

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

STATE OF NEVADA

6803

5589

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.  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 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 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, 1986

By: \_\_\_\_\_  
SIGNATURE(S) OF DEBTOR(S) (TITLE)  
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) (TITLE)  
Donald L. Mayberry

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 Dearborn, Michigan 48121  
AND ZIP

142578  
BOOK 1086 PAGE 1266

THIS SPACE FOR USE OF FILING OFFICER

All the right, title and interest of DOUGLAS G. MERKEL and BARBARA ALLEN MERKEL,  
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 9/4/86,  
 Book 986, Page 371, Document No. 140362, Official Records of  
 Douglas County, Nevada, as to an undivided 1/3213th interest to the real property  
 described in Exhibit "A". (Escrow # 6803-1496 (3650))

All the right, title and interest of MARCELO L. SAUCIDO and MARGARET R. SAUCIDO,  
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 9/4/86,  
 Book 986, Page 375, Document No. 140364, Official Records of  
 Douglas County, Nevada, as to an undivided 1/3213th interest to the real property  
 described in Exhibit "A". (Escrow # 6802-0398 (3654))

All the right, title and interest of WM. GERALD SMITH, JR. and LINDA S. SMITH,  
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 September 8, 1986,  
 Book 986, Page 888, Document No. 140598, Official Records of  
 Douglas County, Nevada, as to an undivided 1/3213th interest to the real property  
 described in Exhibit "A". (Escrow # 6803-1486 (3646))

All the right, title and interest of Leo Edward Cox and Sandra Jean Cox  
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 9-10-86,  
 Book 986, Page 1212, Document No. 140738, Official Records of  
 Douglas County, Nevada, as to an undivided 1/3213th interest to the real property  
 described in Exhibit "A". (Escrow # 6802-0392-(3648))

All the right, title and interest of Thomas J. Vellone, an unmarried man and  
Lillian C. Marroch, 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 9-10-86,  
 Book 986, Page 1224, Document No. 140744, Official Records of  
 Douglas County, Nevada, as to an undivided 1/3213th interest to the real property  
 described in Exhibit "A". (Escrow # 6803-1502-(3667))

All the right, title and interest of Francis L. Alves and Glenda M. Alves  
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 9-10-86,  
 Book 986, Page 1228, Document No. 140746, Official Records of  
 Douglas County, Nevada, as to an undivided 1/3213th interest to the real property  
 described in Exhibit "A". (Escrow # 6803-1503-(3669))

All the right, title and interest of Zackary L. Horsager and Marcia Horsager  
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 9-10-86,  
 Book 986, Page 1232, Document No. 140748, Official Records of  
 Douglas County, Nevada, as to an undivided 1/3213th interest to the real property  
 described in Exhibit "A". (Escrow # 6803-1504-(3672))

All the right, title and interest of James E. Garrison and Amy J. Garrison  
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 9-10-86  
Book 986, Page 1216, Document No. 140740, Official Records of  
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property  
described in Exhibit "A". (Escrow # 6802-0395-(3657) )

All the right, title and interest of William H. Creese and Ruth L. Creese  
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 9-10-86  
Book 986, Page 1220, Document No. 140742, Official Records of  
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property  
described in Exhibit "A". (Escrow # 6803-1501-(3666) )

All the right, title and interest of Robert G. Sullivan and Harriet J. Sullivan  
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 9-9-86  
Book 986, Page 1053, Document No. 140656, Official Records of  
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property  
described in Exhibit "A". (Escrow # 6803-1492-(3662) )

All the right, title and interest of Norbert H. Rosbroy and Hilda Rosbroy  
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 9-9-86  
Book 986, Page 1057, Document No. 140658, Official Records of  
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property  
described in Exhibit "A". (Escrow # 6803-1498-(3600) )

All the right, title and interest of Ralph V. Johns Jr. and Judy A. Johns  
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 9-12-86  
Book 986, Page 1585, Document No. 140924, Official Records of  
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property  
described in Exhibit "A". (Escrow # 6802-0367-(3582) )

All the right, title and interest of Glen R. Eastburn and Toshiye Eastburn  
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 9-12-86  
Book 986, Page 1581, Document No. 140922, Official Records of  
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property  
described in Exhibit "A". (Escrow # 6802-0400-(3673) )

All the right, title and interest of William E. Schacht and Lucia C. Schacht  
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 9-12-86  
Book 986, Page 1577, Document No. 140920, Official Records of  
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property  
described in Exhibit "A". (Escrow # 6802-0401-(3674) )

All the right, title and interest of Tommy M. Clark and Barbara L. Clark  
husband and wife as joint tenants with right of survivorship.  
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 9-19-86,  
Book 986, Page 2404, Document No. 141331, Official Records of  
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property  
described in Exhibit "A". (Escrow # 6803-1507-(3686))

All the right, title and interest of John D. Lane and Cindy C. Lane  
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 9-19-86,  
Book 986, Page 2408, Document No. 141333, Official Records of  
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property  
described in Exhibit "A". (Escrow # 6802-0406-(3682))

All the right, title and interest of Michael D. Breedlove and Sue E. Breedlove  
husband & 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 9-23-86,  
Book 986, Page 2635, Document No. 141446, Official Records of  
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property  
described in Exhibit "A". (Escrow # 6802-0403-(3689))

All the right, title and interest of Tracy Taylor and Shirley Taylor  
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 9-23-86,  
Book 986, Page 2643, Document No. 141449, Official Records of  
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property  
described in Exhibit "A". (Escrow # 6802-0340-(3515))

All the right, title and interest of Ernestine B. Thomas an unmarried 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 9-26-86,  
Book 986, Page 3116, Document No. 141684, Official Records of  
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property  
described in Exhibit "A". (Escrow # 6802-0399-(3678))

All the right, title and interest of Bob Vicars and Jewel Vicars  
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 9-26-86,  
Book 986, Page 3120, Document No. 141686, Official Records of  
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property  
described in Exhibit "A". (Escrow # 6802-0402-(3690))

All the right, title and interest of Albert Baker  
a single man  
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 9-12-86  
Book 986, Page 1573, Document No. 140918, Official Records of  
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property  
described in Exhibit "A". (Escrow # 6803-1505-(3677))

All the right, title and interest of Stanley E. Jacobs and Virginia L. Jacobs  
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 9-15-86  
Book 986, Page 1685, Document No. 140974, Official Records of  
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property  
described in Exhibit "A". (Escrow # 6803-1490-(3656))

All the right, title and interest of Stanley E. Jacobs and Virginia L. Jacobs  
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 9-15-86  
Book 986, Page 1689, Document No. 140976, Official Records of  
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property  
described in Exhibit "A". (Escrow # 6803-1489-(3655))

All the right, title and interest of Chet L. Crane and Serina G. Crane  
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 9-18-86  
Book 986, Page 2202, Document No. 141220, Official Records of  
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property  
described in Exhibit "A". (Escrow # 6803-1499-(3675))

All the right, title and interest of Alvia W. Smith & Sula C. Smith  
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 9-26-86  
Book 986, Page 3128, Document No. 141690, Official Records of  
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property  
described in Exhibit "A". (Escrow # 6803-1509-(3698))

All the right, title and interest of Margaret C. Satrum an unmarried woman  
as sole and separate property  
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 9-19-86  
Book 986, Page 2400, Document No. 141329, Official Records of  
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property  
described in Exhibit "A". (Escrow # 6802-0405-(3684))

All the right, title and interest of Aldericco Batti and Josephine Batti  
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 9-26-86  
Book 986, Page 3124, Document No. 141688, Official Records of  
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property  
described in Exhibit "A". (Escrow # 6802-0409-(3696))

All the right, title and interest of LYNN S. JACOB and TONI JACOB, husband and wife as joint tenants 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 September 2, 1986 Book 986, Page 83, Document No. 140185, Official Records of Douglas County, Nevada, as to an undivided 1/3213th interest to the real property described in Exhibit "A". (Escrow # 6803-1483 (3638))

All the right, title and interest of JULIUS H. KREPISMANN and CHARLOTTE KREPISMANN, as Co-Trustees of the Krepismann Family Trust Dated 8/8/82 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 9/4/86, Book 986, Page 363, Document No. 140358, Official Records of Douglas County, Nevada, as to an undivided 1/3213th interest to the real property described in Exhibit "A". (Escrow # 6803-1495 (3654))

All the right, title and interest of RAYMON D. PIMPERTON and LISA E. PIMPERTON, husband and wife, as Joint Tenants 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 9/4/86, Book 986, Page 367, Document No. 140360, Official Records of Douglas County, Nevada, as to an undivided 1/3213th interest to the real property described in Exhibit "A". (Escrow # 6803-1497 (3615))

DOUGLAS COUNTY TITLE  
IN OFFICIAL RECORDS OF  
DOUGLAS COUNTY, NEVADA

'86 OCT 13 P12:48

SUZANNE BEAUCREAU  
RECORDER

\$10<sup>00</sup> PAID *JLL* DEPUTY

142578

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