

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

A Portion of APN per Attached "Exhibit A"

SUBSTITUTION OF TRUSTEE AND FULL RECONVEYANCE

HARICH TAHOE DEVELOPMENTS, a Nevada General Partnership, is the Owner and Holder of the Note secured by the original Deed of Trust, made by Trustor(s) to STEWART TITLE of Douglas County, Nevada, 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, all as shown on "Exhibit A", attached hereto and made a part hereof.

"EXHIBIT A" CONSISTS OF 5 DEEDS OF TRUST

Beneficiary hereby substitutes HARICH TAHOE DEVELOPMENTS, A Nevada General Partnership, as Trustee in Lieu of the above named Trustee under said Deed of Trust. HARICH TAHOE DEVELOPMENTS, a Nevada General Partnership, 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 August 24 2001

BENEFICIARY AND SUBSTITUTED TRUSTEE,
HARICH TAHOE DEVELOPMENTS, a Nevada
General Partnership,

By: Lakewood Development, Inc.,
A Nevada Corporation

Title: Managing General Partner

By: Cory Fleming

Cory Fleming

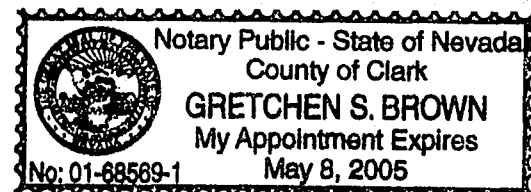
Title: Authorized Representative

State of Nevada)
County of Clark)

This instrument was acknowledged before me, _____, on August 24, 2001 by Cory Fleming who acknowledged to me to be the Authorized Representative of Lakewood Development, Inc., a Nevada Corporation, and that as such representative, being authorized to do so, signed her name as such Authorized Representative.

Gretchen S. Brown
Notary Public

My commission expires: 5/8/05



See next page for attached "Exhibit A".

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Tahoe.doc

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REQUESTED BY

Sunterra

IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

2001 NOV -6 AM 9: 57

LINDA SLATER
RECORDER

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