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DOC # 0638056
03/03/2005 01:05 PM Deputy: BH
OFFICIAL RECORD
Requested By:
SUNTERRA

Douglas County - NV
Werner Christen - Recorder
Page: 1 Of 3 Fee: 19.00
BK-0305 PG-01144 RPTT: 0.00



✓ 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 11 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: January 23, 2005

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

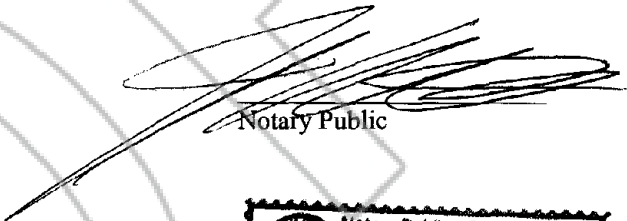
By: 
Delinda Sargent
Title: Authorized Representative

ACKNOWLEDGEMENT

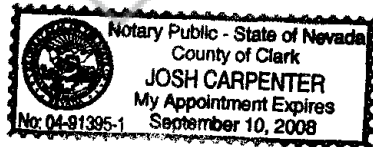
State of Nevada)
County of Clark)

This instrument was acknowledged before me, Josh Carpenter, on January 23, 2005 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 RIDGE POINTE DEVELOPMENT, LLC, a Delaware limited liability company, and that as such representative, being authorized to do so, signed she name as such Authorized Representative.

See next page for attached "Exhibit A"



Notary Public



Loan ID	Name 1	Name 2	Unit	Week	O, E, B	Date Mortgage Recorded	O, R, Book	O, R, Page	Inst. #
354831	BARNETT, CHARLES J.	BARNETT, DEBORAH R.	001	30	B	07/21/98	798	4021	444858
309857	BLACKWELDER, DENNIS C.	BLACKWELDER, TINA M.	021	21	O	02/04/00	200	767	485746
428617	CHAMNESS, JERRY A.	CHAMNESS, CAROL A.	009	28	O	06/30/03	0603	16191	581834
354913	CONTRERAS, GUSTAVO	CONTRERAS, MARIBEL	003	19	O	10/29/99	1099	5098	479664
354826	CROSS, JAMES R.	CROSS, LESLIE A.	006	7	E	12/22/98	1298	5233	457082
301701	HANSEN, GARED	HANSEN, STEFANIE	005	22	O	01/14/00	100	2207	484484
355387	HURTADO, OSCAR N.	HURTADO, RAMONA	002	32	E	11/30/99	1199	5026	481637
311053	MALONEY, SANDRA	MALONEY, DANIEL	004	34	B	02/11/00	200	1806	486117
460477	OLSON, GREG A.		018	31	O	12/23/03	1203	10777	600409
322409	STITH, LELAND		009	48	E	05/12/00	500	2814	491870
355743	TAKAMINE, KURT S.	TAKAMINE, PAULA J TAI	017	4	B	08/28/98	898	6279	448219

