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✓ Reconveyance Dept.  
Sunterra Financial  
3865 W. Cheyenne  
N LAS Vegas NV 89032

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.

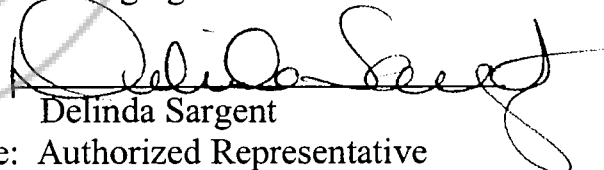
"EXHIBIT A" CONSISTS OF 1 DEEDS OF TRUST

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: \_\_\_\_\_ 2002

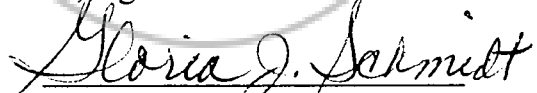
BENEFICIARY AND SUBSTITUTED TRUSTEE,  
HARICH TAHOE DEVELOPMENTS, a Nevada  
General Partnership,

By: Lakewood Development, Inc.,  
A Nevada Corporation  
Title: Managing General Partner

By:   
Delinda Sargent  
Title: Authorized Representative

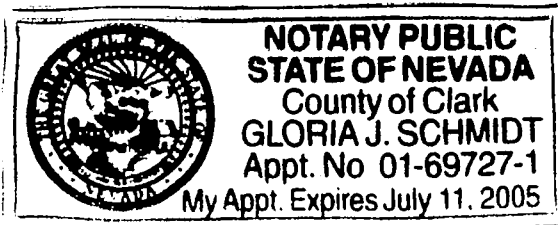
State of Nevada)  
County of Clark)

This instrument was acknowledged before me, Gloria J. Schmidt, on May 2, 2002 by Delinda Sargent 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.

  
Notary Public My commission expires: 7-11-05

See next page for attached "Exhibit A".

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BK0502PG01863

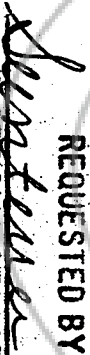


APN #	Owner Name and Vesting	Date of Purchase	Date DOT Recorded	OR Book	OR Page	Instrument No.	Trustee
40-370-08	Kennis Dee Bass and Jacqueline F. Bass, husband and wife as Joint Tenants with Right Of Survivorship	6/27/97	6/27/97	0697	5565	416037	Stewart Title Company

BK0502PG01864

0541537

2002 MAY -7 AM 8:38

  
 REQUESTED BY  
 LINDA SLATER  
 IN OFFICIAL RECORDS OF  
 DOUGLAS CO., NEVADA

LINDA SLATER  
RECORDER

\$18.00 PAID DEPUTY