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

2004 DEC -1 AM 11:42

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 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 5 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: November 16, 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]
Geoff Michlik
Title: Authorized Representative

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BK 1204 PG 00263

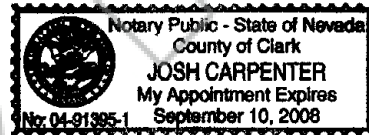
ACKNOWLEDGEMENT

State of Nevada)
County of Clark)

This instrument was acknowledged before me, Josh Carpenter, on November 16, 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 RIDGE POINTE DEVELOPMENT, 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



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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 #
417206	James H. Fredlock and Jane C. Fredlock	1/26/2003	2/6/2003	203	1767	566372
413582	Donna J. Jimenez and Jack Jimenez	12/4/2002	12/17/2002	1202	7323	561035
445479	Donnell C. Brantley	9/16/2003	9/30/2003	903	16976	591827
384791	James Bernstein and Jeri Bernstein	5/28/2002	3/4/2003	303	557	568733
411994	Robert S. Schirmer and Sandra Schirmer	11/9/2002	11/20/2002	1102	8113	558302

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