

Uniform Commercial Code—FINANCING STATEMENT—Form DSCB:UCC-1

PRINTED FOR AND SOLD BY JOHN C. CLARK CO., 1326 WALNUT ST., PHILADELPHIA, PA. 19107

IMPORTANT — Read instructions on back before filling out form

This FINANCING STATEMENT is presented to a Filing Officer for filing pursuant to the Uniform Commercial Code.

No. of Additional Sheets Presented: 0

Maturity Date 3. (optional):

1. Debtor(s) (Last Name First and Address(es)):
WORLD CLASS RESORTS, INC.
 195 Highway 50
 Roundhill, Suite 102
 Zepher Cove, Nevada 89448

2. Secured Party(ies): Name(s) and Address(es):
THE OXFORD FINANCE COMPANIES, INC.
 6701 N. Broad Street
 Philadelphia, Pa. 19126

4. For Filing Officer: Date, Time, No.-Filing Office

5. This Financing Statement covers the following types (or items) of property: All instruments, documents, accounts, contract rights, chattel paper and general intangibles, and proceeds therefrom, now existing which will be sold to Secured Party and hereafter arising from sales of, or representing the sales proceeds of, memberships in World Class Resorts, a non-profit timesharing Club located in Tahoe Village, Douglas County, Nevada, securing present and future advances to Debtor by Secured Party.

6. Assignee(s) of Secured Party and Address(es)
PHILADELPHIA NATIONAL BANK
 Broad & Chestnut Street
 Philadelphia, Pa. 19101

7. The described crops are growing or to be grown on: *
 The described goods are or are to be affixed to: *
 * (Describe Real Estate Below).

8. Describe Real Estate Here:

County, Nevada, securing present and future advances to Debtor by Secured Party.

9. Name(s) of Record Owner(s):

No. & Street Town or City County Section Block Lot

10. This statement is filed without the debtor's signature to perfect a security interest in collateral. (check appropriate box)

- already subject to a security interest in another jurisdiction when it was brought into this state, or
- which is proceeds of the original collateral described above in which a security interest was perfected.

WORLD CLASS RESORTS, INC.

THE OXFORD FINANCE COMPANIES, INC.

By *Clarence Thomas* Signature(s) of Debtor(s) **CLARENCE THOMAS**

By *Burt Blicher, V.P.* Signature(s) of Secured Party(ies)

(1) FILING OFFICER COPY - NUMERICAL

FORM DSCB:UCC-1 (Rev. 8-72)—Approved by Department of State of the Commonwealth of Pa.

Uniform Commercial Code—ADDITIONAL SHEET—Form DSCB:UCC-5a (Rev. 11-72) 1. Page _____ of _____

Important: Read Instructions on Back Before Filling Out Form.

2. Debtor(s) (Last Name First and Address(es))

WORLD CLASS RESORTS, INC.
 195 Highway 50
 Roundhill-Suite 102
 Zepher Cove, Nevada 89448

3. Secured Party(ies) Name(s) and Address(es)

THE OXFORD FINANCE COMPANIES, INC.
 6701 N. Broad Street
 Philadelphia, PA 19126

4. For Filing Officer:

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5. This additional sheet covers the following additional types (or items) of property: Property sold and assigned to Secured Party pursuant to that certain Agreement dated April 28 1982 by and between Secured Party and World Class Resorts, Inc. and W.C.R. Developments (TVL), Inc.: all accounts, contracts rights, chattel paper, contracts, membership agreements, notes and further instruments, documents and business records related thereto, arising from sales of, or representing the sale proceeds of, memberships in World Class Resorts, Inc., a non-profit corporation which owns certain units of real estate in Tahoe Village, Douglas County, Nevada, which are subject to the World Class Timesharing Club, as such accounts are more fully described in Exhibit "A" attached hereto; all of Debtor's right, title and interest in and to the memberships and the appurtenant timesharing Use Periods underlying any of the foregoing property; and all monies and obligations due and to become due under or pursuant to any of the foregoing property; all amendments, replacements, substitutions, renewals and additions to any of the foregoing property pursuant to the Agreement or otherwise; and all proceeds and products of any of the foregoing property.

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REQUESTED BY

Oxford Finance Corp. Inc

IN OFFICIAL RECORDS OF
DOUGLAS CO. NEVADA.

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SUZANNE BEAUDREAU
RECORDER

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Betty Hendon
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