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**OFFICIAL RECORD**

Requested By:  
SUNTERRA

Douglas County - NV  
Werner Christen - Recorder  
Page: 1 Of 3 Fee: 19.00  
BK-0405 PG- 7835 RPTT: 0.00



When Recorded Mail To:  
Suntterra 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 ("Suntterra 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: April 13, 2005

BENEFICIARY AND SUBSTITUTED TRUSTEE,  
SUNTERRA SALES AND DEVELOPER HOLDING COMPANY,  
The member and sole manager of

Suntterra Ridge Pointe Development, LLC

By: Suntterra Developer and Sales Holding Company  
Its: Sole Manager

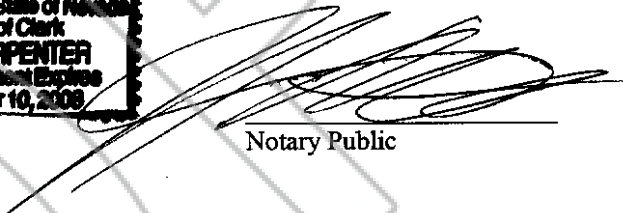
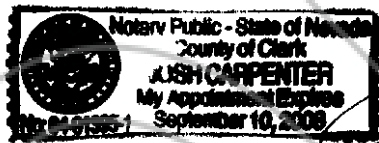
By:   
Delinda Sargent  
Title: Authorized Representative

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ACKNOWLEDGEMENT

State of Nevada)  
County of Clark)

This instrument was acknowledged before me, Josh Carpenter, on April 13, 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.



Notary Public

See next page for attached "Exhibit A"



Exhibit A

RPT

Loan ID	Name 1	Name 2	Unit - Wk - Yr	Date Mortgage Recorded	O. R. Book	O. R. Page	Inst#
462446	ALLBRIGHT, NORMA PRUITT		007-30-O, 007-34-B	1/14/2000	100	2194	484478
299624	ALLBRIGHT, NORMA PRUITT		007-30-O, 007-34-B	1/14/2000	100	2189	484476
414485	DAHL, ROBERT E.	DAHL, JEAN A.	026-33-O	12/27/2002	1202	12267	562152

