

AFTER RECORDING, MAIL TO:

Suntterra Pacific, Inc.
1417 116th Avenue NE
Bellevue, WA 98004
Attn: Lisa Stead

THIS DOCUMENT IS RECORDED AS AN ACCOMODATION ONLY
and without liability for the consideration therefor; or as to the validity or
sufficiency of said instrument or for the effect of such recording on the title of
the property involved.

R.P.T.T. \$ 8

REMAINDER INTEREST WARRANTY DEED
(KINGSBURY OF TAHOE)

This deed, made this 14TH day of July, 1999, between SUNTERRA PACIFIC, INC., a Washington corporation f/k/a Vacation Internationale, Ltd., at 1417 116th Avenue N.E., Bellevue, WA, 98004, the Grantor, for consideration of the legal requirements to balance the Vacation Time Share Trust, hereby grants, bargains, sells and conveys to SUNTERRA PACIFIC, INC., a Washington corporation f/k/a Vacation Internationale, Ltd., Trustee of the VACATION TIME SHARE TRUST, dated October 10, 1977, at 1417 116th Avenue N.E., Bellevue, WA 98004, hereinafter called Grantee, a remainder title for an estate for years commencing July 1, 2034 and ending June 30, 2035, in Apartment 52, in the Kingsbury of Tahoe condominiums, the property situated in Douglas County, Nevada, and described in Exhibit A attached hereto and by this reference made a part hereof.

To have and to hold the said premises above described unto Grantee, its successors and assigns, issues, profits and rights thereof, date, right, title and interest of the Grantor unto the Grantee and to the Grantee's assigns, together with the rents, issues, profits, and rights thereof, and all of the estate, right, title, and interest of the Grantor unto the Grantee.

The Grantor does hereby covenant and agree that it shall and will WARRANT AND FOREVER DEFEND the above described premises in estate for years in the quiet and peaceable possession of Grantee, its successors and assigns, and against all and every person or persons claiming the whole or any part thereof, by, through, or under Grantor. Grantor hereby further covenants that it is owner of the personal property, if any, a part thereof, and will warrant and defend the same from all lawful claims.

IN WITNESS WHEREOF, the Grantor has caused this instrument to be executed by its proper officers and its corporate seal to be hereunto affixed the day and year first above written.

SUNTERRA PACIFIC, INC., a Washington corporation
f/k/a Vacation Internationale, Ltd.

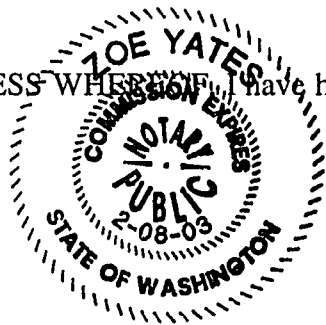
By *Michael A. Stewart*
Michael A. Stewart
Controller

By *Landon R. Estep*
Landon R. Estep
Secretary

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

On this 14TH day of July, 1999, before me, a Notary Public in and for the State of Washington, personally appeared Michael A. Stewart and Landon R. Estep, to me known to be the persons who signed as Controller and Secretary, respectively, of Sunterra Pacific, Inc., a Washington corporation f/k/a Vacation Internationale, Ltd., that executed the within and foregoing instrument; acknowledged said instrument to be the free and voluntary act and deed of said corporation for the uses and purposes therein mentioned; and on oath stated that they were authorized to execute said instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.



Joe Yates
Notary Public in and for the State of Washington,
residing at KIRKLAUD
My commission expires: 02-08-03

EXHIBIT A TO ESTATE FOR YEARS WARRANTY DEED
LEGAL DESCRIPTION
PARCEL 12

All that certain Condominium Estate located in the County of Douglas, State of Nevada, more particularly described as follows:

PARCEL A

An undivided 52/52nds interest in and to the Condominium Estates hereinafter described:

Lot 12, in Unit B, Level 5, Plan B, (Unit 52), together with an undivided 1/20th interest in and to those portions designated as Common Areas, as set forth in the Condominium Map of Kingsbury Towers, being a subdivision of Lot 58, Tahoe Village Unit No. 1, amended map, filed for record September 28, 1979, as Document No. 37124, Official Records of Douglas County, Nevada, and as corrected certificate recorded December 29, 1982, in Book 1282 of Official Records at Page 1556, Douglas County, State of Nevada, as Document No. 74361, and as defined in that certain Declaration of Covenants, Conditions and Restrictions for Lot 58, Tahoe Village Unit No. 1, recorded April 9, 1982, in Book 482 of Official Records, at Page 499, as Document No. 66722, and First Amendment to said Declaration recorded June 18, 1982, in Book 682 of Official Records at Page 1016, as Document No. 68648, and also Supplemental Declaration recorded June 18, 1982, in Book 682 of Official Records at Page 1020, as Document No. 68649, all said instruments being recorded in Official Records of Douglas County, State of Nevada.

EXCEPTING THEREFROM PARCEL A above described and RESERVING UNTO GRANTOR, its successors and assigns (including all other "Owners" as defined in that certain Declaration of Covenants, Conditions and Restrictions for Time Share Ownership (KINGSBURY OF TAHOE RESORT), recorded December 29, 1982, in Book 1282, of Official Records at Page 1565, Douglas County, Nevada, as Document No. 74363, and Amendments thereto, an exclusive right to use and occupy said PARCEL A during all "Use Weeks" (as defined in the Time Sharing Declaration).

PARCEL B

The exclusive right to use and occupy the above described Parcel A during the annual Use Weeks No. 1 through 52, inclusive, as said term is defined in that certain Declaration of Covenants, Conditions and Restrictions for Time Share Ownership (KINGSBURY OF TAHOE RESORT) recorded December 29, 1982, in Book 1282 of Official Records at Page 1565, Douglas County, Nevada, as Document No. 74363, and Amendments thereto.

APN 46-210-06

REQUESTED BY
WESTERN TITLE COMPANY, INC.
IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

'99 AUG -4 P12:40

0473850
BK0899PG0838

LINDA SLATER
RECORDER
\$8.00 PAID TO DEPUTY