

UNIFORM COMMERCIAL CODE—FINANCING STATEMENT CHANGE—FORM N-UCC-2 STATE OF NEVADA
IMPORTANT—Read instructions on back before filling out form

This **STATEMENT** is presented for filing pursuant to the Nevada Uniform Commercial Code

1. FILE NO. OF ORIG. FINANCING STATEMENT 83-10991	1A. DATE OF FILING OF ORIG. FINANCING STATEMENT December 30, 1983	1B. DATE OF ORIG. FINANCING STATEMENT October 14, 1983	1C. PLACE OF FILING ORIG. FINANCING STATEMENT
2. DEBTOR (LAST NAME FIRST) Capri Resorts, Inc.		2A. SOCIAL SECURITY OR FEDERAL TAX NO. 88-0181289	
2B. MAILING ADDRESS P.O. Box 7049		2C. CITY, STATE Stateline, NV	2D. ZIP CODE 89449
3. ADDITIONAL DEBTOR (IF ANY) (LAST NAME FIRST)		3A. SOCIAL SECURITY OR FEDERAL TAX NO.	
3B. MAILING ADDRESS		3C. CITY STATE	3D. ZIP CODE

4. SECURED PARTY	4A. SOCIAL SECURITY NO., FED. TAX NO. OR BANK TRANSIT AND A.B.A. NO. ABA #2520-7179-3
NAME Fidelity Federal Savings and Loan Association	
MAILING ADDRESS 16 East Lombard	
CITY Baltimore STATE Maryland ZIP CODE 21202	

5. ASSIGNEE OF SECURED PARTY (IF ANY)	5A. SOCIAL SECURITY NO., FED. TAX NO. OR BANK TRANSIT AND A.B.A. NO.
NAME	
MAILING ADDRESS	
CITY STATE ZIP CODE	

6. CONTINUATION—The original Financing Statement between the foregoing Debtor and Secured Party bearing the file number and date shown above is continued. If collateral is crops or timber, fixtures, or oil, gas or minerals check here and insert description of real property on which growing or to be grown or to which affixed or to be affixed or from which to be extracted in Item 7 below. If crops or fixtures, also insert name of record owner of real estate. Effective if submitted within 6 months of expiration date.
- RELEASE—From the collateral described in the Financing Statement bearing the file number shown above, the Secured Party releases the collateral described in Item 7 below. Release does not terminate debt.
- ASSIGNMENT—The Secured Party certifies that the Secured Party has assigned to the Assignee above named, all the Secured Party's rights under the Financing Statement bearing the file number shown above in the collateral described in Item 7 below.
- TERMINATION—The Secured Party certifies that the Secured Party no longer claims a security interest under the Financing Statement bearing the file number shown above.
- AMENDMENT—The Financing Statement bearing the file number shown above is amended as set forth in Item 7 below. (Signature of Debtor and Secured Party required on all amendments.)
- OTHER (May be used for change of address.)

7. Certain promissory notes described on Exhibit A hereto, secured by deeds of trust arising out of the sale of Timeshare interests in a Timeshare Project, commonly known as Kingsbury Crossing, Stateline, Douglas County, Nevada.

8. (Date) January 18 1985

By: _____

SIGNATURE(S) OF DEBTOR(S) (TITLE)
Fidelity Federal Savings and Loan Association
 By: **First Dearborn, F.A., as attorney in fact**

By: Deborah I. Reesor Assistant Treasurer
 SIGNATURE(S) OF SECURED PARTY(IES) (TITLE)

9. This Space for Use of Filing Officer
 (Date, Time, Filing Office)

10. **Return Copy to**

NAME **First Dearborn, F.A.** Buy #6
 ADDRESS **P.O. Box 397**
 CITY, STATE AND ZIP **Dearborn, Michigan 48121**

112880
 BOOK **185** PAGE **2134**

THIS SPACE FOR USE OF FILING OFFICER

Promissory note dated June 17, 1984 by and between DAN BURNS, A SINGLE MAN AS SOLE AND SEPARATE OWNER

_____ as maker, The Bank of California N.A., trustee of Kingsbury Crossing Trust, as payee, which note is secured by deed of trust dated December 3, 1984, recorded December 3, 1984, in Book 1284, of Official Records, at Page 0208, Douglas County, Nevada, as document No. 110797. (owner # 1762)

Promissory note dated May 24, 1984 by and between DONALD A. STANLEY AND ALICIA E. STANLEY, HUSBAND AND WIFE AS JOINT TENANTS

_____ as maker, The Bank of California N.A., trustee of Kingsbury Crossing Trust, as payee, which note is secured by deed of trust dated December 3, 1984, recorded December 3, 1984, in Book 1284, of Official Records, at Page 0204, Douglas County, Nevada, as document No. 110795. (owner # 1858)

Promissory note dated August 20, 1984 by and between EDDIE L. ROPER AND HSUI Y. ROPER, HUSBAND AND WIFE AS JOINT TENANTS

_____ as maker, The Bank of California N.A., trustee of Kingsbury Crossing Trust, as payee, which note is secured by deed of trust dated September 21, 1984, recorded September 21, 1984, in Book 984, of Official Records, at Page 2209, Douglas County, Nevada, as document No. 107083. (owner # 2073)

Promissory note dated September 2, 1984 by and between STEVEN A. MARSHALL AND KARILYN S. MARSHALL, A HUSBAND AND WIFE AS JOINT TENANTS

_____ as maker, The Bank of California N.A., trustee of Kingsbury Crossing Trust, as payee, which note is secured by deed of trust dated December 11, 1984, recorded December 11, 1984, in Book 1284, of Official Records, at Page 1004, Douglas County, Nevada, as document No. 111112 (owner # 2149)

Promissory note dated September 22, 1984 by and between KONRAD F. BRYANT AND MARY E. BRYANT, HUSBAND AND WIFE AS JOINT TENANTS

_____ as maker, The Bank of California N.A., trustee of Kingsbury Crossing Trust, as payee, which note is secured by deed of trust dated November 14, 1984, recorded November 14, 1984, in Book 1184, of Official Records, at Page 1023, Douglas County, Nevada, as document No. 109050 (owner # 2297)

Promissory note dated October 9, 1984 by and between WYATT F. FISHER, AN UNMARRIED MAN

_____ as maker, The Bank of California N.A., trustee of Kingsbury Crossing Trust, as payee, which note is secured by deed of trust dated October 22, 1984, recorded October 22, 1984, in Book 1084, of Official Records, at Page 2406, Douglas County, Nevada, as document No. 109050 (owner # 2297)

Promissory note dated October 9, 1984 by and between CHARLENE M. DORNBACK, A SINGLE WOMAN AS TO AN UNDIVIDED 1/2 INTEREST AND EDWARD L. MASTERS, A SINGLE MAN AS TO 1/2 INTEREST

_____ as maker, The Bank of California N.A., trustee of Kingsbury Crossing Trust, as payee, which note is secured by deed of trust dated October 22, 1984, recorded October 22, 1984, in Book 1084, of Official Records, at Page 2410, Douglas County, Nevada, as document No. 109052. (owner # 2298)

EXHIBIT A

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BOOK 185 PAGE 2135

Promissory note dated October 13, 1984 by and between SAMM W. MARTIN AND AMY L. MARTIN, HUSBAND AND WIFE AS JOINT TENANTS

as maker, The Bank of California N.A., trustee of Kingsbury Crossing Trust, as payee, which note is secured by deed of trust dated October 25, 1984, recorded October 25, 1984, in Book 1084, of Official Records, at Page 2754, Douglas County, Nevada, as document No. 109223. (owner # 2314)

Promissory note dated October 27, 1984 by and between JOHN W. HAMM AND BETTY A. HAMM, HUSBAND AND WIFE AS JOINT TENANTS

as maker, The Bank of California N.A., trustee of Kingsbury Crossing Trust, as payee, which note is secured by deed of trust dated November 27, 1984, recorded November 27, 1984, in Book 1184, of Official Records, at Page 2062, Douglas County, Nevada, as document No. 110491. (owner # 2349)

Promissory note dated October 28, 1984 by and between MICHAEL G. MENDES AND MARJORIE A. MENDES, HUSBAND AND WIFE AS JOINT TENANTS

as maker, The Bank of California N.A., trustee of Kingsbury Crossing Trust, as payee, which note is secured by deed of trust dated November 9, 1984, recorded November 9, 1984, in Book 1184, of Official Records, at Page 0930, Douglas County, Nevada, as document No. 109937. (owner # 2355)

Promissory note dated October 28, 1984 by and between DELFINO BAROCIA AND DELORES M. BAROCIA, HUSBAND AND WIFE AS JOINT TENANTS

as maker, The Bank of California N.A., trustee of Kingsbury Crossing Trust, as payee, which note is secured by deed of trust dated November 9, 1984, recorded November 9, 1984, in Book 1184, of Official Records, at Page 0945, Douglas County, Nevada, as document No. 109944. (owner # 2358)

Promissory note dated October 29, 1984 by and between EMMANUEL S. NUVAL AND GENEROSA M. NUVAL, HUSBAND AND WIFE AS JOINT TENANTS

as maker, The Bank of California N.A., trustee of Kingsbury Crossing Trust, as payee, which note is secured by deed of trust dated November 9, 1984, recorded November 13, 1984, in Book 1184, of Official Records, at Page 0949, Douglas County, Nevada, as document No. 109946. (owner # 2361)

Promissory note dated October 31, 1984 by and between LYLE J. BLANDIN, JR. AND GWENDOLYN Y. BLANDIN, HUSBAND AND WIFE AS JOINT TENANTS

as maker, The Bank of California N.A., trustee of Kingsbury Crossing Trust, as payee, which note is secured by deed of trust dated November 16, 1984, recorded November 16, 1984, in Book 1184, of Official Records, at Page 1326, Douglas County, Nevada, as document No. 110143. (owner # 2363)

Promissory note dated November 1, 1984 by and between EARL L. SMITH AND ERMA V. SMITH, HUSBAND AND WIFE AS JOINT TENANTS

as maker, The Bank of California N.A., trustee of Kingsbury Crossing Trust, as payee, which note is secured by deed of trust dated November 14, 1984, recorded November 14, 1984, in Book 1184, of Official Records, at Page 1027, Douglas County, Nevada, as document No. 109989. (owner # 2366)

EXHIBIT A

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BOOK 185 PAGE 2136

Promissory note dated November 18, 198 4 by and between JOHN E. STEPHENS JRS.
AND KAREN A. MCHENRY, HUSBAND AND WIFE AS JOINT TENANTS

_____ as maker, The Bank of California N.A.,
trustee of Kingsbury Crossing Trust, as payee, which note is secured by deed of
trust dated November 27, 198 4, recorded November 27, 198 4,
in Book 1184, of Official Records, at Page 2090, Douglas County, Nevada, as
document No. 110505. (owner # 2409)

Promissory note dated November 20, 198 4 by and between CECIL E. SEBASTIAN
AND NATALIE J. SEBASTIAN, HUSBAND AND WIFE AS JOINT TENANTS

_____ as maker, The Bank of California N.A.,
trustee of Kingsbury Crossing Trust, as payee, which note is secured by deed of
trust dated November 29, 198 4, recorded November 29, 198 4,
in Book 1184, of Official Records, at Page 2462, Douglas County, Nevada, as
document No. 110670 (owner # 2417)

Promissory note dated November 24, 198 4 by and between THAVORN WATANARATKUL
AND SUGANYA WATANARATKUL, HUSBAND AND WIFE AS JOINT TENANTS

_____ as maker, The Bank of California N.A.,
trustee of Kingsbury Crossing Trust, as payee, which note is secured by deed of
trust dated December 3, 198 4, recorded December 3, 198 4,
in Book 1284, of Official Records, at Page 0056, Douglas County, Nevada, as
document No. 110720. (owner # 2425)

Promissory note dated November 24, 198 4 by and between JOSEPH SMITH, JR.
AND LINDA N. SMITH, HUSBAND AND WIFE AS JOINT TENANTS

_____ as maker, The Bank of California N.A.,
trustee of Kingsbury Crossing Trust, as payee, which note is secured by deed of
trust dated December 3, 198 4, recorded December 3, 198 4,
in Book 1284, of Official Records, at Page 0060, Douglas County, Nevada, as
document No. 110722. (owner # 2428)

Promissory note dated November 24, 198 4 by and between KERRY E. FROCK
AND BONNIE S. FROCK, HUSBAND AND WIFE AS JOINT TENANTS

_____ as maker, The Bank of California N.A.,
trustee of Kingsbury Crossing Trust, as payee, which note is secured by deed of
trust dated December 11, 198 4, recorded December 11, 198 4,
in Book 1284, of Official Records, at Page 1000, Douglas County, Nevada, as
document No. 111110 (owner # 2429)

Promissory note dated November 25, 198 4 by and between EARL K. MINAGAWA
AND DOROTHY M. MINAGAWA, HUSBAND AND WIFE AS JOINT TENANTS

_____ as maker, The Bank of California N.A.,
trustee of Kingsbury Crossing Trust, as payee, which note is secured by deed of
trust dated December 5, 198 4, recorded December 6, 198 4,
in Book 1284, of Official Records, at Page 0696, Douglas County, Nevada, as
document No. 110962. (owner # 2432)

Promissory note dated November 25, 198 4 by and between ROBERT E. WERMES
AND JOYCE L. WERMES, HUSBAND AND WIFE AS JOINT TENANTS

_____ as maker, The Bank of California N.A.,
trustee of Kingsbury Crossing Trust, as payee, which note is secured by deed of
trust dated November 25, 198 4, recorded December 11, 198 4,
in Book 1284, of Official Records, at Page 1008, Douglas County, Nevada, as
document No. 111114. (owner # 2433)

EXHIBIT A

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Promissory note dated December 3, 198 4 by and between DOUGLAS E. PETERSON AND MARY L. PETERSON, HUSBAND AND WIFE AS JOINT TENANTS

_____ as maker, The Bank of California N.A., trustee of Kingsbury Crossing Trust, as payee, which note is secured by deed of trust dated December 3, 198 4, recorded December 11, 198 4, in Book 1284, of Official Records, at Page 1012, Douglas County, Nevada, as document No. 111116. (owner # 2446)

Promissory note dated December 8, 198 4 by and between STEPHEN L. VELEZ AND JONELLA K. VELEZ, HUSBAND AND WIFE AS JOINT TENANTS

_____ as maker, The Bank of California N.A., trustee of Kingsbury Crossing Trust, as payee, which note is secured by deed of trust dated December 8, 198 4, recorded December 17, 198 4, in Book 1284, of Official Records, at Page 1517, Douglas County, Nevada, as document No. 111333. (owner # 2454)

Promissory note dated December 8, 198 4 by and between MARY ELLEN E. NELSON, A SINGLE WOMAN AS SOLE OWNER

_____ as maker, The Bank of California N.A., trustee of Kingsbury Crossing Trust, as payee, which note is secured by deed of trust dated December 8, 198 4, recorded December 17, 198 4, in Book 1284, of Official Records, at Page 1512, Douglas County, Nevada, as document No. 111331. (owner # 2457)

Promissory note dated _____, 198__ by and between _____

_____ as maker, The Bank of California N.A., trustee of Kingsbury Crossing Trust, as payee, which note is secured by deed of trust dated _____, 198__, recorded _____, 198__, in Book _____, of Official Records, at Page _____, Douglas County, Nevada, as document No. _____. (owner # _____)

Promissory note dated _____, 198__ by and between _____

_____ as maker, The Bank of California N.A., trustee of Kingsbury Crossing Trust, as payee, which note is secured by deed of trust dated _____, 198__, recorded _____, 198__, in Book _____, of Official Records, at Page _____, Douglas County, Nevada, as document No. _____. (owner # _____)

Promissory note dated _____, 198__ by and between _____

_____ as maker, The Bank of California N.A., trustee of Kingsbury Crossing Trust, as payee, which note is secured by deed of trust dated _____, 198__, recorded _____, 198__, in Book _____, of Official Records, at Page _____, Douglas County, Nevada, as document No. _____. (owner # _____)

Promissory note dated _____, 198__ by and between _____

_____ as maker, The Bank of California N.A., trustee of Kingsbury Crossing Trust, as payee, which note is secured by deed of trust dated _____, 198__, recorded _____, 198__, in Book _____, of Official Records, at Page _____, Douglas County, Nevada, as document No. _____. (owner # _____)

01:19 85 MAR 78

EXHIBIT A

112880
BOOK 185 PAGE 2140

COPY

REQUESTED BY
DOUGLAS COUNTY TITLE
IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

'85 JAN 28 P1:10

SUZANNE BEAUDREAU
RECORDER

\$^{10.00} PAID *Ju* DEPUTY

112880

BOOK 185 PAGE 2141