

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 83-10991/89539	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. 2B. MAILING ADDRESS P.O. Box 7049			2A. SOCIAL SECURITY OR FEDERAL TAX NO. 88-0181289 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.R.A. NO. ABA #2520-7179-3
5. ASSIGNEE OF SECURED PARTY (IF ANY)			5A. SOCIAL SECURITY NO., FED. TAX NO. OR BANK TRANSIT AND A.R.A. NO.
NAME MAILING ADDRESS CITY STATE ZIP CODE			

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 19, 1986

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

By: Fidelity Federal Savings and Loan Association
By: First Dearborn, F.A., as attorney in fact
By: *Jonathan M. Hilts* Executive Vice President
SIGNATURE(S) OF SECURED PARTY (ES) 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

158865
787-3349

THIS SPACE FOR USE OF FILING OFFICER

All the right, title and interest of ROBERT J. HEICHELBECH & ALICE F. HEICHELBECH, husband and wife
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 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 IRENE M. MCWHORTER AND WOODROW L. MCWHORTER, husband and wife
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 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 LAWRENCE J. HUTSELL AND DOROTHY M. HUTSELL, husband and wife
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 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 CALIFORNIA, 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 CALIFORNIA, 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 CALIFORNIA, 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 CALIFORNIA, 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))

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))

REQUESTED BY
STEWART TITLE OF DOUGLAS COUNTY
IN OFFICIAL RECORDS OF
DOUGLAS CO. NEVADA

'87 JUL 27 P2:48

SUZANNE BEAUDREAU
RECORDER

PAID *SM* DEPUTY

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BOOK 787 PAGE 3352