

96021920

When recorded mail to:  
JOAN C. WRIGHT, ESQ.  
ALLISON, MACKENZIE, HARTMAN,  
SOUMBENIOTIS & RUSSELL, LTD.  
P.O. Box 646  
Carson City, NV 89702

SUBORDINATION AGREEMENT

THIS SUBORDINATION AGREEMENT, entered into this 4th  
day of November, 1997, by and between LIBERTY BANK, a  
Connecticut banking corporation (hereinafter referred to as  
"Beneficiary"), and RIDGE POINTE LIMITED PARTNERSHIP, a Nevada  
limited partnership (hereinafter referred to as "Trustor"),

W I T N E S S E T H:

WHEREAS, on December 24, 1996, Trustor executed an Open-  
End Construction Deed of Trust and Security Agreement in favor of  
Beneficiary, recorded on January 6, 1997, as Document No. 404071,  
in Book 0197, Page 0215, of Official Records, Douglas County,  
Nevada, securing various instruments and obligations (Beneficiary's  
Deed of Trust) encumbering the real property described in Exhibit  
"A" attached hereto and incorporated herein by this reference (the  
"Property"); and

WHEREAS, Trustor has recorded a Declaration of Time Share  
Covenants, Conditions and Restrictions for The Ridge Pointe  
(Declaration), affecting the Property, which Declaration is for the  
benefit of any and all purchasers of the Property and the improve-  
ments constructed thereon; and




and effect, and its validity and enforceability shall not otherwise be impaired nor diminished.

IN WITNESS WHEREOF, the parties hereto have set their hands on the day and year first above written.

"BENEFICIARY"

LIBERTY BANK,  
a Connecticut banking  
corporation

By:   
J. E. BISHOP  
Its: VICE PRESIDENT

"TRUSTOR"

RIDGE POINTE LIMITED PARTNERSHIP,  
a Nevada limited partnership

By: POINTE PARTNERS LIMITED  
PARTNERSHIP, a Nevada limited  
partnership, general partner

By: RESORTS WEST II, INC., a  
Nevada corporation, general  
partner

By:   
LEX ADAMS, President

State of Connecticut )  
                                  : ss. Middletown  
County of Middlesex )

on this 29th day of October, 1997 personally  
appeared before me, a notary public, James E. Bishop, personally  
known (or proved) to me to be the person whose name is subscribed  
to the above instrument, who acknowledged to me that s/he is the  
Vice President of LIBERTY BANK, a Connecticut banking corporation,

and who further acknowledged to me that s/he executed the foregoing instrument on behalf of said corporation.

Winifred E. Peeler  
NOTARY PUBLIC

WINIFRED E. PEELER  
NOTARY PUBLIC  
MY COMMISSION EXPIRES AUG. 31, 2001

SEAL

STATE OF NEVADA        )  
                                  ): ss.  
CARSON CITY            )

On this 4<sup>th</sup> day of November, 1997, personally appeared before me, a notary public, LEX ADAMS, personally known (or proved) to me to be the person whose name is subscribed to the above instrument, who acknowledged to me that he is the President of RESORTS WEST II, INC., a Nevada corporation, a general partner of POINTE PARTNERS LIMITED PARTNERSHIP, a Nevada limited partnership, a general partner of RIDGE POINTE LIMITED PARTNERSHIP, a Nevada limited partnership, and who further acknowledged to me that he executed the foregoing instrument on behalf of said corporation as general partner of a general partner.

Karen Echols  
NOTARY PUBLIC

 KAREN ECHOLS  
Notary Public - State of Nevada  
Appointment Recorded in Carson City  
No: 93-2272-3 - Expires January 10, 2001



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BK 1197PG0743

**LEGAL DESCRIPTION**

The land referred to herein is situated in the State of Nevada,  
County of Douglas,, described as follows:

Lot 160 as shown upon TAHOE VILLAGE UNIT NO. 1-14th AMENDED  
MAP, amending Lots 1, 23, 24, 26, 32, 46, 106, 147, 148, and  
160 located in Tahoe Village Unit No. 1, Douglas County,  
Nevada, recorded on September 16, 1996, in Book 996, at Page  
2133, Document No. 396458, Official Records.

Assessors Parcel No. 40-050-45

COPY

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

'97 NOV -5 P3:18

0425592

BK 1197PG0744

LINDA SLATER  
RECORDER  
\$12.00 PAID *KJ* DEPUTY