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REQUESTED BY
Sunterra
IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA
2004 DEC -1 AM 11:40
WERNER CHRISTEN
RECORDER
\$1900 PAID kg 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: November 17 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]
Geoff Michlik
Title: Authorized Representative

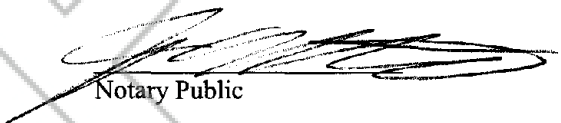
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BK 1204 PG 00260

ACKNOWLEDGEMENT

State of Nevada)
County of Clark)

This instrument was acknowledged before me, Josh Carpenter, on *November 17*, 2004 by Geoff Michlik 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 He name as such Authorized Representative.

See next page for attached "Exhibit A"


Notary Public



0630749

BK1204PG00261

Ridge Pointe Limited
A Portion of the APN#
1319-30-712-001

Deed of Release
Exhibit A

Account	Owner Name(s)	Date of Purchase	Date DOT Recorded	OR Book	OR Page	Doc #
354511	Mark R. Pettus and Wendy M. Pettus	8/7/1999	8/23/1999	899	4210	475070
307323	Marvin E. Walker and Patricia W. Walker	12/6/1999	12/17/1999	1299	3246	482889

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BK1204PG00262