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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: 1602024B
A Portion of APN: 16-020-24-71

SUBSTITUTION OF TRUSTEE AND FULL RECONVEYANCE

RIDGE POINTE LIMITED PARTNERSHIP, a Nevada limited partnership, dba SUNTERRA RESORTS - THE RIDGE POINTE, is the Owner and Holder of the Note secured by the Deed of Trust, dated 1/24/00, made by Ed W. Trevethan and Betsy J. Trevethan, Husband and Wife and James Edward Trevethan and Patti Trevethan, Husband and Wife as Joint tenants with right of survivorship, Trustors to STEWART TITLE of Douglas County, a Nevada Corporation Trustee, for the benefit of RIDGE POINTE LIMITED PARTNERSHIP, a Nevada limited partnership dba, SUNTERRA RESORTS - THE RIDGE POINTE, Beneficiary which Deed of Trust was recorded in the office of the County Recorder of Douglas County, Nevada in Book 0200, at Page 828, Document # 485774, 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 February 21, 2000

BENERICIARY AND SUBSTITUTED TRUSTEE
SUNTERRA CORPORATION DBA The Ridge Pointe Limited Partnership

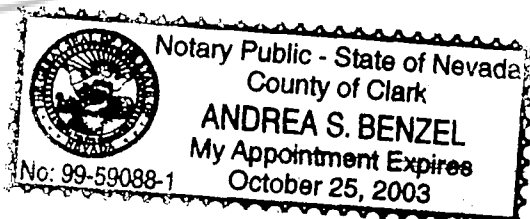
Cory Fleming
By: Cory Fleming, its Authorized Agent

State of Nevada)
)
County of Clark)

This instrument was acknowledged before me on February 21, 2000, 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.

Andrea S Benzel
Notary Public

My Commission expires:



REQUESTED BY
STEWART TITLE OF DOUGLAS COUNTY

IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

2000 MAR -1 AM 10: 08

LINDA SLATER
RECORDER

\$ 10.00 PAID DEPUTY

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