

SUBSTITUTION OF TRUSTEE

WHEREAS, on December 26, 1994, Gregory B. Martinez, a single man and Jeffrey S. Wiatt, a single man together as joint tenants with right of survivorship executed that certain deed of trust dated December 26, 1994 to Stewart Title of Douglas County, A Nevada Corporation as trustee ("Initial Trustee") for the benefit of Harich Tahoe Developments, a Nevada general partnership, beneficiary, encumbering real property situated in Douglas County, Nevada, which deed of trust was recorded in the Official Records of said County on February 28, 1995 in Book 295 at Page 4051 as Document Number 356958 (the "Deed of Trust"); and

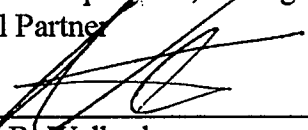
WHEREAS, Harich Tahoe Developments, as beneficiary of the Deed of Trust and holder of the promissory note which the Deed of Trust secures, substituted Resorts Financial Services, a Nevada general partnership as the named trustee to succeed and replace the aforementioned trustee, desires to substitute Stewart Title of Douglas County, a Nevada corporation as the named trustee therein to succeed and replace Resorts Financial Services.

NOW, THEREFORE, NOTICE IS HEREBY GIVEN that, effective the date hereof, Harich Tahoe Developments does hereby substitute and replace as trustee Stewart Title of Douglas County, a Nevada Corporation, having an address of 1702 County Road, Suite B, Minden, Nevada, and Stewart Title of Douglas County shall succeed to all the rights, powers, authorities, duties and obligations granted to the Initial Trustee in said Deed of Trust and by law.

IN WITNESS WHEREOF, this Substitution of Trustee is executed this 13th day of November, 1996.

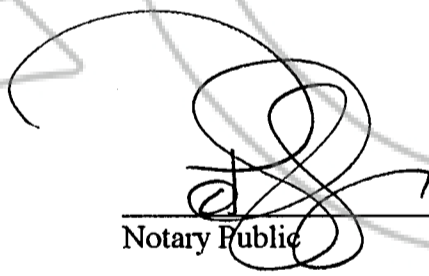
Harich Tahoe Developments,  
a Nevada general partnership


by Lakewood Development Inc.  
a Nevada Corporation, Managing  
General Partner

By:   
Brian R. Walkerley  
Assistant Treasurer

STATE OF NEVADA            )  
  )        SS  
COUNTY OF DOUGLAS        )

On this 13th day of November, 1996, before me a notary public, in and for said county and state, personally appeared Brian R. Walkerley, who is the Assistant Treasurer of Lakewood Development Inc., a Nevada Corporation, managing general partner of Harich Tahoe Developments, a Nevada general partnership, personally known to me to be the person who executed the above instrument on behalf of the said partnership, and acknowledged to me that he executed the same for the purposes therein stated.

  
Notary Public


 PAMELA S. SECREST-LOPEZ  
Notary Public - State of Nevada  
Appointment Recorded in Douglas County  
MY APPOINTMENT EXPIRES JUNE 8, 1998

WHEN RECORDED MAIL TO:  
Resorts Financial Services  
Post Office Box 4222  
Stateline, Nevada 89449

REQUESTED BY  
**Stewart Title of Douglas County**  
IN OFFICIAL RECORDS OF  
DOUGLAS CO., NEVADA

'96 NOV 15 A10:03

**400999**  
**BK 1196 PG 2409**

LINDA SLATER  
RECORDER  
\$ 7.00 PAID  DEPUTY