

OFFICIAL RECORD

Requested By:

SUNTERRA

Douglas County - NV
Werner Christen - Recorder

Page: 1 Of 3 Fee: 19.00
BK-0106 PG- 9725 RPTT: 0.00



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 MORTGAGE HOLDINGS, LLC, a Delaware limited liability company ("Sunterra Mortgage Holdings, 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 MORTGAGE HOLDINGS, 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 13 DEED(S) OF TRUST

Beneficiary hereby substitutes SUNTERRA MORTGAGE HOLDINGS, LLC, as Trustee in Lieu of the above named Trustee under said Deed of Trust. SUNTERRA MORTGAGE HOLDINGS, 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 Mortgage Holdings, LLC

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

By: Anne 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 MORTGAGE HOLDINGS, 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 - SMH 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 #
354860	RPT1601917A	Angel, Jack	Eoff, Priscilla	019	17	B	03/04/1999	399	1186	462603
354635	RPT1600610C	Armstrong, Ted	Armstrong, Lisa	6	10	E	12/23/1998	1298	5595	457160
354722	RPT1600112B	Bajzec, Steven	Bajzec, Katarina	001	12	O	07/17/1998	798	3388	444628
373206	RPT0016	Belew, James S.	Belew, Sonia E.	006	39	O	10/25/2001	1001	8637	526239
354491	RPT1600428C	Erickson, Douglas T		004	28	E	8/13/1999	899	2428	474395
376013	RPT0036	Jennings, Kevin D.	Van Kirk, Elizabeth A	021	27	O	12/20/2001	1201	6636	530503
354416	RPT1600711A	Saucke, Patricia A.		007	11	B	10/21/1998	1098	4021	452150
343654	1601250A	Scott, Rosie L		012	50	B	04/14/2000	400	2460	489904
343654	1601250A	Scott, Rosie L		020	34	B	04/14/2000	400	2460	489904
356595	1602109B	Smith, Gil	Smith, Bonita L.	021	9	O	10/21/1998	1098	4030	452154
355125	RPT1601820B	Strickland, Edward J.	Strickland, Patricia A.	018	20	O	11/30/1999	119	5067	481655
355679	1601803C	Tica, Milan J.	Tica, Beatriz M.	018	03	E	10/08/1998	1098	1418	451252
355244	RPT1602313A	Uechi, Marcos A.		023	13	B	11/19/1998	1198	4299	454434