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When Recorded Mail To:
Sunterra Financial Services, Inc.
Reconveyance Department
3865 W. Cheyenne Ave.
Las Vegas, NV 89032

REQUESTED BY
Sunterra
IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

2003 AUG 27 PM 12: 25

WERNER CHRISTEN
RECORDER

\$45⁰⁰ PAID KJ DEPUTY

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 80 DEED(S) 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: June 11 2003

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

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

By: [Signature]
Delinda Sargent
Title: Authorized Representative

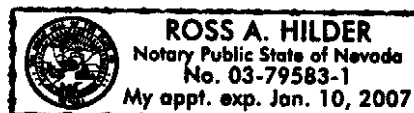
State of Nevada)
County of Clark)

This instrument was acknowledged before me, Ross A. Hilder, on June 11, 2003 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.

My commission expires: 1-10-2007

[Signature]
Notary Public

See next page for attached "Exhibit A".



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BK 0803PG15048

Contract Number	Name	Customer Name	Contract Date	Unit	Week	OEB	Rec Date	BK	PG	Inst
2720014629	LYMAN, HERBERT E AND LYMAN, CAROLYN M.	BARBARA J LYMAN AND LYMAN, CLIFF G.	9/21/1999	37046	29	O	10/08/99	1099	1345	478328
2720056251	COX, LAURENCE B	COX MICHELLE	7/26/1999	37056	25	O	08/06/99	0899	1135	473950
2720159501	TONNEY, BARBARA J		8/30/1999	37159	50	O	09/10/99	0999	1542	476205
2720227310	KEISER, PETER B.	SANDRA L. KEISER	10/11/1999	42273	10	E	10/22/99	1099	3933	479245
2720401428	KELLER, ANNE B	EUGENE L KELLER	6/30/1999	34014	28	B	07/23/99	0799	3851	472999
2720403818	LUCKE JR., JAMES W.		4/10/1999	34038	18	B	04/23/99	0499	4860	466399
2720704635	DEBOLT, RAYMOND J	ANGELAM DEBOLT	9/27/1999	37046	35	E	10/08/99	1099	1340	478326
2720707337	SAGER, ANDREW	JUDITH A SAGER	9/20/1999	37073	37	B	10/01/99	1099	93	477957
2720714317	BECKER, TODD H.	BECKER SUSAN M.	5/1/1999	37143	17	O	08/03/99	0899	425	473728
2720802413	DEATHERAGE, JOHN A	DEATHERAGE BARBARA	9/18/1999	28024	13	B	10/01/99	1099	83	477953
2722292413	RUHNKE, WERNER G.	RUHNKE IRMGARD L.	7/28/1997	42292	41	E	07/28/97	0797	4558	418060
2723132102	SANDERS, CHARLES E.	WHITE PENNY S.	6/6/1990	33132	10	O	06/06/90	0690	714	227560
2723136511	HARDEN, MICHAEL	HARDEN CATHY	4/12/1990	33136	51	B	04/12/90	0490	1505	223751
2724003233	SELKE, JOHN L.	SELKE CLARE F.	4/23/1990	34003	23	E	04/23/90	0490	2997	224426
2724017371	GLIDDEN, STEPHEN W.	GLIDDEN PRISCILLA E.	3/20/1990	34017	37	B	03/20/90	0390	2297	222158
2724018451	LOPES, JOCK		4/22/1991	34018	45	B	04/22/91	0491	2636	248853
2724027511	VRABEL, PETER	VRABEL MARILYNN	2/28/1991	34027	51	B	02/28/91	0291	3831	245773
2724032103	LOHSE, VICTORIA	LOHSE WILLIAM	5/20/1991	34032	10	E	05/20/91	0591	2980	251086
2724038431	CODY, MARTHA A.		4/23/1992	34038	43	B	04/23/92	0492	4536	276840
2727039233	SCHWITTERS, MITCHELL E.	SCHWITTERS KITT E.	12/28/1990	37039	23	E	12/28/90	1290	3752	241906
2727039251	BRYANT, JR. ERNEST J.	BRYANT JOYCE M.	9/11/1990	37039	25	B	09/11/90	0990	1179	234314
2727040361	MONTERROSA, ISABEL	SHERWOOD LAURA	9/26/1990	37040	36	B	09/26/90	0990	3790	235381
2727043363	MITCHELL, DALE	MITCHELL LISA	2/28/1991	37043	36	E	02/28/91	0291	3794	245755
2727045291	HADDEN, TRENNA	HADDEN E-VAN	7/20/1990	37045	29	B	07/20/90	0790	2979	230662
2727046161	GAMBELL, WALTER R.	GAMBELL PATRICIA A.	6/18/1990	37046	16	B	06/18/90	0690	2409	228346
2727048333	SIMONSON, BRIAN	SIMONSON MARTIE	11/27/1991	37048	33	E	11/27/91	1191	4675	266071
2727049161	HOENIG, JR. WILLIAM B.	HOENIG MARY BELLE	4/17/1990	37049	16	B	04/17/90	0490	2253	224080
2727050241	BRYANT, JR. ERNEST J.	BRYANT JOYCE M.	9/11/1990	37050	24	B	09/11/90	0990	1184	234316
2727050281	SHORT, MARGARET A.		9/14/1990	37050	28	B	09/14/90	0990	1911	234645
2727054271	COX, DANIEL G.	COX JUDITH A.	7/27/1990	37054	27	B	07/27/90	0790	3866	231060
2727056191	CHEW, RHODA HUUNG	DER RON J.	11/27/1990	37056	19	B	11/27/90	1190	3898	239770

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Contract Number	Contract Name	Customer Name 2	Contact Date	Unit	Week	OEB	Rec Date	BK	PG	Inst
2727059373	OSEGUERA, LUIS	OSEGUERA JULIE	2/22/1991	37059	37	E	02/22/91	0291	2530	245308
2727059421	REVELO, JR. DEAN D.	REVELO DIANA C.	6/13/1990	37059	42	B	06/13/90	0690	1806	228078
2727060201	HAWTHORNE, DOUGLAS F.	HAWTHORNE DOROTHY E.	6/7/1990	37060	20	B	06/07/90	0690	900	227652
2727061221	VILLANUEVA, CIELITO J.	VILLANUEVA WILHELMINA B.	6/11/1990	37061	22	B	06/11/90	0690	1433	227919
2727062261	YRIGOVEN, FRANK	YRIGOVEN LINDA	6/28/1990	37062	26	B	06/28/90	0690	4329	229179
2727062282	KATAOKA, BRYON E.	BERTINI-KATAOKA CHERYL A	7/23/1990	37062	28	O	07/23/90	0790	3138	230739
2727062291	GUARASCIO, NANCY	MORRIS DEBRA	7/18/1990	37062	29	B	07/18/90	0790	2505	230454
2727063161	MORRIS, DAVID N.	MORRIS DEBRA	4/6/1990	37063	16	B	04/06/90	0490	872	223469
2727063421	SORENSON JANIS M.	MORRIS DEBRA B.	10/23/1990	37063	42	B	10/23/90	1090	3613	237332
2727064161	MORRIS, DAVID N.	NICHOLS BARBARA GLASIER	4/6/1990	37064	16	B	04/06/90	0490	876	223471
2727064442	WINKELMAN, PARIS R.	NICHOLS BARBARA GLASIER	5/13/1991	37064	44	O	05/13/91	0591	1845	250590
2727067161	BILLINGS, GARTH W.		4/6/1990	37067	16	B	04/06/90	0490	824	223447
2727068451	CAGLE, LARRY N.	CAGLE JUDITH A.	5/22/1991	36708	45	B	05/22/91	0591	3357	251244
2727069191	NANJO-LEE, MAE M.	LEE LESLIE-WAYNE	10/29/1990	37069	19	B	10/29/90	1090	4439	237737
2727069241	EOFF, JANET MARIE		11/19/1990	37069	24	B	11/19/90	1190	2897	239300
2727073242	NG, DARYL	CHIN-NG MARY ANN	7/10/1990	37073	24	O	07/10/90	0790	1049	229858
2727074232	TOY, STANLEY	TOY JUZEN A.	7/11/1990	37074	23	O	07/11/90	0790	1341	229972
2727075221	MCGNAIR, JOEL A.	COOK CARROLL L.	1/4/1991	37075	22	B	01/04/91	0191	399	242304
2727075413	BARTER, WILLIAM R.	BARTER KATHLEEN J.	4/30/1991	37075	41	E	04/30/91	0491	4624	249656
2727077211	DECISIONS, SYSTEMS PLUS INC.	WEAR PRESIDENT J. RANDY	2/22/1991	37077	21	B	02/22/91	0291	2538	245312
2727141261	GARZA, JOE DAVID	GARZA MARY	7/18/1991	37141	26	B	07/18/91	0791	2955	255540
2727144362	BULLINGTON, STEVE R.	ALIRES-BULLINGTON ROBERTA	2/28/1992	37144	25	O	02/28/92	0292	4778	272123
2727145371	BURRIDGE, JR. MICHAEL D.	BURRIDGE CAROL L.	11/20/1992	37145	37	B	11/20/92	1192	3564	293614
2727147271	GRABOWSKI, STEPHEN D.		7/29/1991	37147	27	B	07/29/91	0791	4863	256359
2727148121	HERNDON, CHARLES	HERNDON BRENDA M.	11/27/1989	37148	12	B	11/27/89	1189	3172	215396
2727149171	SIMPSON, ROBERT H.	SIMPSON BARBARA A.	8/22/1990	37149	17	B	08/22/90	0890	3558	232944
2727151281	MILLET, THERROL S.	MILLET RENEE S.	8/16/1991	37151	28	B	08/16/91	0891	2819	258063
2727153301	CLABBY, CORINNE L.	CLABBY ARTHUR E.	9/30/1991	37153	30	B	09/30/91	0991	4449	261361
2727158281	MCPHAIL, EUGENE B. & MCPHAIL DEBORAH W.	FOSTER JERRY DEAN & FOSTER RACHEL E. MCPHAIL	8/19/1991	37158	28	B	08/19/91	0891	3130	258239
2727159271	REILAND, JACK W.	REILAND CHALLENGE A.	8/22/1991	37159	27	B	08/22/91	0891	3729	258487
2727163212	MARSHALL, DANIEL A.	MARSHALL CAROLYN R.	5/31/1991	37163	21	O	05/31/91	0591	4789	251875

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Ridge Tahoe

Exhibit A

Contract Number	Name		Customer/Name 2	Contract Date	Unit	Week	OEB	Ref. Date	Bk	Pg	Inst
2727165151	ACKERMAN, RICHARD C.	AND	ACKERMAN LYNNE M.	5/1/1990	37165	15	B	05/01/90	0590	143	225118
2727173121	HENSLEE, MARK	AND	WEST LISA G.	1/11/1990	37173	12	B	01/11/90	0190	2053	218083
2727174151	AFFOLTER, SHELLY	AND	AFFOLTER WAYNE	5/18/1990	37174	15	B	05/18/90	0590	2977	226371
2727174232	RAMIREZ, ROSEANN C.	AND	RAMIREZ EDWARD C.	8/20/1991	37174	23	O	08/20/91	0891	3352	258330
2727174402	HEDELIUS, MERLYN R.	AND	HEDELIUS JANET R.	8/28/1991	37174	40	O	08/28/91	0891	4853	258972
2727175241	ZOOK, WILLIAM J.	AND	ZOOK JOAN E.	7/29/1991	37175	24	B	07/29/91	0791	4916	256385
2727179201	FRIIS, C. PHILLIP	AND	FRIIS ANNE K.	5/29/1991	37179	20	B	05/29/91	0591	4190	251640
2727182082	STATLER, LARRY F.	AND	STATLER SHARON L.	2/7/1991	37182	08	O	02/07/91	0291	720	244450
2727184193	WISE, DENNIS L.	AND	WISE SYDNEY J.	3/29/1991	37184	19	E	03/29/91	0391	4037	247611
2727190042	ZLOCZEWSKI, ALAN	AND	ZLOCZEWSKI JUDITH M.	4/6/1990	37190	04	O	04/06/90	0490	899	223481
2727190211	MARTIN, CYNTHIA A.	AND	NELSON JAMES M.	4/24/1991	37190	21	B	04/24/91	0491	3287	249112
2727197233	CHU, WINSTON W.	AND	CHU COLLEEN K.	6/21/1991	37197	23	E	06/21/91	0691	3330	253439
2727197251	SAGUN, PATRICO H.	AND	SAGUN LINDA E.	7/17/1991	37197	25	B	07/17/91	0791	2755	255446
2727200242	DUPART, JEAN PIERRE	AND	DUPART PATRICIA D.	8/26/1991	37200	24	O	08/26/91	0891	4296	258717
2727201141	KNIFFING, LOUIS E.	AND	KNIFFING DIANE L.	3/19/1990	37201	14	B	03/19/90	0390	2061	222074
2727201211	FIETSCH, MICHAEL R.	AND	FIETSCH HOLLY A.	5/31/1991	37201	21	B	05/31/91	0591	4771	251866
2727203393	FRAZIER, JR. BERNARD M.	AND	FRAZIER ROBIN	5/30/1990	37203	39	E	05/30/90	0590	4366	227003
2728007053	RICHARDSON, JOHN E.	AND	RICHARDSON NIKKI	7/15/1992	28007	05	E	07/15/92	0792	2407	283458
Total =											
				80							

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