

CONTRACT NO: 550504914
APN: 1318-15-817-001 PTN
WHEN RECORDED RETURN TO:
FAIRFIELD RESORTS, INC.
TITLE DEPARTMENT
8427 SOUTH PARK CIRCLE, STE. 500
ORLANDO, FL 32819

Douglas County - NV
Werner Christen - Recorder
Page: 1 Of 1 Fee: 17.00
BK-1206 PG- 2564 RPTT: 0.00



**SUBSTITUTION OF TRUSTEE
AND DEED OF RECONVEYANCE**


The undersigned, FAIRFIELD RESORTS, INC., a Delaware Corporation, as the owner and holder of the Note secured by Deed of Trust dated 09/28/2005, made by Thomas H McCarty and Debra C McCarty Joint Tenants with the Right of Survivorship, Trustor, to Lawyer's Title of Nevada, Trustee, for FAIRFIELD RESORTS, INC., Beneficiary, which Deed of Trust was recorded 01/11/2006 in Book 106, Page No. 3488, Official Records of Douglas County, Nevada, hereby substitutes FAIRFIELD RESORTS, INC., as Trustee in lieu of the Trustee therein.

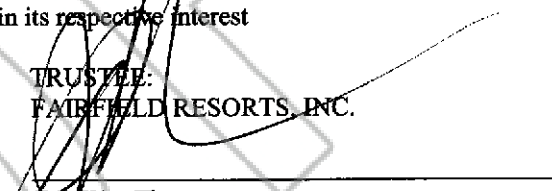
FAIRFIELD RESORTS, INC. hereby accepts said appointment as Trustee under the above Deed of Trust, and as Successor Trustee, and pursuant to the request of said owner and holder and in accordance with the provisions of said Deed of Trust, does hereby RECONVEY WITHOUT WARRANTY, TO THE PERSON OR PERSONS LEGALLY ENTITLED THERETO, ALL the estate now held by it under said Deed of Trust.

IN WITNESS WHEREOF the owner and holder above named, and FAIRFIELD RESORTS, INC., as Successor Trustee, has caused this instrument to be executed, each in its respective interest

BENEFICIARY:
FAIRFIELD RESORTS, INC.

TRUSTEE:
FAIRFIELD RESORTS, INC.


By: Adriana Olivares
Authorized Representative


By: Kim Thompson
As Attorney-in-Fact

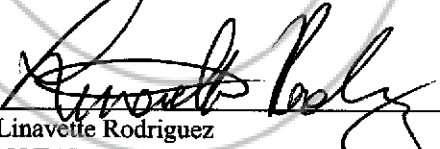
CORPORATE SEAL



STATE OF FLORIDA)
)SS
COUNTY OF ORANGE)

On November 16, 2006 before me, a Notary Public in and for said County and State, personally appeared Adriana Olivares who stated that he/she/they are the Authorized Representative of Fairfield Resorts, Inc., known to me to be the person or persons who acknowledged that he/she/they executed the above instrument.

WITNESS my hand and official seal.


Linavette Rodriguez
NOTARY PUBLIC in and for said County and State
My commission expires: September 18, 2010

