

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 83-10992/89540	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) November 4, 19 86

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)

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

157239
BOOK 687 PAGE 3410

1) FILING OFFICER COPY-ALPHABETICAL
UNIFORM COMMERCIAL CODE-FORM N-UCC-2 (REV. 7-77)

Approved by the Nevada Secretary of State

FILING FEE
SEE INSTRUCTIONS

05590

THIS SPACE FOR USE OF FILING OFFICER

08-000001
May 87
①

All the right, title and interest of DAVID P. POWELL AND LISA L. POWELL
husband and wife

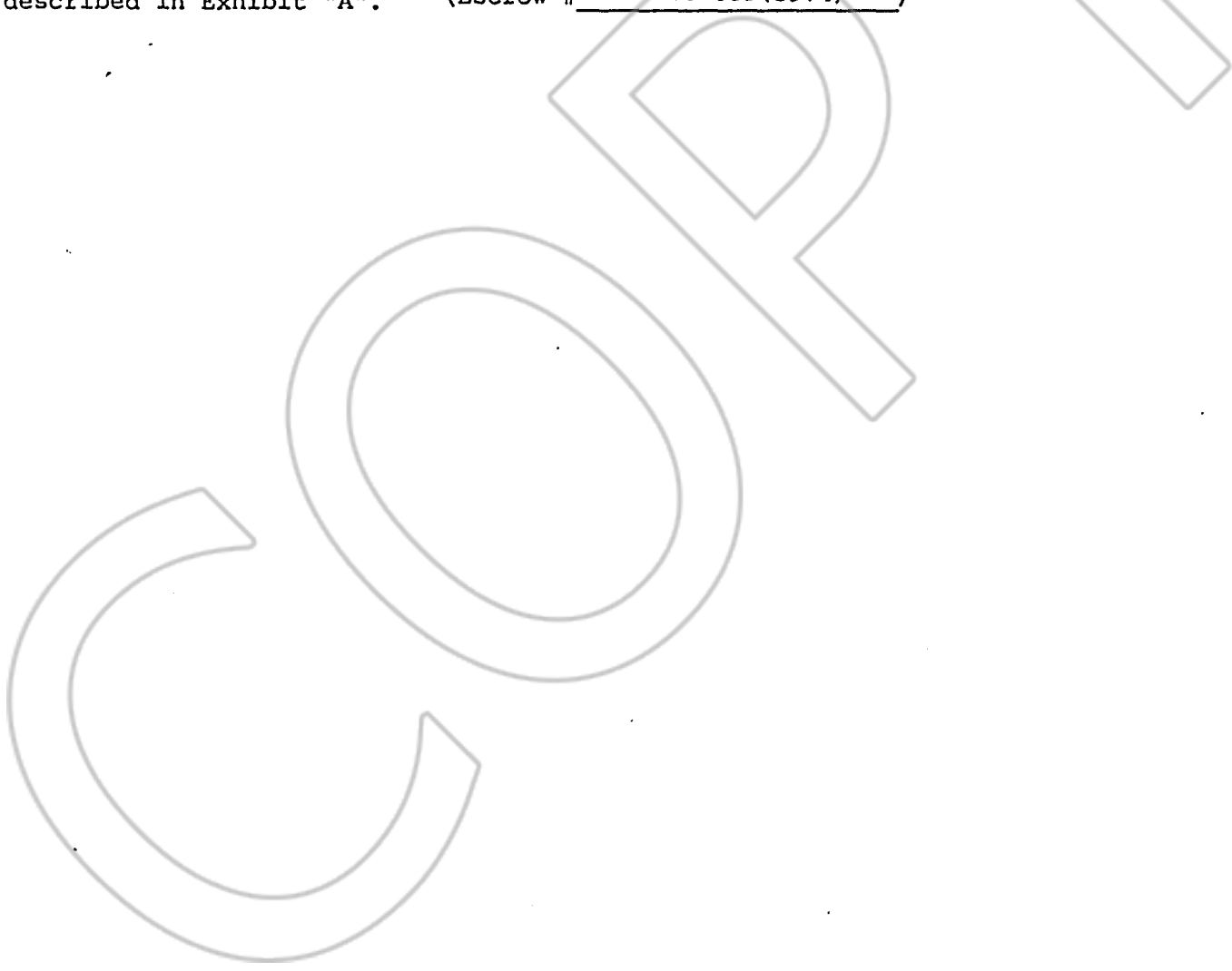
as conveyed by that Grant, Bargain and Sale Deed executed by THE BANK OF CALIF-
ORNIA, N.A., a National Banking Association, as Co-Trustee and DOUGLAS COUNTY
TITLE CO., INC., a Nevada Corporation, as Co-Trustee, recorded 5-1-87,
Book 587, Page 37, Document No. 154112, Official Records of
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property
described in Exhibit "A". (Escrow # 08-001649(3863))

All the right, title and interest of JOHN MCGEE AND GLENDA F. MCGEE
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 5-4-87,
Book 587, Page 206, Document No. 154192, Official Records of
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property
described in Exhibit "A". (Escrow # 08-001657(3965))

All the right, title and interest of JOHN F. KNOX , a single man &
JANICE M. HILDENBRAND, 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 5-1-87,
Book 587, Page 31, Document No. 154109, Official Records of
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property
described in Exhibit "A". (Escrow # 08-001665(3974))



06-01
May-87

(a)

All the right, title and interest of JOSEPH E. SULLIVAN & MARGERY E. 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 5-7-87,
Book 587, Page 659, Document No. 15443, Official Records of
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property
described in Exhibit "A". (Escrow # 08-001668(3973))

All the right, title and interest of DAVID J. MYERS AND WILMA I. MYERS
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 5-11-87,
Book 587, Page 987, Document No. 154592, Official Records of
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property
described in Exhibit "A". (Escrow # 08-001671(3977))

All the right, title and interest of DAVID P. SWENSON, 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 5-11-87,
Book 587, Page 995, Document No. 154596, Official Records of
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property
described in Exhibit "A". (Escrow # 08-001669*3884)

All the right, title and interest of DAVID P. SWENSON, 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 5-11-87,
Book 587, Page 991, Document No. 154594, Official Records of
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property
described in Exhibit "A". (Escrow # 08-001670(3885))

All the right, title and interest of ROY C. VANDENBURGH AND AMY E. VANDENBURGH
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 5-14-87,
Book 587, Page 1326, Document No. 154780, Official Records of
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property
described in Exhibit "A". (Escrow # 08-001672(3979))

All the right, title and interest of BETTY VRANESH, 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 5-14-87,
Book 587, Page 1322, Document No. 154778, Official Records of
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property
described in Exhibit "A". (Escrow # 08-001673(3978))

All the right, title and interest of MICHAEL P. JOHNSTON AND MIVY L. JOHNSTON
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 5-20-87,
Book 587, Page 2015, Document No. 155104, Official Records of
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property
described in Exhibit "A". (Escrow # 08-001678(3992))

06-000001
May 87

(3)

All the right, title and interest of LARRY K. KISHI AND SUSAN M. KISHI
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 5-20-87,
Book 587, Page 2019, Document No. 155106, Official Records of
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property
described in Exhibit "A". (Escrow # 08-001677(3990))

All the right, title and interest of MARCELO L. SAUCIDO AND MARGARET R. SAUCIDO
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 5-20-87,
Book 587, Page 2023, Document No. 155108, Official Records of
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property
described in Exhibit "A". (Escrow # 08-001676(3989))

All the right, title and interest of WILLIAM E. SCHACHT AND LUCIA L. 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 5-20-87,
Book 587, Page 2027, Document No. 155110, Official Records of
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property
described in Exhibit "A". (Escrow # 08-001678(3992))

All the right, title and interest of A. ROY HORD III AND DANICE E. HORD
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 5-20-87,
Book 587, Page 2031, Document No. 155112, Official Records of
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property
described in Exhibit "A". (Escrow # 08-001674(3987))

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

'87 JUN 26 P12:51

SUZANNE BEAUBREAU
RECORDER
PAID DEPUTY

BOOK 157239
PAGE 687 3413