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Recording Requested By:
Stewart Title of Douglas County

STEWART TITLE OF DOUGLAS COUNTY

When Recorded Mail To:
Sunterra Financial Services, Inc.
9921 Covington Cross Drive, Suite 105
Las Vegas, NV 89144

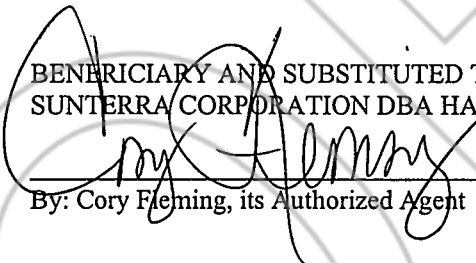
Contract: 3705812A
A Portion of APN: 37-058-12-01

SUBSTITUTION OF TRUSTEE AND FULL RECONVEYANCE

Harich Tahoe Developments, a Nevada General Partnership, are the Owners and Holders of the Note secured by the Deed of Trust, dated 10-02-89, made by Stephen P. Ilnitzki and Mary M. Ilnitzki, husband and wife as joint tenants with right of survivorship, Trustors to Stewart Title Trustee, for the benefit of Harich Tahoe Developments, a Nevada General Partnership, Beneficiary which Deed of Trust was recorded in the office of the County Recorder of Douglas County, Nevada in Book 1089, at Page 1917, Document # 213098, hereby substitutes Sunterra Corporation, a Maryland Corporation, as Trustee in Lieu of the above named Trustee under said Deed of Trust. Sunterra Corporation, a Maryland Corporation hereby accepts said appointment as Trustee under said Deed of Trust and, as successor Trustee, pursuant to the request of said Owner and Holder and in accordance with the provisions of said Deed of Trust does hereby reconvey without warranty to the person or persons legally entitled thereto, all estate now held by it under said Deed of Trust.

Dated: October 12, 1999

BENEFICIARY AND SUBSTITUTED TRUSTEE
SUNTERRA CORPORATION DBA HARICH TAHOE DEVELOPMENT

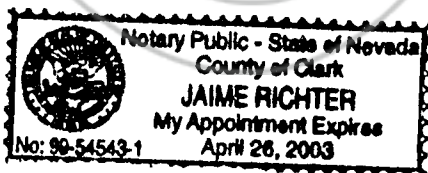

By: Cory Fleming, its Authorized Agent

State of Nevada)
)
County of Clark)

This instrument was acknowledged before me on October 12, 1999, by, Cory Fleming who acknowledged to me to be the authorized agent of Sunterra Corporation and that as such agent, being authorized to do so, signed her name as such agent.


Notary Public

My Commission expires:




REQUESTED BY
STEWART TITLE OF DOUGLAS COUNTY

IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

1999 OCT 15 AM 10: 01

LINDA SLATER
RECORDER

\$18.00 PAID  DEPUTY

0478729

BK 1099PG2596