

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.	

- G.  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.
- H.  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.
- I.  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.
- J.  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.
- K.  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.)
- L.  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 19, 1986

9. 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: Jonathan M. Hilt Executive Vice President  
SIGNATURE(S) OF SECURED PARTY(IES) JONATHAN M. HILTS (TITLE)

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

158864  
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THIS SPACE FOR USE OF FILING OFFICER

All the right, title and interest of  
HEICHELBECH, husband and wife

ROBERT J. HEICHELBECH & ALICE F.

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 6-4-87,  
Book 687, Page 499, Document No. 155793, Official Records of  
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property  
described in Exhibit "A". (Escrow # 08-001680(3997))

All the right, title and interest of  
husband and wife

IRENE M. MCWHORTER AND WOODROW L. MCWHORTER,

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 6-11-87,  
Book 687, Page 1642, Document No. 156392, Official Records of  
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property  
described in Exhibit "A". (Escrow # 08-001681(4000))

All the right, title and interest of  
husband and wife

LAWRENCE J. HUTSELL AND DOROTHY M. HUTSELL,

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 7-5-85,  
Book 785, Page 488, Document No. 119772, Official Records of  
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property  
described in Exhibit "A". (Escrow # 6802-0175(2851))

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 CALIF-  
ORNIA, N.A., a National Banking Association, as Co-Trustee and DOUGLAS COUNTY  
TITLE CO., INC., a Nevada Corporation, as Co-Trustee, recorded 8-5-86,  
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 SHERMAN H. DEARING, an unmarried man &  
GAYLE LE BEAUF, 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 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 CALIF-  
ORNIA, N.A., a National Banking Association, as Co-Trustee and DOUGLAS COUNTY  
TITLE CO., INC., a Nevada Corporation, as Co-Trustee, recorded 8-5-86,  
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 CARL D. STEVENS AND KARROL L. STEVENS,  
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 8-5-86,  
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))

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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 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 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 # 6803-1481(3629) )

All the right, title and interest of JOSEPH TOMINGO III AND MALANIE TOMINGO,  
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 4-15-87,  
Book 487, Page 1880, Document No. 153259, Official Records of  
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property  
described in Exhibit "A". (Escrow # 08-001659(3947) )

All the right, title and interest of EIJI YAMAGUCHI AND KAY YAMAGUCHI  
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 4-15-87,  
Book 487, Page 1876, Document No. 153257, Official Records of  
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property  
described in Exhibit "A". (Escrow # 08-001660(3951) )

All the right, title and interest of ROBERT A. PRESTON and HELENA C. PRESTON,  
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 5-6-87,  
Book 587, Page 540, Document No. 154794, Official Records of  
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property  
described in Exhibit "A". (Escrow # 08-001666(3984) )

All the right, title and interest of MARLENE R. RODULFA, a married 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 6-1-87,  
Book 687, Page 069, Document No. 155586, Official Records of  
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property  
described in Exhibit "A". (Escrow # 08-001679(3995) )

All the right, title and interest of JOHN T. STRIBLEY AND BARBARA L. STRIBLEY,  
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 5-6-87,  
Book 587, Page 536, Document No. 154379, Official Records of  
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property  
described in Exhibit "A". (Escrow # 08-001667(3982) )

All the right, title and interest of CAROL A. KINDER, 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 11-27-85,  
Book 1185, Page 2879, Document No. 127531, Official Records of  
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property  
described in Exhibit "A". (Escrow # 6803-1330(3202) )

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All the right, title and interest of STANLEY DOMIN AND ROSEMARIE L. BIRD DOMIN,  
~~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 8-5-86,  
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 RICHARD L. STAATS AND MILADA D. STAATS,  
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 8-5-86,  
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 # 6803-1479(3624))

All the right, title and interest of MICHAEL A. EBERLE, a single man and  
MARY K. ERLITZ, a single woman, as tenants in common.  
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 7-9-87,  
Book 787, Page 1202, Document No. 157994, Official Records of  
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property  
described in Exhibit "A". (Escrow # 08-001682(4001))

All the right, title and interest of CLEO FRANCE AND CARLITA D. FRANCE,  
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 7-10-87,  
Book 787, Page 1401, Document No. 158062, Official Records of  
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property  
described in Exhibit "A". (Escrow # 08-001664(3975))

All the right, title and interest of EDWARD R. JONES AND MARY D. JONES,  
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 6-4-87,  
Book 687, Page 503, Document No. 155795, Official Records of  
Douglas County, Nevada, as to an undivided 1/3213th interest to the real property  
described in Exhibit "A". (Escrow # 07-000453(3998))

REC'D BY  
STEWART TITLE OF DOUGLAS COUNTY

INDEXED RECORDS OF  
DOUGLAS COUNTY, NEVADA

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STEWART TITLE BUREAU  
RECORDED

58-PAID DEPUTY

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