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STEWART TITLE OF DOUGLAS COUNTY

Recording Requested By:  
Stewart Title of Douglas County

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

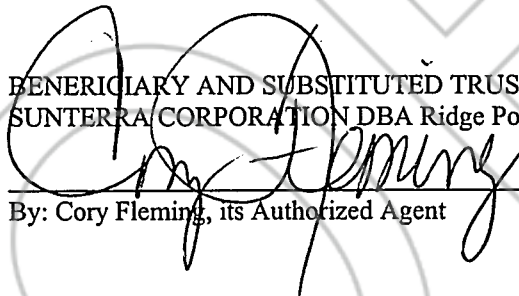
Contract: 1600113A  
A Portion of APN: 16-001-13-01

### SUBSTITUTION OF TRUSTEE AND FULL RECONVEYANCE

RIDGE POINT LIMITED PARTNERSHIP, a Nevada limited partnership, are the Owners and Holders of the Note secured by the Deed of Trust, dated 07-05-98, made by Mark Schoening and Barbette Schoening, husband and wife as joint tenants with right of survivorship, Trustors to Stewart Title Trustee, for the benefit of RIDGE POINT LIMITED PARTNERSHIP, a Nevada limited partnership, Beneficiary which Deed of Trust was recorded in the office of the County Recorder of Douglas County, Nevada in Book 0798, at Page 3450, Document # 0444656, 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 21, 1999

BENEFICIARY AND SUBSTITUTED TRUSTEE  
SUNTERRA CORPORATION DBA Ridge Point Limited Partnership

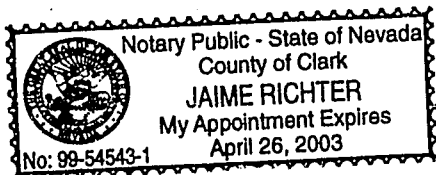
  
By: Cory Fleming, its Authorized Agent

State of Nevada )  
                          )  
County of Clark )

This instrument was acknowledged before me on October 21, 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 NOV 16 AM 10.02

LINDA SLATER  
RECORDER

\$10.00 PAID  DEPUTY

0480739

BK 1199PG2712