RECORDING REQUESTED BY:

TIMESHARE SPECIALISTS, INC.

WHEN RECORDED MAIL TO:

TIMESHARE SPECIALISTS, INC. 1833 E. 17TH ST., STE. 111 SANTA ANA, CA. 92705 ATTN: SHARON

RECON# 11.967

THIS PAGE ADDED TO PROVIDE ADEQUATE SPACE FOR RECORDING INFORMATION (ADDITIONAL FEE APPLIES)

> 0438240 BK0498PG5022

RECORDING REQUESTED BY TIMESHARE SPECIALISTS, INC.

AND WHEN RECORDED MAIL TO

TIMESHARE SPECIALISTS, INC. 1833 E. 17TH ST., STE. 111 SANTA ANA, CA. 92705 ATTN: SHARON STUCZYNSKI

Space above line for recorder's use

FILE NO: 8827608

SUBSTITUTION OF TRUSTEE

RE:

11967

NOTICE IS HEREBY GIVEN; That the undersigned, as beneficiary, desires to substitute a new Trustee under the Deed of Trust hereinafter referred to in the place and stead of the present Trustee thereunder, in the manner in said Deed of Trust provided and does hereby substitute:

TIMESHARE SPECIALISTS, INC.

Whose address is:

1833 E. 17TH ST., STE. 111, SANTA ANA, CA. 92705

Stewart Title of Douglas County was the original Trustee in the Deed of Trust hereinafter described

TRUSTOR: KYOKO A. MITCHELL

BENEFICIARY: Capri Resorts, Inc.

Dated 8/2/92

Recorded 8/20/92

as Instrument No. 28637 6

Book 892 Page 3186 of Official Records in the office of the Recorder of Douglas County, State of Nevada; Whenever the context hereof so requires, the masculine gender includes the feminine and/or neuter, and the singular number includes the plural.

Dated: August 18, 1997

The Chase Manhattan Bank (successor in interest to The Chase Manhattan Bank, (N.A.)), as Trustee of the Litchfield Timeshare Trust 1995-1

SEAL

(SEAL)

State of New York County of New York By: De Hest

Glenn Hett, Vice President

Karin Giza Assistant Treasurer

On Ausit 18, 1997 before me, personally appeared Glenn Hett and Karin Giza 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\_

(Seal)

My Commission expires: Feb. 07 1948

Notary Public

ROSARIO MONIACI Notary Public, State of New York No. 01M05023418 Qualified in Nassau County

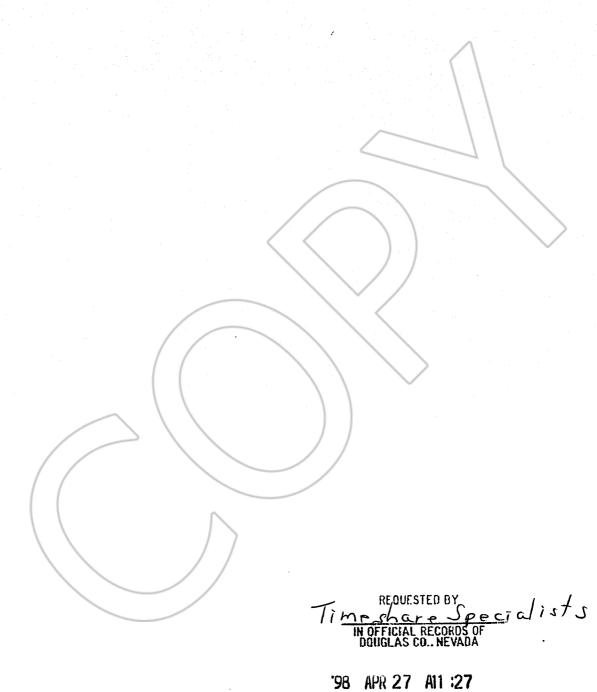
Rosenio Moniaci

Commission Expires

FEB 07 1998

SEAL' 0438240

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0438240 BK0498PG5024 MINZI MITIZI

LINDA SLATER
RECORDER
PAID (2) DEPUTY