

THIS INSTRUMENT PREPARED BY
AND RETURN TO:

Leonard Lubart, Esq.

Greenspoon Marder, P.A.

100 West Cypress Creek Road

Trade Centre South, Suite 700

Fort Lauderdale, Florida 33309

**FIFTH AMENDMENT TO THE DECLARATION OF COVENANTS, CONDITIONS
AND RESTRICTIONS FOR
WESTGATE PARK CITY RESORT & SPA, A TIMESHARE RESORT**

THIS FIFTH AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR WESTGATE PARK CITY RESORT & SPA, A TIMESHARE RESORT (the "Amendment"), is made this 8 day of February, 2007, by Westgate Resorts, Ltd., a Florida limited partnership (the "Developer").

W6C-1

WITNESSETH:

WHEREAS, the Developer is developing Westgate Park City Resort & Spa, a timeshare resort (the "Resort Facility"), which is located and situated in Summit County, Utah, according to the Declaration thereof, recorded in Official Records Book 1442, at Pages 1-34, of the Public Records of Summit County, Utah, and all Amendments and Exhibits thereto (the "Declaration"); and,

WHEREAS, pursuant to Article XV of the Declaration, the Developer reserved the right at any time, so long as it has a right to appoint all officers and directors of the Board to amend the Declaration as the Developer may deem appropriate in its sole discretion to carry out the purposes of the project; provided that such amendment shall not prejudice or impair to any material extent the rights of any Owner; and,

WHEREAS, the Developer has the right to appoint all officers and directors of the Board; and,

WHEREAS, the Developer has determined that it is appropriate to amend the Declaration as set forth below; and,

WHEREAS, the amendments set forth herein do not prejudice or impair to any material extent the rights of any Owner.

NOW, THEREFORE, the Declaration is amended by adding the following at the end of Section 2.3.1(a):

1. Declarant, Association and/or the Managing Entity may, in their sole and absolute discretion, designate additional Fixed Weeks from time to time.

2. Capitalized words and phrases shall have the meaning set forth in the Declaration, unless otherwise defined herein.

3. All other terms and provisions of the Declaration of Covenants, Conditions and Restrictions for Westgate Park City Resort & Spa, a Timeshare Resort, including all previous

amendments which are hereby ratified and approved, not specifically amended or altered hereby, shall continue in full force and effect.

IN WITNESS WHEREOF, the Developer has executed this Amendment to the Declaration on the date set forth above.

Signed Sealed and Delivered
in the Presence of:

WESTGATE RESORTS, LTD., a Florida limited
partnership

BY: WESTGATE RESORTS, INC., a Florida
corporation and General Partner

Maria E. Santhago
Print Name: Maria E. Santhago
Latrice Singleton
Print Name: Latrice Singleton

BY: [Signature]
Name: DAVID A. SIEGEL
Title: President

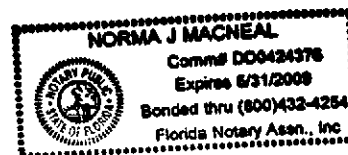
(Corporate Seal)

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 8th day of February, 2007, by DAVID A. SIEGEL, as President of WESTGATE RESORTS, INC., a Florida corporation, as General Partner of WESTGATE RESORTS, LTD., a Florida limited partnership, on behalf of the partnership. He is personally known to me or has produced _____ as a type of identification.

[Signature]
Print Name: _____
Notary Public, State of Florida:
Serial Number, if any: _____

My commission expires:



WGC-1 0371801 2001 4.84 10 3000 CANYONS RESORT DRIVE

PARCEL 1 WESTGATE AT THE CANYONS FINAL SUBDIVISION; ACCORDING TO THE OFFICIAL
PLAT ON FILE IN THE SUMMIT COUNTY RECORDERS OFFICE CONT 4.84 AC