

Recording Requested By:
Stewart Title of Douglas County

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

Contract: 1602511A

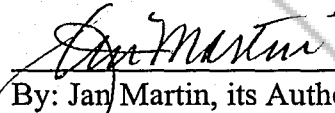
A Portion of APN: 0000-40-050-450

SUBSTITUTION OF TRUSTEE AND FULL RECONVEYANCE

Ridge Point Limited Partnership, a Nevada Limited Partnership, is the Owner and Holder of the Note secured by the Deed of Trust, dated October 12, 1998, made by Lawrel V Woods and Kathleen A Woods, husband and wife as joint tenenats with right of survivorship, Trustors to Stewart Title of Douglas County , a Nevada Corporation, 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 1098, at Page 4547, Document # 452312, 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.

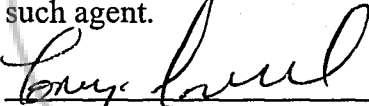
Dated: January 29, 2001

BENEFICIARY AND SUBSTITUTED TRUSTEE
SUNTERRA CORPORATION DBA Ridge Point Limited Partnership

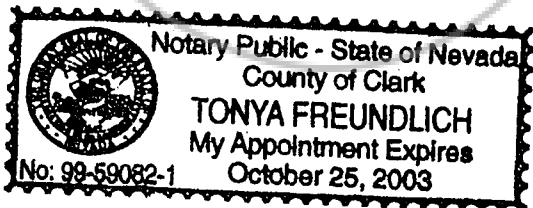

By: Jan Martin, its Authorized Representative

State of Nevada)
County of Clark)

This instrument was acknowledged before me on January 29, 2001, by, Jan Martin 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
Sunterra Financial Services
IN OFFICIAL RECORDS OF
DOUGLAS COUNTY, NEVADA

2001 FEB 14 AM 10:12

LINDA SLATER
RECORDER

\$10⁰⁰ PAID *AS* DEPUTY

0508651

BK 0201 PG 2321