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

2003 SEP 10 AM 11:47

WERNER CHRISTEN
RECORDER

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

APN#-1319-30-712-001 (ptn)

SUBSTITUTION OF TRUSTEE AND FULL RECONVEYANCE

SUNTERRA RIDGE POINTE DEVELOPMENT, LLC, a Delaware limited liability company as successor in interest by merger to Ridge Pointe Limited Partnership, a Nevada Limited Partnership ("Sunterra Ridge Pointe Development, LLC"), 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 SUNTERRA RIDGE POINTE DEVELOPMENT, LLC, 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 27 DEED(S) OF TRUST

Beneficiary hereby substitutes SUNTERRA RIDGE POINTE DEVELOPMENT, LLC, as Trustee in Lieu of the above named Trustee under said Deed of Trust. SUNTERRA RIDGE POINTE DEVELOPMENT, LLC, 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: Sept 8, 2003

BENEFICIARY AND SUBSTITUTED TRUSTEE,
SUNTERRA SALES AND DEVELOPER HOLDING COMPANY,
The member and sole manager of

Sunterra Ridge Pointe Development, LLC

By: Sunterra Developer and Sales Holding Company
Its: Sole Manager

By: Shelly Brown
Shelly Brown
Title: Authorized Representative

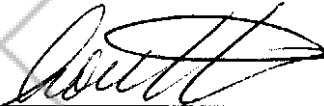
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BK 0903 PG 04 701

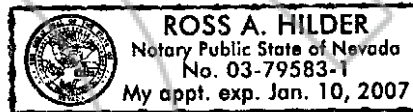
ACKNOWLEDGEMENT

State of Nevada)
County of Clark)

This instrument was acknowledged before me, Ross A. Hilder, on Sep 8. 2003 by Shelly Brown who acknowledged to me to be the Authorized Representative of SUNTERRA RIDGE POINTE DEVELOPMENT, LLC, a Delaware limited liability company, and that as such representative, being authorized to do so, signed her name as such Authorized Representative.


Notary Public

See next page for attached "Exhibit A"



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	Owner Name(s)	Date of Purchase	Date DOT Recorded	OR Book	OR Page	Doc. #
2710000165	Robert E. Jacobs and Tamyra K. Jacobs	12/11/2002	12/27/2002	1202	12287	562162
2710000255	Theodore L. Raff and Helen G. Raff	7/25/2002	8/27/2002	0802	8859	550490
2710000279	David V. Gross and Marion V. Gross	11/7/2002	2/20/2003	0203	7709	567572
2710000295	Daniel Brothers and Linda D. Brothers	11/10/2002	11/20/02	1102	8072	558282
2710000330	Ivy Millman-Handy	11/21/2002	12/12/02	1202	5223	560501
2710000448	Helmut Ahrend and Violet Ahrend	1/21/2003	2/4/2003	0203	736	566153
2710000528	Patricia E. Stahly and Paul D. Stahly	1/14/2003	06/04/03	0603	01235	578784
2710000538	Owen Roy Dorman and Beatrice Dorman Dickinson	1/17/2003	1/30/2003	0103	12699	565615
2710000578	Joseph E. Sovis and Shirley A. Sovis	1/24/2003	2/4/2003	0203	779	566172
2710000583	Pamela M. McNamee	1/27/2003	2/12/2003	0203	3951	566858
2710000596	Eugene E. Schmidt	2/3/2003	2/13/2003	0203	5028	567047
2710000602	James E. Fiegen and Phyllis A. Fiegen	1/27/2003	2/6/2003	0203	1757	566368
2710000603	Jack W. Riggs and Patricia A. Riggs	1/27/2003	2/19/2003	0203	7201	567482

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	Owner Name(s)	Date of Purchase	Date DOT Recorded	OR Book	OR Page	Doc #
2710000606	Dallas McKellips Jr. and Dianne McKellips	1/29/2003	2/12/2003	0203	3944	566855
2710000609	Camilla Kovensky and Gary R. Kovensky	2/1/2003	2/13/2003	0203	5018	567042
2710000661	C. R. Buckley and Evelyn L. Buckley	2/3/2003	2/13/2003	0203	5005	567036
2710000662	Rachel L. Williams	2/3/2003	6/4/2003	0603	1240	578786
2710001453	Charles W. Whittier	1/22/2003	2/6/2003	0203	1787	566381
2710012517	Paul Lamy and Tara A. Lamy	10/3/1999	10/15/1999	1099	2732	478823
2716001432	Steven Behnken	7/11/1998	7/22/1998	0798	4406	444952
2710000395	Howard E. Fear and Julie L. Fear	11/19/2002	5/22/2003	0503	11796	577701
2710000654	Pamela S. Jarvis and Douglas H. Jarvis	6/16/2003	06/30/03	0603	16214	581845
2710000814	Klynn J. Winkle and W. Perry Winkle Jr.	7/8/2003	07/29/03	0703	14380	584678
2710000865	Jerome W. Parker and Ching Lai	7/7/2003	07/22/03	0703	09767	583983
271000866	Thomas A. Homulka	7/7/2003	07/22/03	0703	09758	583980
2710000881	Renee A. Farmer and Thomas W. Farmer	7/13/2003	06/23/03	0703	10630	584081
2710000887	John Roque and Lori Leshner	7/16/2003	07/31/03	0703	16298	584999

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