

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

STATE OF NEVADA

6803

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.)

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

8. (Date) September 29, 19 86

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

By: Donald L. Mayberry President
SIGNATURE (S) OF SECURED PARTY (IES) Donald L. Mayberry (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 370
CITY, STATE AND ZIP Dearborn, Michigan 48121

142576
BOOK 1086 PAGE 1258

THIS SPACE FOR USE OF FILING OFFICER

All the right, title and interest of KEVIN PUMPHREY, a single man

as conveyed by that Grant, Bargain and Sale Deed executed by THE BANK OF CALIFORNIA, N.A., a National Banking Association, as Co-Trustee and DOUGLAS COUNTY TITLE CO., INC., a Nevada Corporation, as Co-Trustee, recorded 8/5/86, Book 886, Page 353, Document No. 138553, Official Records of Douglas County, Nevada, as to an undivided 1/3213th interest to the real property described in Exhibit "A". (Escrow # 6802-0381 (3615))

All the right, title and interest of CARL D. STEVENS and KARROL L. STEVENS,
husband and wife

as conveyed by that Grant, Bargain and Sale Deed executed by THE BANK OF CALIFORNIA, N.A., a National Banking Association, as Co-Trustee and DOUGLAS COUNTY TITLE CO., INC., a Nevada Corporation, as Co-Trustee, recorded 8/5/86, Book 886, Page 357, Document No. 138555, Official Records of Douglas County, Nevada, as to an undivided 1/3213th interest to the real property described in Exhibit "A". (Escrow # 6802-0387 (3628))

All the right, title and interest of STANLEY DOMIN and ROSEMARIE L. DOMIN,
husband and wife

as conveyed by that Grant, Bargain and Sale Deed executed by THE BANK OF CALIFORNIA, N.A., a National Banking Association, as Co-Trustee and DOUGLAS COUNTY TITLE CO., INC., a Nevada Corporation, as Co-Trustee, recorded 8/6/86, Book 886, Page 361, Document No. 138557, Official Records of Douglas County, Nevada, as to an undivided 1/3213th interest to the real property described in Exhibit "A". (Escrow # 6803-1477 (3623))

All the right, title and interest of SHERMAN H. DLARING, and GAYLE LE BEOUF

as conveyed by that Grant, Bargain and Sale Deed executed by THE BANK OF CALIFORNIA, N.A., a National Banking Association, as Co-Trustee and DOUGLAS COUNTY TITLE CO., INC., a Nevada Corporation, as Co-Trustee, recorded 8/5/86, Book 886, Page 365, Document No. 138559, Official Records of Douglas County, Nevada, as to an undivided 1/3213th interest to the real property described in Exhibit "A". (Escrow # 6802-0383 (3620))

All the right, title and interest of GARY E. PLUMMER and STACEY A. PLUMMER,
husband and wife

as conveyed by that Grant, Bargain and Sale Deed executed by THE BANK OF CALIFORNIA, N.A., a National Banking Association, as Co-Trustee and DOUGLAS COUNTY TITLE CO., INC., a Nevada Corporation, as Co-Trustee, recorded 8/5/86, Book 886, Page 369, Document No. 138561, Official Records of Douglas County, Nevada, as to an undivided 1/3213th interest to the real property described in Exhibit "A". (Escrow # 6802-0385 (3619))

All the right, title and interest of RICHARD L. STAATS and MILADA D. STAATS,
husband and wife

as conveyed by that Grant, Bargain and Sale Deed executed by THE BANK OF CALIFORNIA, N.A., a National Banking Association, as Co-Trustee and DOUGLAS COUNTY TITLE CO., INC., a Nevada Corporation, as Co-Trustee, recorded 8/5/86, Book 886, Page 373, Document No. 138563, Official Records of Douglas County, Nevada, as to an undivided 1/3213th interest to the real property described in Exhibit "A". (Escrow # 6803-1478 (3624))

All the right, title and interest of AUGUST V. VENEZIA and PATRICIA A. VENEZIA,
husband and wife

as conveyed by that Grant, Bargain and Sale Deed executed by THE BANK OF CALIFORNIA, N.A., a National Banking Association, as Co-Trustee and DOUGLAS COUNTY TITLE CO., INC., a Nevada Corporation, as Co-Trustee, recorded 8/8/86, Book 886, Page 855, Document No. 138783, Official Records of Douglas County, Nevada, as to an undivided 1/3213th interest to the real property described in Exhibit "A". (Escrow # 6803-1482 (3629))

All the right, title and interest of DARLENE A. MCCOLLUM and RICHARD H. MCCOLLUM,
wife and husband
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 8/8/86,
Book 886, Page 851, Document No. 138781, Official Records of
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property
described in Exhibit "A". (Escrow # 6802-0390 (3560))

All the right, title and interest of DENNIS H. MAVS and ILENE MAVS,
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 8/22/86,
Book 886, Page 2700, Document No. 139576, Official Records of
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property
described in Exhibit "A". (Escrow # 6802-0394 (3636))

All the right, title and interest of MICHAEL H. BERKOWITZ and SUSAN BERKOWITZ,
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 August 22, 1986,
Book 886, Page 2704, Document No. 139578, Official Records of
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property
described in Exhibit "A". (Escrow # 6803-1488 (3634))

All the right, title and interest of THOMAS G. ANDERS and KATHLEEN P. ANDERS,
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 8/22/86,
Book 886, Page 2708, Document No. 139580, Official Records of
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property
described in Exhibit "A". (Escrow # 6803-1487 (3637))

All the right, title and interest of ROBERT J. DETTMAN and ROSALYN M. DETTMAN,
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 8/22/86,
Book 886, Page 2712, Document No. 139582, Official Records of
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property
described in Exhibit "A". (Escrow # 6803-1484 (3635))

All the right, title and interest of HAROLD C. COFFEE, JR. and ELIZABETH A.
COFFEE, 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 August 26, 1986
Book 886, Page 2928, Document No. 139690, Official Records of
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property
described in Exhibit "A". (Escrow # 6803-1482 (3639))

All the right, title and interest of TOM WILLIAMS and DIANE M. WILLIAMS,
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 August 27, 1986,
Book 886, Page 3355, Document No. 139818, Official Records of
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property
described in Exhibit "A". (Escrow # 6803-1473 (3567))

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All the right, title and interest of RODOLFO M. CASTILLO and NORMA CASTILLO,
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 August 28, 1986,
 Book 886, Page 3586, Document No. 139949, Official Records of
 Douglas County, Nevada, as to an undivided 1/3213th interest to the real property
 described in Exhibit "A". (Escrow # 6803-1480 (3631))

All the right, title and interest of JAMES B. WOLF and WANDA WOLF, 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 8/1/86,
 Book 886, Page 114, Document No. 138426, Official Records of
 Douglas County, Nevada, as to an undivided 1/3213th interest to the real property
 described in Exhibit "A". (Escrow # 6802-0386 (3626))

All the right, title and interest of DAVID E. FAUST and GINA E. FAUST,
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 8/1/86,
 Book 886, Page 118, Document No. 138428, Official Records of
 Douglas County, Nevada, as to an undivided 1/3213th interest to the real property
 described in Exhibit "A". (Escrow # 6802-0368 (3587))

All the right, title and interest of JAMES T. POOL and JENNY POOL, 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 8/1/86,
 Book 886, Page 122, Document No. 138430, Official Records of
 Douglas County, Nevada, as to an undivided 1/3213th interest to the real property
 described in Exhibit "A". (Escrow # 6803-1448 (3513))

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

'86 OCT 13 P12:45

SUZANNE BEAUDREAU
 RECORDER

\$ PAID JL DEPUTY 142576

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