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# 11.968

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

0438242 BK0498PG5026 RECORDING REQUESTED BY Litchfield Financial Corporaiton 13701 W. Jewell Ave., Suite 200 Lakewood, CO 80228

AND WHEN RECORDED MAIL TO Timeshare Specialists, Inc..
1833 E. 17th St., Suite 111
Santa Ana, CA 92701
ATTN: Sharon

Space above line for recorder's use

FILE NO: 8827642

ŘE: 1/9/28

SUBSTITUTION OF TRUSTEE

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., Suite 111, Santa Ana, CA 92701

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

TRUSTOR: DEAN L. FIELD AND BETH W. FIELD

BENEFICIARY: Capri Resorts, Inc.

Dated 5/4/92

Recorded 7/10/92

2 as Instrument No. 273123

Book 791

791 Page 1546

of Official Records in the office of the Recorder of

Douglas County, Nevada; Whenever the context hereof so requires, the masculine gender includes the feminine and/or neuter, and the singular number includes the plural.

Dated: 2/23/98

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 Bruce E Williams Aget Vice Provide

Bruce E. Williams, Asst. Vice President

SYLVIA GOSHA

ASSISTANT TREASURER

on 2398 before me, personally appeared Bruce E. Williams and SYLVIA GOSHA 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 Kas

Notary Public - g:\cls\olympalm

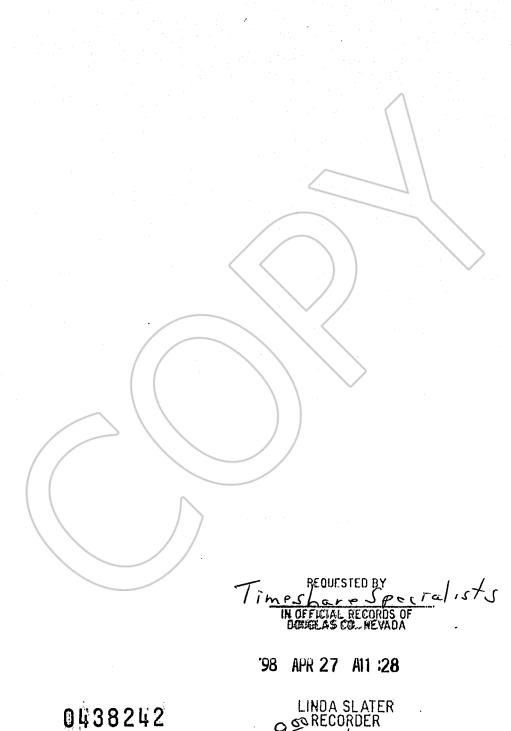
0438242

My Commission expires:

SEAL

res: KATHLEEN M. POLLOCK
Notary Public, State of New York
No. 01 PO4920649
Qualified in New York County
Commission Expires Feb. 28, 1998

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S PAID KO DEPUTY