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REQUESTED BY
Sunterra
IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA
2004 AUG 25 AM 11:57
WERNER CHRISTEN
RECORDER
\$19 PAID K2 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 7 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: August 20 2004

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

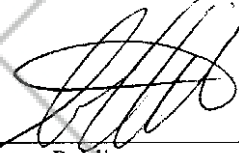
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ACKNOWLEDGEMENT

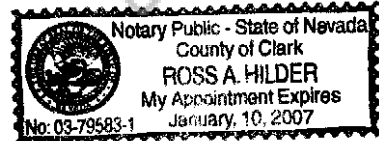
State of Nevada)
County of Clark)

This instrument was acknowledged before me, Ross A. Hilder, on August 20, 2004 by Delinda Sargent who acknowledged to me to be the Authorized Representative of SUNTERRA SALES AND DEVELOPER HOLDING COMPANY which is the Sole Manager 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"



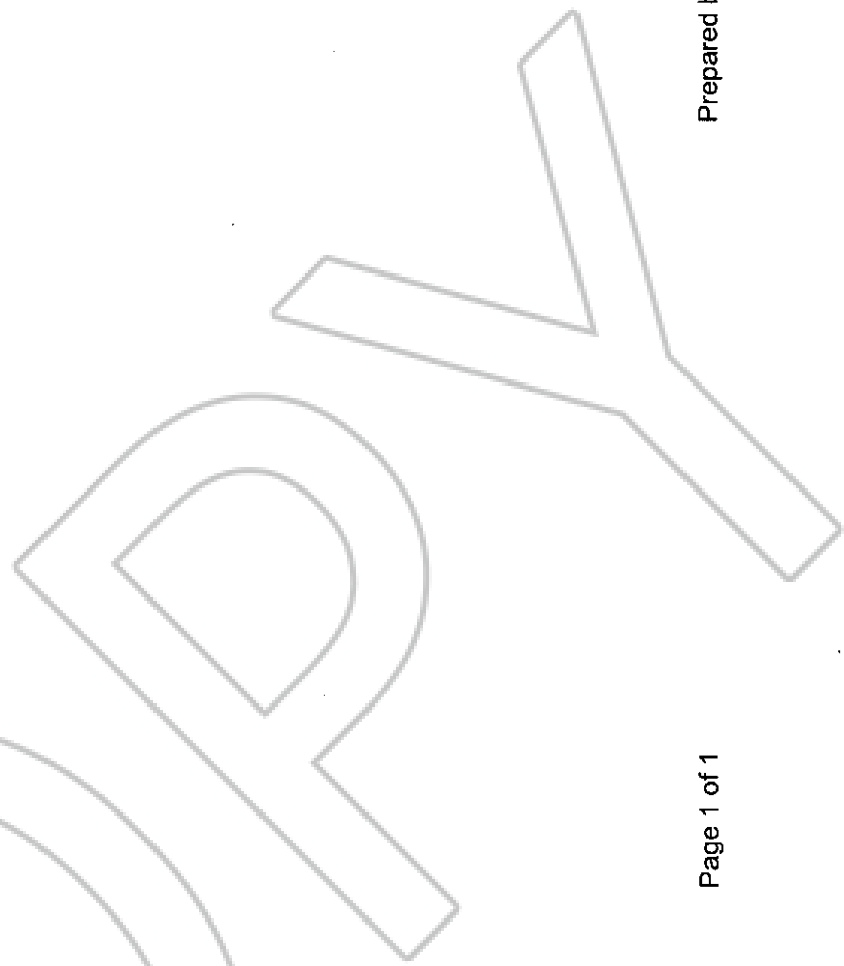
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Ridge Pointe Tahoe
 A Portion of APN: 1319-30-712-001

Exhibit A

Loan ID	Contract#	Customer Name	Customer Name 2	Unit	Week	OEB	Mfg. Rec Date	Bk	Pg	Inst
472459	RPT0998	BAKER, DONALD L.R.	BAKER, ILENE	26	16	O	01/14/04	104	3793	601908
390552	RPT0267	COLON-MATEO SR., MICHAEL L.	COLON-MATEO, DEBORAH M.	10	41	O	09/17/02	902	5065	552294
420789	RPT0796	DAWSON, DENNIS D.	DAWSON, JUNE C.	11	7	E	03/27/03	303	13060	571441
441622	RPT0908	GILLESPIE, DIANE M.		9	8	E	09/04/03	903	1938	588839
415269	RPT0489	LABARRE, DEBORAH A.	HENRY, STEPHEN R.	19	47	B	01/16/03	103	6254	564071
412217	RPT0304T	MCALLISTER, BERIT V.		22	22	O	02/04/04	204	1457	603743
471273	RPT0950	STRACHAN, GERALD K.	STRACHAN, STELLA	9	51	O	01/07/04	104	1537	601362



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