

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

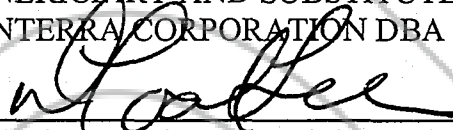
Contract: 3714109B
A Portion of APN: 42-284-15

SUBSTITUTION OF TRUSTEE AND FULL RECONVEYANCE

Harich Tahoe Developments, a Nevada General Partnership, is the Owner and Holder of the Note secured by the Deed of Trust, dated April 12, 1998, made by Richard Andres Alvarado, a single man and Karen McKenzie, a single woman together as joint tenants with right of survivorship, Trustors to Stewart Title of Douglas County, a Nevada Corporation 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 498, at Page 4299, Document # 437949, 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: April 12, 2000

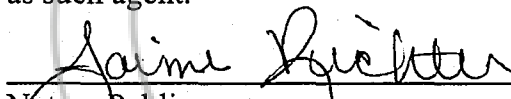
BENERICIARY AND SUBSTITUTED TRUSTEE
SUNTERRA CORPORATION DBA Harich Tahoe Developments



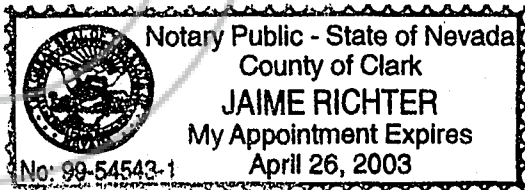
By: Debora Toal Lee, its Authorized Representative

State of Nevada)
)
County of Clark)

This instrument was acknowledged before me on April 12, 2000, by, Debora Toal Lee 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
2000 MAY 10 AM 10:38

0491708
BK0500PG2255

LINDA SLATER
RECORDER
\$10.00 PAID  DEPUTY