

Uniform Commercial Code—FINANCING STATEMENT CHANGE—Form UCC-3

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1326 WALNUT ST., PHILADELPHIA, PA 19107

IMPORTANT - Read instructions on back before filling out form.

This STATEMENT is presented to a Filing Officer for filing pursuant to the Uniform Commercial Code.

No. of Additional Sheets Presented:

3. The Debtor is a transmitting utility.

1. Debtor(s) (Last Name First) and Address(es):
WORLD CLASS RESORTS, INC.
195 Highway 50
Roundhill - Suite 102
Zepher Cove, NV 89448

2. Secured Party(ies) Name(s) and Address(es):
PHILADELPHIA NATIONAL BANK
Broad & Chestnut Street
Philadelphia, PA 19101

4. For Filing Officer: Date, Time, No. Filing Office

5. This statement refers to original Financing Statement No. 05249 filed (date) 6/14/82 with Douglas Co., NV

6. A. Continuation The original Financing Statement bearing the above file number is still effective.
 B. Termination The Secured Party of record no longer claims a security interest under the Financing Statement bearing the above file number.
 C. Release From the Collateral described in the Financing Statement bearing the above file number, the Secured Party of record releases the following:
 D. Assignment The Secured Party of record has assigned the Secured Party's rights in the property described below under the Financing Statement bearing the above file number to the Assignee whose name and address are shown below.*
 E. Amendment The Financing Statement bearing the above file number is amended as set forth below. (Signature of Debtor and Secured Party is Required)

f. This statement is to be indexed in the Real Estate Records

*THE OXFORD FINANCE COMPANIES, INC.
6701 North Broad Street
Philadelphia, PA 19126

PHILADELPHIA NATIONAL BANK

By _____
Signature(s) of Debtor(s) (only on amendment)

By Richard E. Edwards, V.P.
Signature(s) of Secured Party(ies)

(1) FILING OFFICER COPY - NUMERICAL

(3/83) STANDARD FORM—FORM UCC-3—Approved by Secretary of Commonwealth of Pennsylvania

REQUESTED BY
The Oxford Finance Companies
IN CHARGE OF RECORDS OF
PENNSYLVANIA

27 MAY -4 11:01

SEARCHED INDEXED
SERIALIZED FILED
s LEONARD J. DEPUTY DEPUTY 154162

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