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

2003 DEC 26 PM 12:46

WERNER CHRISTEN  
RECORDER

\$ 20.00 PAID Be 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 30 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: October 15 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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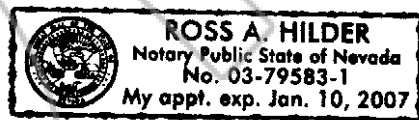
**ACKNOWLEDGEMENT**

State of Nevada)  
County of Clark)

This instrument was acknowledged before me, Ross A. Hilder, on Oct 15 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.

  
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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. #
2710600219	Deomen Simms and Lunor Simms	3/13/1999	4/23/1999	0499	4896	466414
2710601150	Brian W. Cook and Ann M. Cook	3/16/2000	03/31/00	0300	5904	489005
2710000284	Antonio L. Sanchez and Ernestina A. Sanchez	11/9/2002	11/20/02	1102	8108	558300
2710000445	Robert D. Lerch and Annabelle L. Lerch	1/18/2003	01/30/03	0103	12715	565623
2710000529	James F. Wickser and Mary M. Wickser	1/14/2003	02/25/03	0203	10130	568078
2710000611	Steven E. Camplain and Margaret J. Camplain	2/2/2003	02/25/03	0203	10092	568059
2710000763	Wayne A. Long and Marilyn M. Long	3/3/2003	03/13/03	0303	5313	569801
2710000205	James S. Nardone and Sandra E. Nardone	5/27/2002	6/13/2002	0602	3780	544489
2710000266	Grace Nicot and Robert J. Kuczynski	8/26/2002	9/10/2002	0902	2439	551743
2710000482	Terri L. Whittaker	12/28/2002	1/8/2003	0103	2316	563126
2710000537	Edward E. Johnson and Dona A. Johnson	1/17/2003	3/6/2003	0303	1961	569054
2710000168	Edgar Sanchez and Dawn J. Sanchez	12/16/2002	12/27/2002	1202	12303	562170
2710000705	Robert C. Paulson and Joclaire Paulson	3/4/2003	3/19/2003	0303	8096	570362
2710000747	James H. Ehlert	2/24/2003	3/11/2003	0303	3866	569540
2710000752	James R. Hannon, Jr. and Patti C. Hannon	2/26/2003	6/9/2003	0603	3449	579228
2710000767	Charles R. Thorne and Shirley L. Thorne	3/5/2003	3/19/2003	0303	8110	570369
2710000772	Elton McCabe and Jerry McCabe	3/5/2003	3/19/2003	0303	8088	570358
2710000815	Marla Fricano	7/9/2003	7/29/2003	0703	14347	584667
2710000817	Bernard J. King Jr. and Rebecca R. Shuck	7/10/2003	7/31/2003	0703	16286	584995
2710000837	Randy C. Miller	6/2/2003	6/13/2003	0603	6188	579928
2710000921	Mark A. Stan and Ellen L. Stan	7/30/2003	8/14/2003	0803	6968	586469
2710000926	Henry P. Jepsen and Donna Jepsen	8/6/2003	8/20/2003	0803	10175	587146
2710601429	Anthony Edward Shaw and Valentina Louise Shaw	8/17/1999	8/27/1999	0899	5055	475365
2716006032	Nadine Burns and Howard S. Dial	11/3/1998	12/22/1998	1298	5227	457080
160259A	Raymond P. Bauer, D.D.S. and Carol J. Bauer	9/1/1999	9/17/1999	0999	3286	476764
2716018153	Kandi Tovar	11/29/1998	1/5/1999	0199	383	457970
2710000397	Marjorie H. Perrine	11/20/2002	12/27/2002	1202	12299	562168
2710600540	Alla Ivanov and Andrey Ivanov	1/16/2000	1/28/2000	0100	4335	485247
2710011329	Alla Ivanov and Andrey Ivanov	1/16/2000	1/28/2000	0100	4342	485249

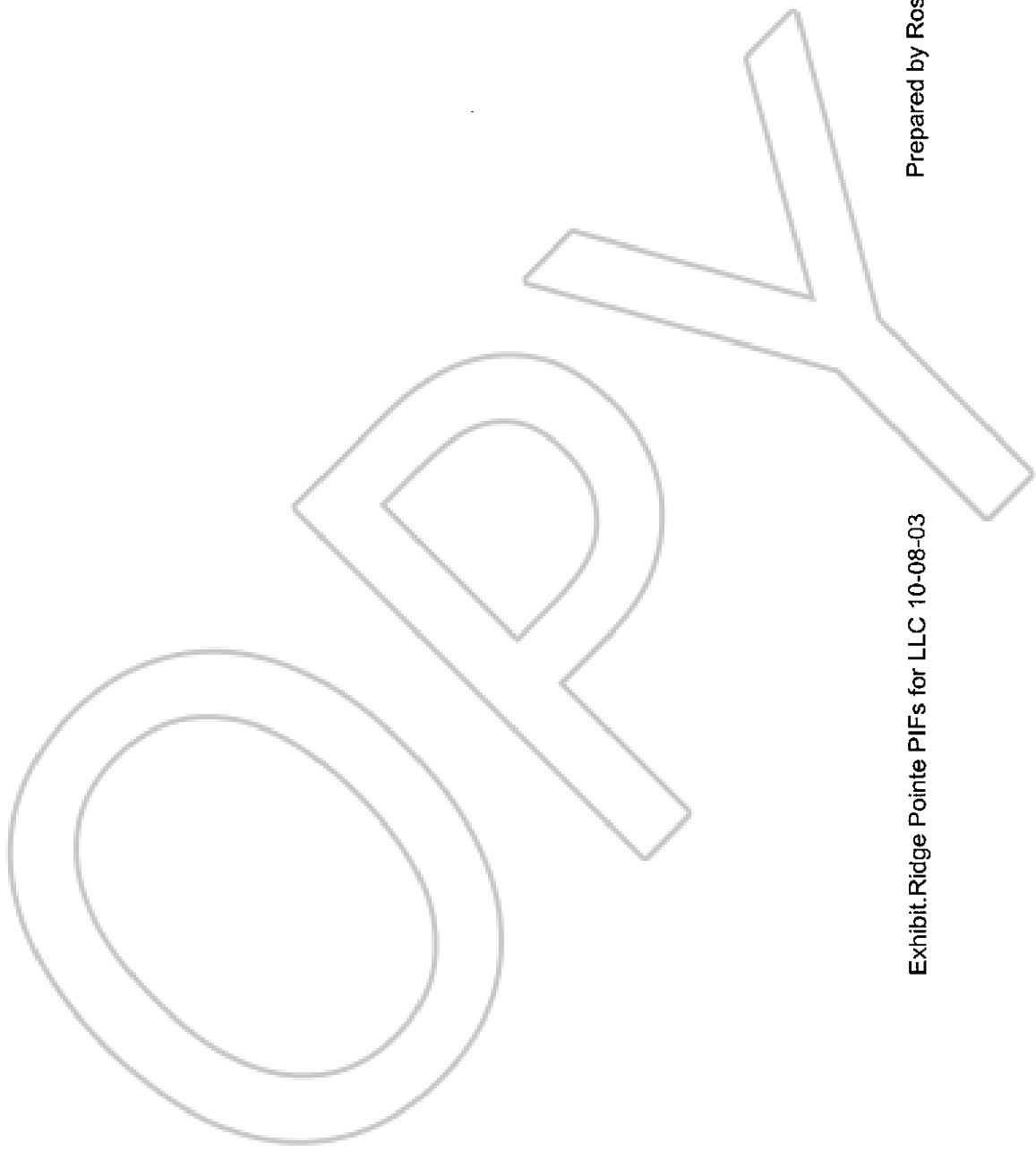
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	Owner Name(s)	Date of Purchase	Date DOT Recorded	OR Book	OR Page	Doc. #
2710000838	Arlen R. Towers	6/3/2003	6/13/2003	0603	6192	579930



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