

SUBSTITUTION OF TRUSTEE

WHEREAS, on April 21, 1992, Phillip H. Mertz, III, an unmarried man executed that certain deed of trust dated April 21, 1992 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 April 30, 1992 in Book 492 at Page 6076 as Document Number 277478 (the "Deed of Trust"); and

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

NOW, THEREFORE, NOTICE IS HEREBY GIVEN that, effective the date hereof, Harich Tahoe Developments does hereby substitute and replace the Initial Trustee as trustee under the Deed of Trust with Resorts Financial Services, a Nevada general partnership, having an office at 1702 County Road, Suite A, Minden, Nevada, and a mailing address of Post Office Box 4222, Stateline, Nevada 89449, and Resorts Financial Services 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 23rd day of January, 1997.

Harich Tahoe Developments,  
a Nevada general partnership

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

By: [Signature]  
Brian R. Walkerley  
Assistant Treasurer

By the execution hereof, Resorts Financial Services hereby accepts the appointment and designation as successor trustee under the foregoing Deed of Trust.

Resorts Financial Services  
a Nevada general partnership

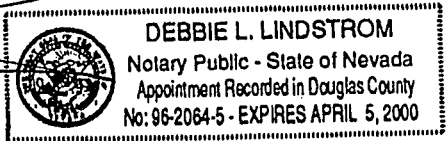
by Resorts Financial Services, Inc.  
a Nevada Corporation,  
Managing General Partner

By: [Signature]  
Jan S. Martin, Vice President

STATE OF NEVADA )  
 ) SS  
COUNTY OF DOUGLAS )

On this 23rd day of January, 1997, 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, 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.

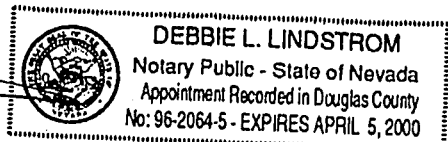
[Signature]  
Notary Public



STATE OF NEVADA )  
 ) SS  
COUNTY OF DOUGLAS )

On this 23rd day of January, 1997, before me, a notary public, in and for said county and state, personally appeared Jan S. Martin, Vice President of Resorts Financial Services, Inc., a Nevada Corporation, personally known to me to be the person who executed the above instrument on behalf of Resorts Financial Services and acknowledged to me that she executed the same for the purposes therein stated.

[Signature]  
Notary Public



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

'97 JAN 28 AIO :22

405556

BK 0197 PG 3789

LINDA SLATER  
RECORDER  
\$ 7.00 PAID [Signature] DEPUTY