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

2004 SEP 29 AM 11:25

WERNER CHRISTEN
RECORDER

\$19⁰⁰ 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 MORTGAGE HOLDINGS, LLC, a Delaware limited liability company ("Sunterra Mortgage Holdings, 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 MORTGAGE HOLDINGS, 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 2 DEED(S) OF TRUST

Beneficiary hereby substitutes SUNTERRA MORTGAGE HOLDINGS, LLC, as Trustee in Lieu of the above named Trustee under said Deed of Trust. SUNTERRA MORTGAGE HOLDINGS, 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: 9-27- 2004

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

Sunterra Mortgage Holdings, LLC

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

By: [Signature]
Delinda Sargent
Title: Authorized Representative

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ACKNOWLEDGEMENT

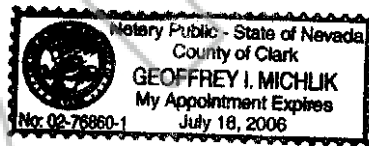
State of Nevada)
County of Clark)

This instrument was acknowledged before me, Geoff Michlik, on September 27, 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 MORTGAGE HOLDINGS, 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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Customer Name	Customer Name 2	Purchase Date	Unit	Week	OEB	Mfg	Rec Date	Bk	Pg	Inst
462628 ACOSTA, PHILIP N.	ACOSTA, SHARON K.	10/5/1994		48	BOTH		10/5/1994	1094	480	347622

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