REQUESTED BY

FIRST AMERICAN TITLE CO IN OFFICIAL RECORDS O DOUGLAS CO., NEVADA

2004 DEC -9 RM 12: 57

WERNER CHRISTEN RECORDER

6 PAIDBE

Pt of ACN 13/9-30-7/2-00/ Recording requested by:

When recorded mail to:

Law Offices Of Steven J. Melmet, Inc. 2912 South Daimler Street Santa Ana, California 92705-5811

Space above this line for recorder's use only

T.S. No. 200402561-Z - 21396

Title Order No. 200402561

Loan No. 315162

Substitution of Trustee

WHEREAS, Stewart Title of Douglas County, a Nevada Corporation was the original Trustee under that certain Deed of Trust dated 02/14/2000, executed by Cheryl Thomas, an unmarried woman, to secure certain obligations in favor of Ridge Pointe Limited Partnership, a Nevada limited partnership dba Sunterra Resorts - The Ridge Pointe, as beneficiary, recorded 05/22/2000, as Instrument No. 0492456, in Book 0500, on Page 4767, of Official Records in the Office of the Recorder of Douglas County, Nevada and

WHEREAS, the undersigned is the present Beneficiary under said Deed of Trust, and

WHEREAS, the undersigned desires to substitute a new Trustee under said Deed of Trust in place and instead of said original Trustee, or Successor Trustee, thereunder, in the manner in said Deed of Trust provided.

NOW, THEREFORE, the undersigned hereby substitutes The Law Offices of Steven J. Melmet, Inc., whose address is: 2912 South Daimler Street, Santa Ana CA 92705, as Trustee under said Deed of Trust.

Whenever the context hereof so requires, the masculine gender includes the feminine and/or neuter, and the singular number includes the plural.

Dated:

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 Peinte Development,

LLC

By:

Its:

Authorized Representative

Delinda Sakgen

State of

) ss.

County of

to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and

> 0631443 BK 1204 PG 03970

that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal

County of Clark

JOSH CARPENTER

My Appointment Expires

September 10, 2008

Signature

(Seal)

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AFFIDAVIT

T.S. NO. 200402561-Z - 21396

On December 6, 2004, a copy of the attached Substitution of Trustee was mailed, prior to the recording thereof and in the manner provided in Section 2924b of the Civil Code of the State of California, to all persons to whom a copy of the Notice of Default was required to be mailed by the provisions of said section.

I declare under penalty of perjury that the foregoing is true and correct.

Signature of Affiant, Hilda Delgado

State of California

SS

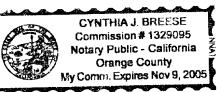
County of Orange)

On December 6, 2004, before me, the undersigned Notary Public, personally appeared Hilda Delgado personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature

(Seal)



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