

OFFICIAL RECORD

Requested By:
SUNTERRA

Douglas County - NV
Werner Christen - Recorder

Page: 1 Of 3 Fee: 19.00
BK-0505 PG- 8756 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 (ptr)

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 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: May 13, 2005

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

Suntterra Ridge Pointe Development, LLC

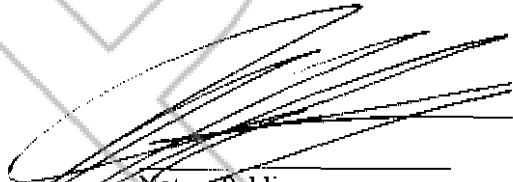
By: Suntterra Developer and Sales Holding Company
Its: Sole Manager

By: 
Delinda Sargent
Title: Authorized Representative

ACKNOWLEDGEMENT

State of Nevada)
County of Clark)

This instrument was acknowledged before me, Josh Carpenter, on May 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"

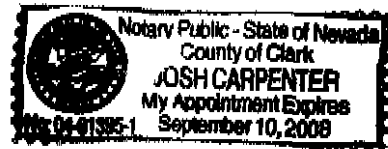
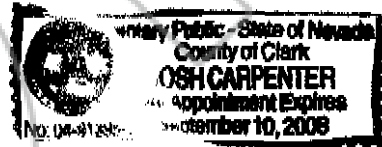


Exhibit A

Loan ID	Name 1	Name 2	Unit - Wk - Yr	Date Mortgage Recorded	O. R. Book	O. R. Page	Inst#
355126	AGUILERA, KEVIN	AGUILERA, LISA	005-8-O	09/07/99	999	3281	476762
380245	ELSTON, MARK E.	ELSTON, TRYCIA L.	021-44-O	04/09/02	0402	1970	538964
420476	GARNIER, ROBERT G.	GARNIER, MARY A.	019-41-E	03/25/03	0303	11476	571084
354476	LINDHOLM, RUSSELL		016-26-O	08/06/99	899	1199	473976
322994	MARKERT, DANIEL CURTIS	MARKERT, LISA LYN	013-45-E	03/31/00	300	5948	489024
354479	MCGEENEY, AMY LYN		016-26-E	08/06/99	899	1209	473980
354816	NEINER, STEVEN		005-17-B	02/10/99	299	2036	460814
346816	PADILLA-LADY, AMANDA	BALTAZAR, CAMACHO JR.	007-21-O	05/12/00	500	2802	491866
354513	SOEWARDIE, BERNADETTE M	GUZMAN, JOSE L	012-28-B	08/23/99	899	4215	475072
418943	WICHER, GORDON	WICHER, SANDRA M.	023-45-E	03/04/03	0303	00598	568753
462625	BURSEY, PERNELL	BURSEY, DORISENE W.	40-50-ODD	02/15/95	295	2137	356248