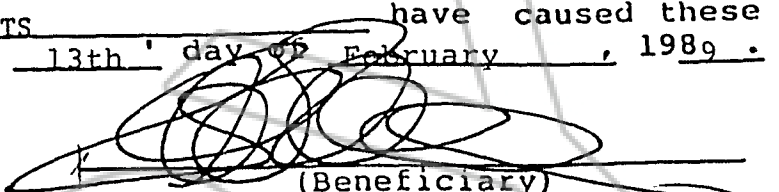


SUBSTITUTION OF TRUSTEE AND DEED OF RECONVEYANCE

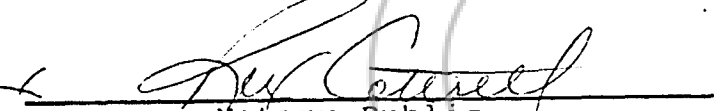
HARICH TAHOE DEVELOPMENTS are the Owners and  
Holders of the note secured by the Deed of Trust, dated April 20, 1983  
made by DION F. POUPENEY and HELEN B. POUPENEY, Trustors to  
STEWART TITLE OF NORTHERN NEVADA, Trustee, for the benefit of  
HARICH TAHOE DEVELOPMENTS, Beneficiary,  
 which Deed of Trust was recorded in the office of the County Recorder of  
 Douglas County, Nevada in Book -683, at Page 2115, Document No.  
82062, hereby substitutes STEWART TITLE OF DOUGLAS COUNTY as Trustee  
 in lieu of the above named Trustee under said Deed of Trust. STEWART  
TITLE OF DOUGLAS COUNTY hereby accepts said appointment as Trustee under  
 said Deed of Trust and, as successor Trustee, pursuant to the request of  
 said Owner and Holder, and in accordance with the provisions of the Deed  
 of Trust, does hereby reconvey without warranty to the persons legally  
 entitled thereto, all estate now held by it under said Deed of Trust.

IN WITNESS WHEREOF HARICH TAHOE DEVELOPMENTS have caused these  
presents to be executed by them, this 13th day of February, 1989.

\_\_\_\_\_  
(Beneficiary)  
STATE OF Nevada )  
COUNTY OF Douglas ) SS

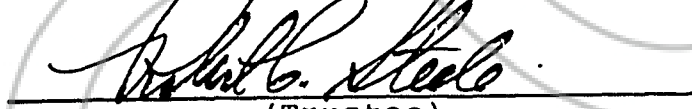
  
\_\_\_\_\_  
(Beneficiary)  
GEORGE ALLBRITTEN  
exec. vice-president

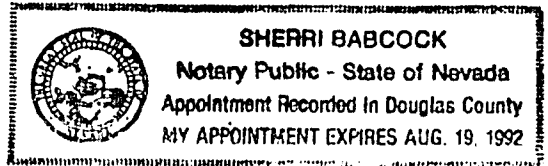
On 2-13-89, before me, the undersigned, a Notary Public in  
and for said State and County, personally appeared  
George Allbritten, personally known to me (or proved to me on  
the basis of satisfactory evidence) to be the person(s) who executed the  
foregoing instrument as exec. vice-president on behalf of the corporation  
therin named, and acknowledged to me that such corporation executed the  
foregoing instrument pursuant to its by-laws or a resolution of its board  
of directors.

  
\_\_\_\_\_  
Notary Public



IN WITNESS WHEREOF he has ~~xxxx~~ caused these  
presents to be executed by them, this 27 day of April, 1989.

  
\_\_\_\_\_  
(Trustee)  
ROBERT C. STEELE, VICE-PRESIDENT  
STATE OF )  
) SS  
COUNTY OF )



On April 27, 1989, before me, the undersigned, a Notary Public in  
and for said State and County, personally appeared ROBERT C. STEELE  
, personally known to me (or proved to me on  
the basis of satisfactory evidence) to be the person(s) who executed the  
foregoing instrument as vice-president, on behalf of the corporation  
therin named, and acknowledged to me that such corporation executed the  
foregoing instrument pursuant to its by-laws or a resolution of its board  
of directors.


  
\_\_\_\_\_  
Notary Public

FOR RECORDER'S USE

REQUESTED BY  
**STEWART TITLE of DOUGLAS COUNTY**  
 IN OFFICIAL RECORDS OF  
 DOUGLAS CO., NEVADA

'89 APR 28 P1:32 **201071**

SUZANNE BEAUDREAU  
 RECORDER BOOK **489** PAGE **3681**

\$ 7.00 PAID  DEPUTY

WHEN RECORDED MAIL TO:  
STEWART TITLE OF DOUGLAS COUNTY  
P.O. Box 1400  
Zephyry Cove, Nv. 89448