



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 16 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: December 20, 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: AS Stewart
Anne Stewart
Title: Authorized Representative

ACKNOWLEDGEMENT

State of Nevada)
County of Clark)

This instrument was acknowledged before me, Vickie Marriott, on December 20, 2005 by Anne Stewart 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 her name as such Authorized Representative.



Notary Public

See next page for attached "Exhibit A"



EXHIBIT A

RL - SOM - RPT - PIF - DEVLIC 12-20-05.xls

Loan ID	User Contr Num	Name	Name 2	Unit	Week	OEB	Original Recording Date	O.R. Book	O.R. Page	O.R. Instrument #
354672	RPT1600242A	Castillo, Marcelino C.	Castillo, Patricia R.	002	42	B	8/3/1998	898	30	446004
412213	RPT0128	Clabaugh, John E.	Clabaugh, Joyce A.	022	26	O	11/26/2002	1102	10974	559006
355749	RPT1601804A	Herline, James A.	Herline, Johnnie P.	018	4	B	08/28/1998	898	5841	448039
437613	RPT0889	Kastel, Jack A.	Kastel, Debra S.	021	12	O	07/31/2003	703	16280	584993
430185	RPT0811	McCulloch, Daniel	Halouzka, Yana	004	7	O	07/29/2003	703	14365	584673
418717	RPT0572	Medeiros, Judith A.		017	45	O	02/27/2003	0203	11616	568308
436697	RPT0819	Nonas, Constantine J.	Nonas, Frances T.	005	29	B	07/31/2003	703	16310	585003
412380	RPT0314	Petit, Joshua H.	Petit, Lisa K.	020	42	O	11/27/2002	1102	12092	559227
415200	RPT0183	Rascon, Enriqueta E.		026	6	O	02/20/2003	0203	07721	567578
414409	RPT0457	Sarmiento, Edgar	Mathis, Marcia	025	39	O	12/27/2002	1202	12307	562172
417659	RPT0659	Settles, James F.	Settles, Margaret S.	018	45	O	05/30/2003	0503	15642	578393
417659	RPT0659	Settles, James F.	Settles, Margaret S.	022	22	E	05/30/2003	0503	15642	578393
355288	RPT1602514A	Suyat, Florence M. H.	Suyat, Paul D.	025	14	B	12/03/1998	1298	793	455608
417195	RPT0581	Thompson, Robin M.		022	50	E	02/13/2003	0203	3961	566863
387008	RPT0250	Turner, William D.	Turner, Julie M.	009	35	O	07/17/2002	0702	5130	547297
355315	RPT1600717C	Williams, Jason	Williams, Michelle	007	17	E	04/08/1999	499	1563	465274

