

Douglas County - NV  
Werner Christen - Recorder  
Page: 1 Of 3 Fee: 19.00  
BK-0705 PG-00258 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 14 DEED(S) OF TRUST

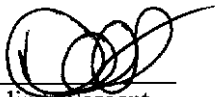
Beneficiary hereby substitutes SUNTERRA RIDGE POINTE DEVELOPMENT, LLC, as Trustee in Lieu of the above named Trustee under said Deed of Trust. SUNTERRA RIDGE POINTE DEVELOPMENT, LLC, hereby accepts said appointment as Trustee under said Deed of Trust and, as successor Trustee, pursuant to the request 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: June 22, 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

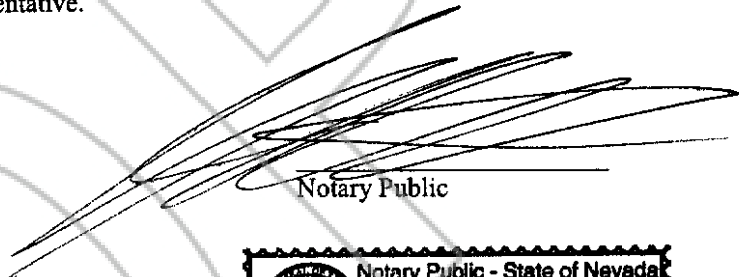
By:   
Delinda Sargent  
Title: Authorized Representative

ACKNOWLEDGEMENT

State of Nevada)  
County of Clark)

This instrument was acknowledged before me, Josh Carpenter, on June 22, 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



Exhibit A

RPT

Loan ID	Name 1	Name 2	Unit - Wk - Yr	Date Mortgage Recorded	O. R. Book	O. R. Page	Inst.#
308892	AYREA, KEITH	AYREA, THERESA	003-31-O	02/11/2000	200	1780	486105
323277	BULLOCK, RONALD A	BULLOCK, JANE C	012-38-B	03/31/2000	300	5900	489003
355833	DEUTSCHMANN, JOHN	DEUTSCHMANN, LEE	023-17-E	05/19/1999	599	3715	468338
355336	GABRIEL, PAUL	GABRIEL, CONNIE	021-31-B	11/05/1999	1199	848	480124
354673	HOLMES, CYNTHIA F.	HOLMES, SIDNEY H.	026-15-B	01/27/1999	199	5125	459661
416826	LINDBERG, WESLEY J.	LINDBERG, NORMA L.	019-51-E	03/06/2003	0303	01965	569056
354804	LUKE, ERIC A.K.		006-23-E	08/03/1999	899	477	473749
354823	ONG, EDWIN	ONG, MARIA C.	019-7-E	12/09/1998	1298	2353	456144
386252	PRICE D.D.S, EARL C.	PRICE, YVONNE E.	010-43-O, 010-44-O	07/12/2002	0702	03523	546941
420892	RACE, G. THOMAS	RACE-TREVETT, CHRISTI L	020-2-O	03/27/2003	0303	13072	571448
355432	RASMUSSEN, DONALD W	RASMUSSEN, NANCY	009-24-B	9/10/1999	999	1609	476232
342783	ROMERO, RUY R	MARIA, TERESA FIERRO	012-43-B, 013-40-E	04/07/2000	400	1009	489509
440227	TRAINOR, JOHN P.	TRAINOR, EILEEN P	011-48-B	08/14/2003	803	6975	586471



6/22/2005

Prepared by: KJ  
RPT - MAY PIF REPORT - 06-22-05 - BL