

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

STATE OF NEVADA

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

1. FILE NO. OF ORIG. FINANCING STATEMENT 83-10991 89539	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. A 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.
- B 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.
- C 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.
- D 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.
- E 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.)
- F 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) ~~August~~ August 22 19 85

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

By: Deborah I. 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.	<input checked="" type="checkbox"/> Kingsbury #1
ADDRESS	P.O. Box 370	<input checked="" type="checkbox"/> Buy #13
CITY, STATE AND ZIP	Dearborn, Michigan 48121	<input checked="" type="checkbox"/> Kingsbury #2
		<input checked="" type="checkbox"/> Buy #6

All the right, title and interest of BARBARA J. WHEATON, an unmarried woman
 as conveyed by that Grant, Bargain and Sale Deed executed by THE BANK OF CALIF-
 ORNIA, N.A., a National Banking Association, as Co-Trustee and DOUGLAS COUNTY
 TITLE CO., INC., a Nevada Corporation, as Co-Trustee, recorded May 5, 1986,
 Book 586, Page 329, Document No. 134371, Official Records of
 Douglas County, Nevada, as to an undivided 1/3213th interest to the real property
 described in Exhibit "A". (Escrow # 6802-0359 (3481))

All the right, title and interest of MICHAEL B. RASMUSEN and CONNIE RASMUSEN,
husband and wife, as Joint Tenants
 as conveyed by that Grant, Bargain and Sale Deed executed by THE BANK OF CALIF-
 ORNIA, N.A., a National Banking Association, as Co-Trustee and DOUGLAS COUNTY
 TITLE CO., INC., a Nevada Corporation, as Co-Trustee, recorded May 5, 1986,
 Book 586, Page 333, Document No. 134373, Official Records of
 Douglas County, Nevada, as to an undivided 1/3213th interest to the real property
 described in Exhibit "A". (Escrow # 6802-0345 (3520))

All the right, title and interest of ELIZABETH F. PETERSEN, a married woman as
sole owner
 as conveyed by that Grant, Bargain and Sale Deed executed by THE BANK OF CALIF-
 ORNIA, N.A., a National Banking Association, as Co-Trustee and DOUGLAS COUNTY
 TITLE CO., INC., a Nevada Corporation, as Co-Trustee, recorded May 5, 1986,
 Book 586, Page 337, Document No. 134375, Official Records of
 Douglas County, Nevada, as to an undivided 1/3213th interest to the real property
 described in Exhibit "A". (Escrow # 6802-0350 (3539))

All the right, title and interest of DONALD O. IRVIN and KIMBERLEY S. IRVIN
husband and wife, as Joint Tenants
 as conveyed by that Grant, Bargain and Sale Deed executed by THE BANK OF CALIF-
 ORNIA, N.A., a National Banking Association, as Co-Trustee and DOUGLAS COUNTY
 TITLE CO., INC., a Nevada Corporation, as Co-Trustee, recorded May 6, 1986,
 Book 586, Page 491, Document No. 13446, Official Records of
 Douglas County, Nevada, as to an undivided 1/3213th interest to the real property
 described in Exhibit "A". (Escrow # 6803-1418 (3448))

All the right, title and interest of KENNETH M. TANCRELL and PAULA J. TANCRELL,
husband and wife, as Joint Tenants
 as conveyed by that Grant, Bargain and Sale Deed executed by THE BANK OF CALIF-
 ORNIA, N.A., a National Banking Association, as Co-Trustee and DOUGLAS COUNTY
 TITLE CO., INC., a Nevada Corporation, as Co-Trustee, recorded May 6, 1986,
 Book 586, Page 495, Document No. 134448, Official Records of
 Douglas County, Nevada, as to an undivided 1/3213th interest to the real property
 described in Exhibit "A". (Escrow # 6803-1450 (3553))

All the right, title and interest of PAUL R. KJOS and TINA C. KJOS, husband
and wife
 as conveyed by that Grant, Bargain and Sale Deed executed by THE BANK OF CALIF-
 ORNIA, N.A., a National Banking Association, as Co-Trustee and DOUGLAS COUNTY
 TITLE CO., INC., a Nevada Corporation, as Co-Trustee, recorded May 8, 1986,
 Book 586, Page 741, Document No. 134562, Official Records of
 Douglas County, Nevada, as to an undivided 1/3213th interest to the real property
 described in Exhibit "A". (Escrow # 6802-0349 (3540))

All the right, title and interest of SCOTT R. TIKALSKY and SHELBIE L. TIKALSKY,
husband and wife,
 as conveyed by that Grant, Bargain and Sale Deed executed by THE BANK OF CALIF-
 ORNIA, N.A., a National Banking Association, as Co-Trustee and DOUGLAS COUNTY
 TITLE CO., INC., a Nevada Corporation, as Co-Trustee, recorded May 8, 1986,
 Book 586, Page 745, Document No. 134564, Official Records of
 Douglas County, Nevada, as to an undivided 1/3213th interest to the real property
 described in Exhibit "A". (Escrow # 6802-0361 (3457))

All the right, title and interest of PHILLIP G. EDWARDS and ANNE K. EDWARDS,
husband and wife,
 as conveyed by that Grant, Bargain and Sale Deed executed by THE BANK OF CALIF-
 ORNIA, N.A., a National Banking Association, as Co-Trustee and DOUGLAS COUNTY
 TITLE CO., INC., a Nevada Corporation, as Co-Trustee, recorded May 9, 1986,
 Book 586, Page 851, Document No. 134618, Official Records of
 Douglas County, Nevada, as to an undivided 1/3213th interest to the real property
 described in Exhibit "A". (Escrow # 6802-0356 (3549))

All the right, title and interest of JOHN F. PRZYBYLSKI and BEVERLY PRZYBYLSKI,
husband and wife
 as conveyed by that Grant, Bargain and Sale Deed executed by THE BANK OF CALIF-
 ORNIA, N.A., a National Banking Association, as Co-Trustee and DOUGLAS COUNTY
 TITLE CO., INC., a Nevada Corporation, as Co-Trustee, recorded May 9, 1986,
 Book 586, Page 853, Document No. 134619, Official Records of
 Douglas County, Nevada, as to an undivided 1/3213th interest to the real property
 described in Exhibit "A". (Escrow # 6802-0363 (3556))

All the right, title and interest of PAUL J. SALLABEDRA and CYNTHIA L. SALLABEDRA,
husband and wife
 as conveyed by that Grant, Bargain and Sale Deed executed by THE BANK OF CALIF-
 ORNIA, N.A., a National Banking Association, as Co-Trustee and DOUGLAS COUNTY
 TITLE CO., INC., a Nevada Corporation, as Co-Trustee, recorded May 13, 1986,
 Book 586, Page 1137, Document No. 134740, Official Records of
 Douglas County, Nevada, as to an undivided 1/3213th interest to the real property
 described in Exhibit "A". (Escrow # 6802-0363 (3562))

All the right, title and interest of VERNON A. SEWELL, an unmarried man and
ISABEL C. ROMERO, a single woman
 as conveyed by that Grant, Bargain and Sale Deed executed by THE BANK OF CALIF-
 ORNIA, N.A., a National Banking Association, as Co-Trustee and DOUGLAS COUNTY
 TITLE CO., INC., a Nevada Corporation, as Co-Trustee, recorded May 13, 1986,
 Book 586, Page 1141, Document No. 134742, Official Records of
 Douglas County, Nevada, as to an undivided 1/3213th interest to the real property
 described in Exhibit "A". (Escrow # 6802-0360 (3561))

All the right, title and interest of WILLIAM VILLASENOR and MARIA TERESA VILLASENOR,
husband and wife
 as conveyed by that Grant, Bargain and Sale Deed executed by THE BANK OF CALIF-
 ORNIA, N.A., a National Banking Association, as Co-Trustee and DOUGLAS COUNTY
 TITLE CO., INC., a Nevada Corporation, as Co-Trustee, recorded May 15, 1986,
 Book 586, Page 1609, Document No. 134861, Official Records of
 Douglas County, Nevada, as to an undivided 1/3213th interest to the real property
 described in Exhibit "A". (Escrow # 6803-1452 (3568))

All the right, title and interest of HERBERT G. JONES and CLARICE E. JONES,
husband and wife
 as conveyed by that Grant, Bargain and Sale Deed executed by THE BANK OF CALIF-
 ORNIA, N.A., a National Banking Association, as Co-Trustee and DOUGLAS COUNTY
 TITLE CO., INC., a Nevada Corporation, as Co-Trustee, recorded May 16, 1986,
 Book 586, Page 1760, Document No. 134926, Official Records of
 Douglas County, Nevada, as to an undivided 1/3213th interest to the real property
 described in Exhibit "A". (Escrow # 6802-0364 (3573))

All the right, title and interest of GREGORY S. VAGSHENIAN M.D. and KARIN H.
VAGSHENIAN, husband and wife
 as conveyed by that Grant, Bargain and Sale Deed executed by THE BANK OF CALIF-
 ORNIA, N.A., a National Banking Association, as Co-Trustee and DOUGLAS COUNTY
 TITLE CO., INC., a Nevada Corporation, as Co-Trustee, recorded May 16, 1986,
 Book 586, Page 1764, Document No. 134928, Official Records of
 Douglas County, Nevada, as to an undivided 1/3213th interest to the real property
 described in Exhibit "A". (Escrow # 6803-1454 (3571))

135817

All the right, title and interest of ROBERT L. NEATHERY and DIANNE E. NEATHERY,
husband and wife
 as conveyed by that Grant, Bargain and Sale Deed executed by THE BANK OF CALIF-
 ORNIA, N.A., a National Banking Association, as Co-Trustee and DOUGLAS COUNTY
 TITLE CO., INC., a Nevada Corporation, as Co-Trustee, recorded May 16, 1986 ,
 Book 586 , Page 1770 , Document No. 134931 , Official Records of
 Douglas County, Nevada, as to an undivided 1/3213th interest to the real property
 described in Exhibit "A". (Escrow # 6803-1453 (3572))

All the right, title and interest of DONALD A. NUGENT and HILDEGARD L. NUGENT,
husband and wife
 as conveyed by that Grant, Bargain and Sale Deed executed by THE BANK OF CALIF-
 ORNIA, N.A., a National Banking Association, as Co-Trustee and DOUGLAS COUNTY
 TITLE CO., INC., a Nevada Corporation, as Co-Trustee, recorded May 19, 1986 ,
 Book 586 , Page 1867 , Document No. 135003 , Official Records of
 Douglas County, Nevada, as to an undivided 1/3213th interest to the real property
 described in Exhibit "A". (Escrow # 6803-1457 (3577))

All the right, title and interest of JAMES M. WHITE and CONNIE L. WHITE, husband
and wife
 as conveyed by that Grant, Bargain and Sale Deed executed by THE BANK OF CALIF-
 ORNIA, N.A., a National Banking Association, as Co-Trustee and DOUGLAS COUNTY
 TITLE CO., INC., a Nevada Corporation, as Co-Trustee, recorded May 19, 1986 ,
 Book 586 , Page 1871 , Document No. 135005 , Official Records of
 Douglas County, Nevada, as to an undivided 1/3213th interest to the real property
 described in Exhibit "A". (Escrow # 6803-1456 (3575))

All the right, title and interest of JEFFREY L. MICHNA and NANCY MICHNA,
husband and wife
 as conveyed by that Grant, Bargain and Sale Deed executed by THE BANK OF CALIF-
 ORNIA, N.A., a National Banking Association, as Co-Trustee and DOUGLAS COUNTY
 TITLE CO., INC., a Nevada Corporation, as Co-Trustee, recorded May 19, 1986 ,
 Book 586 , Page 1875 , Document No. 135007 , Official Records of
 Douglas County, Nevada, as to an undivided 1/3213th interest to the real property
 described in Exhibit "A". (Escrow # 6803-1455 (3564))

All the right, title and interest of DAN W. YODER and SHARON D YODER, husband
and wife
 as conveyed by that Grant, Bargain and Sale Deed executed by THE BANK OF CALIF-
 ORNIA, N.A., a National Banking Association, as Co-Trustee and DOUGLAS COUNTY
 TITLE CO., INC., a Nevada Corporation, as Co-Trustee, recorded May 19, 1986 ,
 Book 586 , Page 1879 , Document No. 135009 , Official Records of
 Douglas County, Nevada, as to an undivided 1/3213th interest to the real property
 described in Exhibit "A". (Escrow # 6802-0366 (3574))

All the right, title and interest of JOHN T. STRIBLEY and BARBARA L. STRIBLEY,
husband and wife,
 as conveyed by that Grant, Bargain and Sale Deed executed by THE BANK OF CALIF-
 ORNIA, N.A., a National Banking Association, as Co-Trustee and DOUGLAS COUNTY
 TITLE CO., INC., a Nevada Corporation, as Co-Trustee, recorded May 19, 1986 ,
 Book 586 , Page 1883 , Document No. 135011 , Official Records of
 Douglas County, Nevada, as to an undivided 1/3213th interest to the real property
 described in Exhibit "A". (Escrow # 6802-0365 (3545))

All the right, title and interest of MELVIN E. HARLAN and MARY ELLEN HARLAN,
husband and wife
 as conveyed by that Grant, Bargain and Sale Deed executed by THE BANK OF CALIF-
 ORNIA, N.A., a National Banking Association, as Co-Trustee and DOUGLAS COUNTY
 TITLE CO., INC., a Nevada Corporation, as Co-Trustee, recorded May 20, 1986 ,
 Book 586 , Page 2021 , Document No. 135085 , Official Records of
 Douglas County, Nevada, as to an undivided 1/3213th interest to the real property
 described in Exhibit "A". (Escrow # 6803-1458 (3547))

135817

May, 1986

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All the right, title and interest of DOUGLAS A. VIGARIO and LYNNETTE M. VIGARIO,
husband and wife
as conveyed by that Grant, Bargain and Sale Deed executed by THE BANK OF CALIF-
ORNIA, N.A., a National Banking Association, as Co-Trustee and DOUGLAS COUNTY
TITLE CO., INC., a Nevada Corporation, as Co-Trustee, recorded May 23, 1986,
Book 586, Page 2487, Document No. 135289, Official Records of
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property
described in Exhibit "A". (Escrow # 6803-1459 (3580))

All the right, title and interest of JERRY K. SIMMONS and EDITH I. SIMMONS,
husband and wife
as conveyed by that Grant, Bargain and Sale Deed executed by THE BANK OF CALIF-
ORNIA, N.A., a National Banking Association, as Co-Trustee and DOUGLAS COUNTY
TITLE CO., INC., a Nevada Corporation, as Co-Trustee, recorded 5/28/86,
Book 586, Page 2776, Document No. 135423, Official Records of
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property
described in Exhibit "A". (Escrow # 6802-0369 (3583))

All the right, title and interest of EDWARD S. CIASZKI and HELEN K. CIASZKI,
husband and wife
as conveyed by that Grant, Bargain and Sale Deed executed by THE BANK OF CALIF-
ORNIA, N.A., a National Banking Association, as Co-Trustee and DOUGLAS COUNTY
TITLE CO., INC., a Nevada Corporation, as Co-Trustee, recorded 5/28/86,
Book 586, Page 2782, Document No. 135426, Official Records of
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property
described in Exhibit "A". (Escrow # 6802-0370 (3585))

All the right, title and interest of DAVID A. WYATT and PAULA WYATT, husband
and wife, as Joint Tenants
as conveyed by that Grant, Bargain and Sale Deed executed by THE BANK OF CALIF-
ORNIA, N.A., a National Banking Association, as Co-Trustee and DOUGLAS COUNTY
TITLE CO., INC., a Nevada Corporation, as Co-Trustee, recorded May 5, 1986,
Book 586, Page 317, Document No. 134365, Official Records of
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property
described in Exhibit "A". (Escrow # 6802-0312 (3449))

All the right, title and interest of JERRY L. ARROYO, a single man and
TRACY S. SLOMA, a single woman, as Joint Tenants
as conveyed by that Grant, Bargain and Sale Deed executed by THE BANK OF CALIF-
ORNIA, N.A., a National Banking Association, as Co-Trustee and DOUGLAS COUNTY
TITLE CO., INC., a Nevada Corporation, as Co-Trustee, recorded May 5, 1986,
Book 586, Page 321, Document No. 134367, Official Records of
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property
described in Exhibit "A". (Escrow # 6802-0358 (3417))

All the right, title and interest of LINCOLN M. OKADA and JUNE J. OKADA,
husband and wife, as Joint Tenants
as conveyed by that Grant, Bargain and Sale Deed executed by THE BANK OF CALIF-
ORNIA, N.A., a National Banking Association, as Co-Trustee and DOUGLAS COUNTY
TITLE CO., INC., a Nevada Corporation, as Co-Trustee, recorded May 5, 1986,
Book 586, Page 325, Document No. 134369, Official Records of
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property
described in Exhibit "A". (Escrow # 6802-0323 (3477))

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

'86 JUN -5 P12:56

SUZANNE BEAUDREAU
RECORDER

\$ 9.00 PAID ALL DEPUTY **135817**

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