

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 83-10992	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 NAME Fidelity Federal Savings and Loan Association MAILING ADDRESS 16 East Lombard CITY Baltimore STATE Maryland ZIP CODE 21202		4A. SOCIAL SECURITY NO., FED. TAX NO. OR BANK TRANSIT AND A.B.A. NO. ABA #2520-7179-3	
5. ASSIGNEE OF SECURED PARTY (IF ANY) NAME MAILING ADDRESS CITY STATE ZIP CODE		5A. SOCIAL SECURITY NO., FED. TAX NO. OR BANK TRANSIT AND A.B.A. NO.	
6. <input type="checkbox"/> 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 <input type="checkbox"/> 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.			
6. <input checked="" type="checkbox"/> 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.			
6. <input type="checkbox"/> 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.			
6. <input type="checkbox"/> 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.			
6. <input type="checkbox"/> 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.)			
6. <input type="checkbox"/> OTHER (May be used for change of address.)			

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) December 28 19 84

By: _____
 Fidelity Federal Savings and Loan Association
 By: First Dearborn, F.A., as attorney in fact

By: Deborah L. Roeser 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.
 ADDRESS P.O. Box 397
 CITY, STATE Dearborn, Michigan 48121
 AND ZIP

112883
BOOK 185 PAGE 2155

THIS SPACE FOR USE OF FILING OFFICER

Promissory note dated October 28, 1984 by and between GARY L. MELNIK AND BRENDA JON MELNIK, 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 0937, Douglas County, Nevada, as document No. 109940. (owner # 2356)

Promissory note dated November 3, 1984 by and between KENNETH E. HOLCK AND KERIE L. HOLCK, 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 0957, Douglas County, Nevada, as document No. 109950. (owner # 2370)

Promissory note dated October 28, 1984 by and between JOHN P. GIVLIN AND MARY M. GIVLIN, 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 0941, Douglas County, Nevada, as document No. 109942. (owner # 2357)

Promissory note dated November 3, 1984 by and between JEFFREY T. BIGGS AND RANELLE BIGGS, 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 0953, Douglas County, Nevada, as document No. 109948. (owner # 2369)

Promissory note dated October 13, 1984 by and between DARRELL J. OMAN AND BETTY J. OMAN, 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 22, 1984, recorded October 22, 1984, in Book 1084, of Official Records, at Page 2426, Douglas County, Nevada, as document No. 109060. (owner # 2312)

Promissory note dated October 13, 1984 by and between GEORGE P. HEINRICH AND SUSAN K. HEINRICH, 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 22, 1984, recorded October 22, 1984, in Book 1084, of Official Records, at Page 2430, Douglas County, Nevada, as document No. 109062. (owner # 2313)

Promissory note dated October 12, 1984 by and between KENNETH W. BARTON AND ANNA LEA BARTON, 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 22, 1984, recorded October 22, 1984, in Book 1084, of Official Records, at Page 2418, Douglas County, Nevada, as document No. 109056. (owner # 2306)

EXHIBIT A

112883

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Promissory note dated October 14, 1984 by and between GARY H. SAKAI AND PATRICIA K. SAKAI, 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 22, 1984, recorded October 22, 1984, in Book 1084, of Official Records, at Page 2434, Douglas County, Nevada, as document No. 109064. (owner # 2315)

Promissory note dated October 6, 1984 by and between WILLIAM S. CARR AND KATHERINE NAGLE CARR, 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 22, 1984, recorded October 22, 1984, in Book 1084, of Official Records, at Page 2398, Douglas County, Nevada, as document No. 109046 (owner # 2274)

Promissory note dated October 11, 1984 by and between RUSSELL R. COX AND JULIANE C. COX, 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 2768, Douglas County, Nevada, as document No. 109230. (owner # 2300)

Promissory note dated August 19, 1984 by and between CLIFFORD C. SNIDER A SINGLE MAN AS HIS SOLE AND SEPERATE PROPERTY
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 3, 1984, recorded November 30, 1984, in Book 1184, of Official Records, at Page 2454, Douglas County, Nevada, as document No. 110666 (owner # 2070)

Promissory note dated August 19, 1984 by and between CLIFFORD C. SNIDER, A SINGLE MAN AS HIS SOLE AND SEPERATE PROPERTY
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 3, 1984, recorded November 30, 1984, in Book 1184 of Official Records, at Page 2450, Douglas County, Nevada, as document No. 110664 (owner # 2069)

Promissory note dated October 6, 1984 by and between JAMES E. MILLER, AS TO AN UNDIVIDED 1/2 INTEREST AND DIANNA L. FARMER AS TO AN UNDIVIDED 1/2 INTEREST 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 18, 1984, recorded October 18, 1984, in Book 1084, of Official Records, at Page 2135, Douglas County, Nevada, as document No. 108924. (owner # 2275)

Promissory note dated October 2, 1984 by and between ARTHUR P. LANDRY AND JANET G. LANDRY, HUSBAND AND WIFE AS COMMUNITY PROPERTY
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 18, 1984, recorded October 18, 1984, in Book 1084, of Official Records, at Page 2127, Douglas County, Nevada, as document No. 108920. (owner # 2268)

EXHIBIT A

112883
BOOK **185** PAGE**2157**

COPY

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

'85 JAN 28 P1:17

SUZANNE BEAUDREAU
RECORDER

\$ 6.00 PAID Ju DEPUTY

112883

BOOK **185** PAGE **2159**