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

IMPORTAN	— Read instructions on back before fi	lling out form
This FINANCING STATEMENT is presented to a Fill for filling pursuant to the Uniform Commercial Cod	ing Officer No. of Additional Sheets Presented:	Maturity Date 3. (optional):
NORLD 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, NoFiling Office
5. This Financing Statement covers the following by ments, documents, accounts, copaper and general intangibles, now existing which will be sold after arising from sales of, opposed of, memberships in Word profest timesharing Club located	ntract rights, chattel and proceeds therefrom, d to Secured Party and here- r representing the sales rld Class Resorts, a non-	Assignce(s) of Secured Party and Address(es) PHILADELPHIA NATIONAL BANK Broad & Chestnut Street Philadelphia, Pa. 19101  The described crops are growing or to be grown on: * The described goods are or are to be affixed for. * (Describe Real State Balow).

8. Describe Real Estate Here: County, Nevada, securing present and future advances to Debtor by Secured Party.

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

Black

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:

Name(5) and Addressies

County

WORLD CLASS RESORTS, INC. THE OXFORD FINANCE COMPANIES

Signature(s) of Debtar(s) CJARENCE Thomas (1) FILING OFFICER COPY - NUMERICAL

Section

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)

3. Secured Partylies)

Important: Read Instructions on Back Before Filling Out Form.

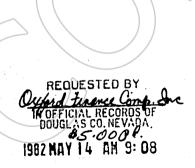
2. Debtor(s) (Last Name First) WORLD CLASS RESORTS, INC. 195 Highway 50 Roundhill-Suite 102

Zepher Cove, Nevada 89448

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.



SUZANNE BEAUDREAU
RECORDER

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