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

2004 DEC -2 AM 9:42

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 3 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 18, 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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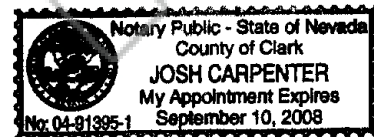
ACKNOWLEDGEMENT

State of Nevada)
County of Clark)

This instrument was acknowledged before me, Josh Carpenter, on November 18, 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 His 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 #
421449	Elizabeth J. Adams and Robert R. Adams Jr.	3/22/2003	6/5/2003	603	2041	578934
445653	Deloris K. Nolan and Donald J. Nolan	9/17/2003	9/30/2003	903	16997	591833
537182	D. Ann Hertz and Joel R. Hertz	3/25/2004	4/19/2004	404	8296	610526

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