RECORDING REQUESTED BY

AND WHEN RECORDED MAIL TO

LITCHFIELD FINANCIAL CORPORATION ATTN: JANET HAYES 13701 W JEWELL AVE. SUITE 200 LAKEWOOD, CO 80228

Space above line for recorder's use

FILE NO: 8827347

SUBSTITUTION OF TRUSTEE AND FULL RECONVEYANCE

Substitute Trustee:

The Chase Manhattan Bank, N.A. as trustee of the

Litchfield Timeshare Trust-1995-1

Regina Bishop

RE:

WHEREAS, Daniel J Erwick was the original Trustor,

Stewart Title of Douglas County a/k/a Douglas County Title Co., Inc., a Nevada corporation the original Trustee, and Capri Resorts, Inc., the Beneficiary, under that certain Deed of Trust dated March 11, 1992 and recorded March 17, 1992 in Book 392, page 2723, document 273472 Official Records of the County of Douglas, State of Nevada, and

WHEREAS, the undersigned Beneficiary desires to substitute a new Trustee under said Deed of Trust in place and stead of Stewart Title of Douglas County a/k/a Douglas County Title Co., Inc., and now therefore, the undersigned hereby substitutes The Chase Manhattan Bank, N.A. as trustee of the Litchfield Timeshare Trust 1995-1 as Trustee under said Deed of Trust and The Chase Manhattan Bank, N.A. as trustee of the Litchfield Timeshare Trust 1995-1 as the substituted Trustee does hereby reconvey, without warranty, to the person or persons legally entitled thereto, the Estate now held thereunder.

Dated: April 10, 1996

Beneficiary:

The Chase Manhattan Bank, N.A. as trustee of the Litchfield Timeshare Trust 1995-1

Thomas Macka

VICE PRESIDENT

(SEAL)

State of New York County of Kings

) SS.

Thomas Mackay On April 10, 1996 before me, personally appeared Region Bishop and personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) are subscribed to the within instrument and acknowledged to me that they executed the same in their authorized capacity, and that their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Signature

- Notary Public

ARGARET M. PRICE

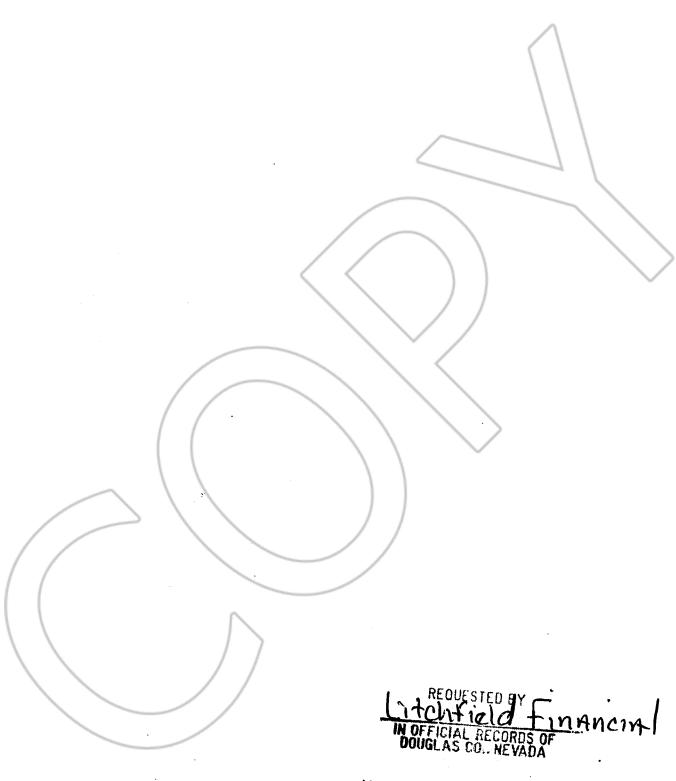
(Seal)

My Commission expires: 4.22.97

SECOND VICE PRESIDENT

SEAL

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LINDA SLATER
RECORDER

PAID 2 DEPUTY

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