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OFFICIAL RECORD

Requested By:

HOLIDAY TRANSFER

Douglas County - NV
Werner Christen - Recorder

Page: 1 Of 4 Fee: 17.00
BK-1205 PG- 259 RPTT: 0.00



APN: 1319-30-712-001
THIS DOCUMENT PREPARED BY
ANNA PATENT AND
WHEN RECORDED RETURN TO:

✓ Name: Holiday Transfer Services

Address: 3605 Airport Way South, Suite 200

City/State/Zip: Seattle, WA 98134

Real Property Transfer Tax: \$7.80

Special Power of Attorney
(Title of Document)

This page added to provide additional information required by NRS111.312 Sections1-2

This Document Prepared By and
When Recorded Return To:
Anna Patent
The Holiday Transfer Services
3605 Airport Way South, Suite 200
Seattle, Washington 98134

SPECIAL POWER OF ATTORNEY

I/We, **Frederick Dalton and Rosemari Dalton**, hereby designate **HOLIDAY RESALES INC.**, or any officer, agent, or assign of **HOLIDAY RESALES INC.**, as attorney-in fact.

1. Effectiveness and Duration.

This special power of attorney is effective immediately. This special power of attorney will remain effective until earlier of **April 13, 2006** or upon closing of the sale of my timeshare interest in **Sunterra Pacific – Vacation International** (the "Timeshare") as more particularly described on the attached Exhibit A, unless sooner revoked.

2. Revocation.

If I have given a copy of this special power of attorney to my attorney-in-fact, then I may revoke this power of attorney by written notice mailed or delivered to my attorney –in-fact. Otherwise, I may revoke this power of attorney at any time by executing a written document to that effect, but notice of such revocation need not be given to my attorney-in-fact.

3. Specific Authority.

My attorney-in-fact, as a fiduciary, shall have the authority to sell, assign, exchange, convey with or without covenants, quitclaim, or otherwise dispose of; to contract or agree for the disposal of; to contract or agree for the disposal of; or in any manner deal in and with my interest in the Timeshare, and may make, endorse, accept, receive, sign, seal, execute, acknowledge, and deliver any instruments in writing of whatever kind and nature as may be necessary, convenient, or proper in furtherance of the sale of the Timeshare, upon such terms and conditions as my said attorney-in-fact shall think proper. In addition, my attorney-in-fact shall have the authority to contact the resort, Management Company, rental office, Exchange Company, or such other entity that manages the Timeshare for reservation, banking, or other information regarding the ownership status or usage of the Timeshare.

4. Ratification and Indemnity

I hereby ratify all that my attorney-in-fact shall lawfully do or cause to be done by virtue of this document, and I shall hold harmless and indemnify my attorney-in-fact from all liability for acts done in good faith.

5. Parties Bound

I declare that any act or thing lawfully done hereunder by my attorney-in-fact shall be binding on me, my heirs and devisees, my legal and personal representatives, and assigns.

6. Reliance on Photocopy.

Third parties shall be entitled to rely upon a photocopy of the signed original hereof as opposed to a certified copy of the same.

7. Applicable Law

This special power of attorney and the rights and obligations herein will be interpreted and construed under the laws of the applicable to contracts made and to be performed in the among residents of that' state.



In witness of this, I have signed on 1-15-04.

Frederick Dalton
(Signature)
Frederick Dalton

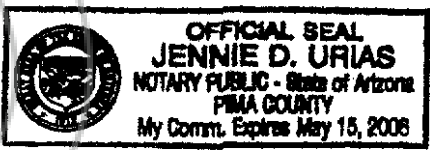
Rosemar Dalton
(Signature)
Rosemar Dalton

STATE OF ARIZONA)
)
COUNTY OF PIMA) ss.

I certify that I know or have satisfactory evidence that Frederick Dalton
Rosemar Dalton is/are the person(s) who appeared before me, and
said person(s) acknowledged that they/he/she signed this instrument and acknowledged it to be
their/his/her free and voluntary act for the uses and purposes mentioned in this instrument.

DATED: 1-15-04

Jennie D. Urias
Print Name: Jennie D. URIAS
NOTARY PUBLIC for the State of
ARIZONA, residing at
706 S. OSBORNE AVE.
TUCSON, AZ 85701
My appointment expires:
5-15-06



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EXHIBIT 'A'

A timeshare estate comprised of an undivided interest as tenants in common in and to that certain real property and improvements as follows: An undivided 1/2652nd interest in and to Lot 160 as designated on TAHOE VILLAGE UNIT No. 1-14th AMENDED MAP, recorded September 16, 1996 as Document No. 396458 in Book 996 at Page 2133, Official Records, Douglas County, Nevada, EXCEPTING THEREFROM that certain real property described as follows: Beginning at the Northeast corner of Lot 160, thereon South 31°11'12" East 81.16 feet; thence South 58°48'38" West 57.52 feet; thence North 31°11'12" West 83.00 feet; thence along a curve concave to the Northwest with a radius of 180 feet, a central angle of 18°23'51", an arc length of 57.80 feet the chord of said curve bears North 60°39'00" East 57.55 feet to the Point of Beginning. Containing 4,633 square feet, more or less, as shown on that Boundary Line Adjustment Map recorded as Document No. 463765; together with those easements appurtenant thereto and such easements and use right described in the Declaration of Timeshare Covenants, Conditions and Restrictions for THE RIDGE POINTE recorded November 5, 1997, as Document No. 0425591, and as amended on March 19, 1999 as Document No. 463766, and subject to said Declaration; with the exclusive right to use said interest, in Lot 160 only, for one Use Period every other year in Odd numbered years in accordance with said Declaration.

