

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

STATE OF NEVADA

6803

5590

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

1. FILE NO. OF ORIG. FINANCING STATEMENT 83-10992/89540		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 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 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

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

By: Fidelity Federal Savings and Loan Association (TITLE)
By: First Dearborn, F.A., as attorney in fact
By: Donald L. Mayberry President
SIGNATURE(S) OF SECURED PARTY (IES) Donald L. Mayberry (TITLE)

10. Return Copy to
NAME First Dearborn, F.A.
ADDRESS P.O. Box 370
CITY, STATE Dearborn, Michigan 48121
AND ZIP

142579
BOOK 1086 PAGE 1272

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 B. 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 Herbert 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 Alderico 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))

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

'86 OCT 13 P12:49

SUZANNE BEAUDREAU
RECORDER

\$10⁰⁰ PAID 91 DEPUTY

142579

BOOK 1086 PAGE 1277