed on such land.

3. Units.

3.1 General Descriptions of Buildings. The Variable Property shall contain three separate buildings that constitute three units (the "Units"). The Units are of wood construction with one or two stories. The roofs of the Units are of tile construction.

3.2 General Description, Location, and Designation of Units. The approximate living area of the Units ranges from 2323 to 2388 square feet. The Units are designated numerically, as Unit 8, Unit 11, and Unit 15. The location of the Units is on a generally level surface, as shown on a supplemental plat of the Variable Property which is being recorded in the deed records of Deschutes County, Oregon concurrently with this Supplemental Declaration and any revisions of such plats subsequently recorded (the "Supplemental Plat").

3.3 Boundaries of Units. Each Unit shall be bounded by the exterior surfaces of its roof (including any portions of the roof that overhang the perimeter walls), perimeter walls, exterior windows and doors, and exterior foundation, by any other exterior surfaces which constitute the outermost part of the structures forming a part thereof, and by a plane lying ten feet below the plane that extends along the finished floor elevation of the Unit structure and is bounded by the perimeter walls of the Unit structure. Exterior lighting fixtures that are attached to the Unit structure shall form a part of the Unit.

4. Owners' Interest in Common Elements. Each Unit Owner, whether of a Unit created under this Supplemental Declaration or of a Unit created pursuant to the Original Declaration, shall be entitled to an equal undivided fractional ownership interest in the Common Elements of 1/14th, determined by the ratio which the number of Units (including the Units hereby created) owned by each Owner bears to the total number of Units (including the Units hereby created) then in existence, as shown on the Plans, this Supplemental Declaration, and any other Supplemental Declarations. The minimum undivided interest in the Common Elements allocated to any one Unit created pursuant to the Original Declaration upon completion of development of the Condominium is 1/23rd. The general location of the Limited Common Elements on the Variable Property (the "Limited Common Elements") is shown on the Supplemental Plat. The Limited Common Elements consist of all parts of the Variable Property other than the Units and include, without limitation, yards, landscaping, driveways, walkways, and exterior lighting fixtures that are not attached to the Units, as well as of pipes, ducts, conduits, wires, and other utility installations which are within areas shown as Limited Common Elements on the Supplemental Plat and which serve the Units. The use of the Limited Common Elements is reserved on an exclusive basis for the Units.

5. General Common Elements. The Variable Property contains no general common elements.

6. Effect of Original Declaration. The Variable Property, the Units, and the Limited Common Elements created pursuant to this Supplemental Declaration shall be governed by the provisions of the Original Declaration and shall be treated for all purposes as forming part of, respectively, the Property, the Units, and the Limited Common Elements created under the Original Declaration. This Supplemental Declaration may be amended only in accordance with

the provisions set forth in Section 29 of the Original Declaration with respect to amendment of the Original Declaration. Amendment of any of the provisions of this Supplemental Declaration shall also require the prior written approval of at least 51% of those holders of first Mortgages on Units (based upon one vote for each first Mortgage held) who have given notice to the Association requesting notification of any proposed action that requires the consent of a specified percentage of eligible Mortgagees. The Original Declaration, as supplemented by this Supplemental Declaration, remains in full force and effect.

7. Severability. Each provision of this Supplemental Declaration and the Original Declaration shall be deemed independent and severable, and the validity or partial invalidity of any provision shall not affect the validity or enforceability of the remaining part of that or any other provision of this Supplemental Declaration or the Original Declaration.

IN WITNESS WHEREOF, Developer has caused this Supplemental Declaration to be executed this 24th day of September, 1998.

Developer:

OSPREY POINTE MARKETING L.L.C., an
Oregon limited liability company

By:

Sunriver Resort Limited Partnership, a
Delaware limited partnership, a member

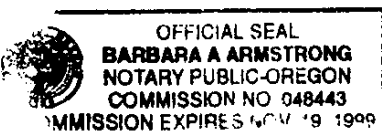
By: Lowe Sunriver, Inc., a California
corporation, General Partner

By: *Thomas P. Luersen*
Thomas P. Luersen, Vice
President

STATE OF OREGON)
) ss.
County of Deschutes)

The foregoing instrument was acknowledged before me on this 24th day of SEPTEMBER, 1998, by Thomas P. Luersen, who is the Vice President of Lowe Sunriver, Inc., a California corporation, General Partner of Sunriver Resort Limited Partnership, a Delaware limited partnership, member of Osprey Pointe Marketing L.L.C., an Oregon limited liability company, on behalf of the limited liability company.

Barbara A. Armstrong
Notary Public for Oregon
My Commission Expires: 11-19-99



Consent of Owner of Nonwithdrawable Variable Property "H," OSPREY POINTE
CONDOMINIUMS PLAT AMENDMENT

Cassie A. Kottkamp
Cassie A. Kottkamp

David Kottkamp
David Kottkamp

STATE OF OREGON)
) ss.
County of Deschutes)

The foregoing instrument was acknowledged before me on this 24 day of September, 1998, by Cassie A. Kottkamp, who is the Owner of Nonwithdrawable Variable Property "H," OSPREY POINTE CONDOMINIUMS PLAT AMENDMENT.

STATE OF OREGON)
) ss.
County of Deschutes)

The foregoing instrument was acknowledged before me on this 24 day of September, 1998, by David Kottkamp, who is the Owner of Nonwithdrawable Variable Property "H," OSPREY POINTE CONDOMINIUMS PLAT AMENDMENT.

Traci Warell
County Assessor
Marilyn A. Beyer
County Tax Collector

The foregoing Supplemental Declaration is approved pursuant to ORS 100.110 this 20 day of November, 1998 and in accordance with ORS 100.110(7), this approval shall automatically expire if this Supplemental Declaration is not recorded within two (2) years from this date.

SCOTT W. TAYLOR
Real Estate Commissioner
By: Marge Robinson
Marge Robinson

EXHIBIT A

Legal Description of Variable PropertyNonwithdrawable Variable Parcel "E"

A PARCEL OF LAND SITUATED IN THE SOUTHEAST QUARTER OF SECTION 7, TOWNSHIP 20 SOUTH, RANGE 11 EAST, WILLAMETTE MERIDIAN, DESCHUTES COUNTY, OREGON, THE BOUNDARY OF WHICH IS MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A 5/8" IRON ROD ON THE EASTERLY LINE OF "OSPREY POINTE CONDOMINIUMS", A PLAT OF RECORD, WHICH BEARS S26°52'14"W, 606.37 FEET AND S17°43'36"W, 146.18 FEET FROM A 5/8" IRON ROD AT THE NORTHERNMOST POINT OF SAID "OSPREY POINTE CONDOMINIUMS", THENCE S26°11'36"W ON SAID EASTERLY LINE, 81.58 FEET TO A 5/8" IRON ROD; THENCE N46°50'59"W, 208.29 FEET TO A 5/8" IRON ROD ON THE EASTERLY RIGHT-OF-WAY OF CANOE CAMP DRIVE; THENCE ON THE ARC OF A 482.50 FOOT CURVE TO THE RIGHT, ON SAID RIGHT-OF-WAY LINE, (CHORD BEARS N22°23'06"E, 83.45 FEET) 83.56 FEET TO A 5/8" IRON ROD; THENCE S46°50'59"E, LEAVING SAID RIGHT-OF-WAY, 214.08 FEET TO THE POINT OF BEGINNING.

EXHIBIT A

Legal Description of Variable PropertyNonwithdrawable Variable Parcel "H"

A PARCEL OF LAND SITUATED IN THE SOUTHEAST QUARTER OF SECTION 7, TOWNSHIP 20 SOUTH, RANGE 11 EAST, WILLAMETTE MERIDIAN, DESCHUTES COUNTY, OREGON, THE BOUNDARY OF WHICH IS MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A 5/8" IRON ROD ON THE EASTERLY LINE OF "OSPREY POINTE CONDOMINIUMS", A PLAT OF RECORD, WHICH BEARS S26°52'14"W, 606.37 FEET, S17°43'36"W, 146.18 FEET AND S26°11'36"W, 244.66 FEET FROM A 5/8" IRON ROD AT THE NORTHERNMOST POINT OF SAID "OSPREY POINTE CONDOMINIUMS";

THENCE S26°11'36"W ALONG SAID EASTERLY LINE, 81.54 FEET TO A 5/8" IRON ROD; THENCE N46°50'59"W, 130.45 FEET TO A 5/8" IRON ROD ON THE EASTERLY RIGHT-OF-WAY LINE OF CANOE CAMP DRIVE; THENCE ON THE ARC OF A 417.50 FOOT CURVE TO THE LEFT, ON SAID RIGHT-OF-WAY LINE (CHORD BEARS N11°41'38"E, 34.03 FEET), 34.04 FEET TO A 5/8" IRON ROD; THENCE N09°21'29"E ALONG SAID RIGHT-OF-WAY LINE, 58.92 FEET TO A 5/8" IRON ROD; THENCE S46°50'59"E, 157.20 FEET TO THE POINT OF BEGINNING.

EXHIBIT A

525 - 0835

Legal Description of Variable Property

Nonwithdrawable Variable Parcel "L"

A PARCEL OF LAND SITUATED IN THE SOUTHEAST QUARTER OF SECTION 7, TOWNSHIP 20 SOUTH, RANGE 11 EAST, WILLAMETTE MERIDIAN, DESCHUTES COUNTY, OREGON, THE BOUNDARY OF WHICH IS MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A 5/8" IRON ROD ON THE EASTERLY LINE OF "OSPREY POINTE CONDOMINIUMS", A PLAT OF RECORD, WHICH BEARS S26°52'14"W, 606.37 FEET, S17°43'36"W, 146.18 FEET, S26°11'36"W, 392.73 FEET AND S19°11'39"W, 166.59 FEET FROM A 5/8" IRON ROD AT THE NORTHERNMOST POINT OF SAID "OSPREY POINTE CONDOMINIUMS"; THENCE S19°11'39"W ALONG SAID EASTERLY LINE, 50.00 FEET TO A 5/8" IRON ROD; THENCE N62°37'36"W, 153.30 FEET TO A 5/8" IRON ROD ON THE EASTERLY RIGHT-OF-WAY OF CANOE CAMP DRIVE; THENCE ALONG A 162.50 FOOT RADIUS CURVE TO THE RIGHT, ON SAID RIGHT-OF-WAY LINE (CHORD BEARS N20°01'59"E, 70.00 FEET), 70.56 FEET TO A 5/8" IRON ROD; THENCE S55°18'10"E, 156.41 FEET TO THE POINT OF BEGINNING.

STATE OF OREGON) SS.
COUNTY OF DESCHUTES)

I, MARY SUE PENHOLLOW, COUNTY CLERK AND
RECORDER OF CONVEYANCES, IN AND FOR SAID
COUNTY, DO HEREBY CERTIFY THAT THE WITHIN
INSTRUMENT WAS RECORDED THIS DAY:

98 DEC -7 PH 4: 02

MARY SUE PENHOLLOW
COUNTY CLERK


BY:  DEPUTY
NO. 98-55350 FEE 40
DESCHUTES COUNTY OFFICIAL RECORDS

Exhibit A
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