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REQUESTED BY  
Sunterra  
IN OFFICIAL RECORDS OF  
DOUGLAS CO., NEVADA  
2003 DEC 26 PM 12:44  
WERNER CHRISTEN  
RECORDER  
\$ 19.00 PAID BC 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 29 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. 22 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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BK1203PG11914

**ACKNOWLEDGEMENT**

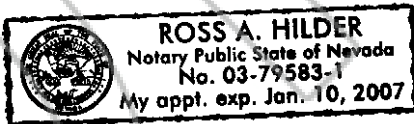
State of Nevada)  
County of Clark)

This instrument was acknowledged before me, Ross A. Hilder, on Dec. 22, 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 Limited  
 A Portion of APN  
 1319-30-712-001

Deed of Release  
 Exhibit A

	Owner Name(s)	Date of Purchase	Date DOT Recorded	OR Book	OR Page	Doc. #
2710601027	Tyron Walker and Travis Helton	7/31/1999	8/23/1999	0899	4165	475052
2710000816	Arnold S. Allam and Jacqueline A. Bustos	7/9/2003	7/29/2003	0703	14341	584665
2710000906	Robert J. Watson and Patricia J. White	8/6/2003	09/04/03	0903	1587	588690
2710000925	Cherri L. Devoe	8/6/2003	08/20/03	0803	10160	587141
2710600822	James E. White	5/22/1999	10/08/99	1099	1392	478348
2710601726	Ronald D. Long, Jr. and Kimberly A. Long	6/26/1999	07/09/99	0799	1446	472168
2716003033	Lewis Barlow and Marion Barlo	10/25/1998	11/03/98	1198	466	453197
2710000321	Terry L. Keller and Debbie O. Keller	11/18/2002	12/09/02	1202	3442	560127
2710000199	Robert J. Mulch and Christine R. Mulch	1/18/2003	1/28/2003	0103	11226	565313
2710000135	Carol A. Gordon	1/20/2002	12/24/2002	1202	11083	561913
2710000784	Fred C. Schneider and Zita Schneider	3/9/2003	4/1/2003	0403	206	572089
2710000785	Boris Ivanac and Nada Ivanac	3/9/2003	6/9/2003	0603	3455	579231
2710000857	Charles A. Myers and Deanna J. Myers	6/22/2003	6/30/2003	0603	16239	581857
2710000907	Colleen M. Klump	8/17/2003	9/4/2003	0903	1580	588688
2710000912	Richard L. Ruch and Christine G. Ruch	7/20/2003	7/31/2003	0703	16322	585007
2710000959	Richard A. Nuesslein and Florence A. Nuesslein	9/18/2003	9/30/2003	0903	17004	591835
2710000464	Scott S. Carpenter and Patti Rae Carpenter	12/17/2002	12/31/2002	1202	13840	562462
2710000401	Michael A. Zeeb and Susan M. Zeeb	11/27/2002	12/10/2002	1202	4133	560300
2710000937	Robert A. Van Lysebettens	9/19/2003	9/30/2003	0903	17014	591838
2710600522	Chad Pricolo and Pam Winnat	5/18/1999	5/28/1999	0599	5908	469112
2710600430	Bridgette Senuta and Phillip S. Malignen	9/4/1999	9/17/1999	0999	3340	476786
2716005141	Rene J. Arriola and Luz M. Arriola	11/10/1998	11/23/1998	1198	5141	454709
2716021083	Chris Flickinger and Alethea Ames	11/27/1998	12/8/1998	1298	2028	456058
2710600725	Chris Christopher and Ting Ha L. Wong	7/15/1999	9/3/1999	0999	446	475797
2710601126	David Ricetti Jr.	7/24/1999	9/24/1999	0999	4828	477415
2710602618	Stuart Stephens and Anne Stephens	3/13/1999	3/12/1999	0599	2069	467788
2710000301	Christine Hoover and Kenneth Hoover	11/11/2002	11/26/2002	1102	10997	559017
2710600548	Patrick L. Martin and Lisa J. Martin	1/22/2000	2/4/2000	0200	808	485764
2710000932	Neil D. Butcher and Martha J. Butcher	9/28/2003	9/30/2003	903	16983	591829

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