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REQUESTED BY

Sunterra

IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

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

2003 AUG 27 PM 12: 26

WERNER CHRISTEN
RECORDER

A Portion of APN per Attached "Exhibit A"

\$43⁹⁰ PAID KJ DEPUTY

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 28 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 9 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

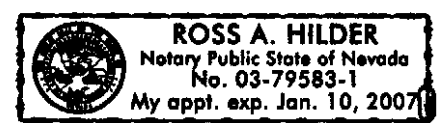
State of Nevada)
County of Clark)

This instrument was acknowledged before me, Ross A. Hilder, on June 9, 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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BK0803PG15052

Contract #	Name	Customer Name 2	Contract Date	Unit	Week	OEB	Rec. Date	Bk	Pg	Inc
2730910421	TONNEY, NICHOLAS	KRISTIE TONEY	4/4/1999	49104	21	O	4/16/1999	0499	3271	465872
2730920532	RICHARDSON, GREGORY A.	RICHARDSON LISA S.	11/28/1998	49205	32	B	5/5/1999	0599	547	467311
2730930749	PURCELL, FRANK B	DAWNIELLE PURCELL	8/31/1999	49307	49	O	9/10/1999	0999	1529	476199
2739101461	CRANE, EARL	CRANE ARLENE	2/28/1991	49101	46	B	2/28/1991	0291	3712	245714
2739102443	ATENCION, RAHA C.		8/10/1998	49102	44	E	8/10/1998	0898	1716	446672
2739105313	WOLD, PETER	WOLD JEANNETTE	9/9/1998	49105	31	E	9/9/1998	0998	1477	448998
2739106322	PEASE, ALBERT A	CLARK KELLY L.	8/6/1998	49106	32	O	8/6/1998	0898	1173	446417
2739106443	CAUTHEN, JACK	DAWN M. CAUTHEN	1/31/1999	49106	44	E	3/17/1999	0399	3854	463447
2739106512	NEY, ROBERT G.	NEY SHARON L.	8/18/1998	49106	51	O	8/18/1998	0898	3522	447260
2739106513	KITZ, JAMES	ANDRIETTE KITZ	2/6/1999	49106	51	E	2/18/1999	0299	3615	461392
2739108351	KING, KAHIL	KING KATHRYN	1/17/1990	49108	35	B	1/17/1990	1190	1001	238362
2739108402	GARCIA, DANIEL I.	NUÑEZ ELIZABETH O.	9/18/1998	49108	40	O	9/18/1998	0998	3568	449702
2739108472	CHASTEK, MICHAEL P.	CHASTEK JOY M.	7/15/1998	49108	47	O	7/15/1998	0798	2658	444394
2739109323	SHAH, RITA	SHAH VIRENDRA	11/12/1998	49109	32	E	11/12/1998	1198	2357	453800
2739201422	ANDERSON, BURTL.	ANDERSON CECILIA	8/12/1998	49201	42	O	8/12/1998	0898	2403	446878
2739203091	CHAMBERS, STEVEN	CHAMBERS MARDI	6/28/1991	49203	9	B	6/28/1991	0691	4894	254136
2739205172	FLORO, NINO ANGELICO L.	ROGERS AMY E.	10/29/1998	49205	17	O	10/29/1998	1098	6325	452881
2739205173	TURNER, AUSTIN R.	TURNER LEAH L.	12/21/1998	49205	17	E	12/21/1998	1298	4888	456980
2739205302	BUCHANAN, ANGELA	BUCHANAN HENRY	9/8/1998	49205	30	O	9/8/1998	0998	1194	448880
2739205303	MAGNESS, JAMES	MAGNESS CYNTHIA	9/8/1998	49205	30	E	9/8/1998	0998	1199	448882
2739207432	ORMANDO, TONY	STOKES DAWN E.	8/10/1998	49207	43	O	8/10/1998	0898	1729	446678
2739208362	LOFING, ROBERT C.	LOFING GERTRUDES N.	1/21/1999	49208	36	O	1/21/1999	0199	3795	459127
2739209111	GORS, ROBERT	CHRISTINE L. MORRISON	2/6/1999	49209	11	B	2/18/1999	0299	3610	461390
2739301222	PADILLA, EDUARDO	PADILLA XOCHITL S.	9/26/1998	49301	22	O	3/19/1999	0399	4296	463594
2739302313	HALUSKA, DAVID L.	RIESE VYANNE	8/21/1998	49302	31	E	8/21/1998	0898	4335	447501
2739306463	GEPFORD, ROLLAND T.	GEPFORD LINDA SIMONS	7/24/1998	49306	46	E	7/24/1998	0798	5096	445218
2739307109	HYDE, DAVID R.	HYDE MARY F.	3/20/1999	49307	10	O	3/31/1999	0399	7138	464570
2739308010	SHODROCK, STEPHEN W.	SHODROCK DONNA L.	3/17/1999	49308	01	O	3/30/1999	0399	6684	464478

Total = 28