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

2003 DEC 10 AM 8:45

WERNER CHRISTEN  
RECORDER

\$ 19<sup>00</sup> PAID KJ DEPUTY

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 12 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: Dec. 4<sup>th</sup> 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: [Signature]  
Delinda Sargent  
Title: Authorized Representative

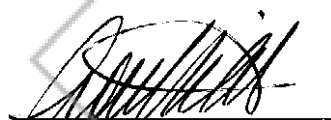
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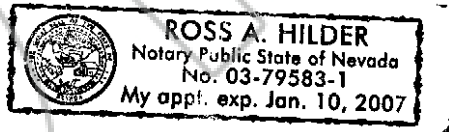
**ACKNOWLEDGEMENT**

State of Nevada)  
County of Clark)

This instrument was acknowledged before me, Ross A. Hilder, on Dec 11, 2003 by Delinda Sargent 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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Ridge Pointe Tahoe  
Portion of APN: 1319-70-312-001

Exhibit A

Service ID	Name 1	Name 2	Rec. Date	Bk	Pg	Doc#
2710600936	MORELAND, BEN D	MORELAND, JOANN	2/28/2000	200	4178	486960
2710600541	MORATTO, TIMOTHY R.	MORATTO, JULIA M.	2/18/2000	200	2883	486525
2710600546	LONG, SYLVIA FLORES	LOWERY, RACHAEL	2/28/2000	200	4166	486954
2710600735	MORATTO, TIMOTHY R.	MORATTO, JULIA M.	2/18/2000	200	2887	486527
2710600737	GROVE, DIANE R.	RICHTER, KATHARINE D.	2/18/2000	200	2856	486513
2710600739	FRISCH, THOMAS P.		2/18/2000	200	2844	486507
2710600743	PIMENTEL, CHARMAINE		2/28/2000	200	4182	486962
2710600751	CERVANTES, PETER	CERVANTES, MAUREEN	2/28/2000	200	4157	486950
2710600836	RICHTER, CHRISTOPHER	RICHTER, LISA A.	2/28/2000	200	4192	486967
2710600841	PETRAITIS, TOLAND A	PETRAITIS, ALDONA B.	3/3/2000	300	488	487314
2710600946	LUM, PHILLIP	LUM, KAY C.	3/3/2000	300	483	487312
2710601135	TOMCZAK, DANIEL E.	TOMCZAK, KAREN V.	3/10/2000	300	1771	487711

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