

UNIFORM COMMERCIAL CODE-FINANCING STATEMENT-FORM UCC-1
IMPORTANT-Read instructions on back before filling out form

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

1. DEBTOR (LAST NAME FIRST) DESERT PALACE, INC.		1A. SOCIAL SECURITY OR FEDERAL TAX NO.
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1B. MAILING ADDRESS P.O. Box 5800	1C. CITY, STATE Stateline, NV	1D. ZIP CODE 89449
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1E. RESIDENCE ADDRESS (IF AN INDIVIDUAL AND DIFFERENT THAN 1B)	1F. CITY, STATE	1G. ZIP CODE
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2. ADDITIONAL DEBTOR (IF ANY) (LAST NAME FIRST)		2A. SOCIAL SECURITY OR FEDERAL TAX NO.
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2B. MAILING ADDRESS	2C. CITY, STATE	2D. ZIP CODE
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2E. RESIDENCE ADDRESS (IF AN INDIVIDUAL AND DIFFERENT THAN 2B)	2F. CITY, STATE	2G. ZIP CODE
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3. DEBTOR(S) TRADE NAME OR STYLE (IF ANY) CAESAR'S TAHOE		3A. FEDERAL TAX NO.
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4. ADDRESS OF DEBTOR(S) CHIEF PLACE OF BUSINESS (IF ANY) P.O. Box 5800		4A. CITY, STATE Stateline, NV	4B. ZIP CODE 89449
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5. SECURED PARTY NAME IGT MAILING ADDRESS 520 South Rock Blvd. CITY Reno STATE NV ZIP CODE 89502		5A. SOCIAL SECURITY NO., FEDERAL TAX NO. OR BANK TRANSIT AND A.B.A. NO. 88-0062109
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6. ASSIGNEE OF SECURED PARTY (IF ANY) NAME MAILING ADDRESS CITY STATE ZIP CODE		6A. SOCIAL SECURITY NO., FEDERAL TAX NO. OR BANK TRANSIT AND A.B.A. NO.
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7. This FINANCING STATEMENT covers the following types or items of property (if crops or timber, include description of real property on which growing or to be grown and name of record owner of such real estate, if fixtures, include description of real property to which affixed or to be affixed and name of record owner of such real estate; if oil, gas or minerals, include description of real property from which to be extracted), and secured party has a security interest in:

See Exhibit A

And any other similar collateral hereafter acquired from IGT.

(SO #31671, 31672, 31673, 31674, 31675)

7A. _____
SIGNATURE OF RECORD OWNER

7C. \$ _____
MAXIMUM AMOUNT OF INDEBTEDNESS TO BE SECURED AT ANY ONE TIME (OPTIONAL)

7B. _____
(TYPE) RECORD OWNER OF REAL PROPERTY

8. Check <input checked="" type="checkbox"/> if Applicable	A <input checked="" type="checkbox"/> Proceeds of collateral are also covered	B <input type="checkbox"/> Products of collateral are also covered	C <input type="checkbox"/> Proceeds of above described original collateral in which a security interest was perfected	D <input type="checkbox"/> Collateral was brought into this State subject to security interest in another jurisdiction
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9. Check <input checked="" type="checkbox"/> if Applicable	<input type="checkbox"/> DEBTOR IS A "TRANSMITTING UTILITY" IN ACCORDANCE WITH NRS 704.205 AND NRS 104.9403
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10. _____ (Date) October 2 1984

12. This Space for Use of Filing Officer
(Date, Time, File Number and Filing Officer)
05901

DESERT PALACE, INC., DBA CAESAR'S TAHOE

By: LARRY WOLF President
SIGNATURE(S) OF DEBTOR(S) (TITLE)

By: William C. Thomas Credit Manager
SIGNATURE(S) OF CREDIT MANAGER(S) (TITLE)

11. **Return Copy to**

NAME **Bill Thomas**
ADDRESS **IGT**
CITY, STATE AND ZIP **520 South Rock Blvd. Reno, NV 89502**

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THIS SPACE FOR USE OF FILING OFFICER

EXHIBIT A

CAESAR'S - TAHOE

<u>DESCRIPTION</u>	<u>SERIAL #</u>
25¢ 701 Poker	100603
25¢ 701 Poker	100616
25¢ 705 Poker	102325
25¢ 705 Poker	102343
25¢ 705 Poker	102344
25¢ 701 Poker	102406
\$1 701 Poker	102457
25¢ 701 Poker	102477
25¢ 705 Poker	102550
25¢ 705 Poker	102559
25¢ 705 Poker	103122
25¢ 705 Poker	103377
\$1 701 Poker	103681
25¢ 701 Poker	104444
25¢ 404 "21"	104655
\$1 701 Poker	104863
25¢ FG301 Keno	104888
25¢ 404 "21"	104919
25¢ 404 "21"	104928
\$1 404 "21"	105409
\$1 404 "21"	105410
\$1 404 "21"	105412
\$1 404 "21"	105413
25¢ 404 "21"	105545
25¢ 404 "21"	105546
25¢ 404 "21"	105547
25¢ 404 "21"	105550

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25¢ 404 "21"	105551
25¢ 404 "21"	105552
25¢ 404 "21"	105553
\$1 SG108 Poker	105563
\$1 701 Poker	105672
\$1 SG108 Poker	105808
\$1 SG108 Poker	105935
25¢ SG108 Poker	105936
25¢ SG108 Poker	105962
25¢ SG108 Poker	105963
25¢ SG108 Poker	105964
25¢ SG108 Poker	105965
\$1 701 Poker	105974
\$1 404 "21"	106295
25¢ SG108 Poker	106440
\$1 SG108 Poker	106442
25¢ SG108 Poker	106444
25¢ SG108 Poker	106445
25¢ SG108 Poker	106446
25¢ SG108 Poker	106447
25¢ 404 "21"	106479
25¢ 404 "21"	106739
25¢ 701 Poker	106805
25¢ 701 Poker	108453
25¢ 705 Poker	108470
25¢ 705 Poker	108471
25¢ 705 Poker	108473
\$1 701 Poker	108898
25¢ 705 Poker	109119

25¢ FG301 Keno	120971
25¢ FG301 Keno	120972
25¢ FG301 Keno	120974
25¢ FG301 Keno	120980
25¢ FG301 Keno	120981
25¢ FG301 Keno	120987
25¢ 701 Poker	122527
25¢ 701 Poker	122648
25¢ 705 Poker	122660
25¢ 701 Poker	123096
25¢ 701 Poker	123289
25¢ 701 Poker	123291
25¢ 701 Poker	123292
25¢ 701 Poker	123475
5¢ 705 Poker	124945
5¢ 705 Poker	126078
\$1 705 Poker	126089
25¢ 701 Poker	127700
5¢ SG411 Keno	127799
25¢ FG301	128054
5¢ SG411 Keno	128320
5¢ SG411 Keno	128322
5¢ SG411 Keno	128325
5¢ SG411 Keno	128327
25¢ FG301 Keno	128545
25¢ FG301 Keno	128546
5¢ SG411 Keno	128759
25¢ 701 Poker	129000

25¢ 701 Poker	129051
25¢ 701 Poker	129055
25¢ FG301 Keno	129116
25¢ FG301 Keno	129118
5¢ 705 Poker	129366
5¢ 705 Poker	129404
5¢ 705 Poker	129410
5¢ 705 Poker	129424
5¢ 705 Poker	129452
25¢ 701 Poker	129453
25¢ FG301 Keno	129704
25¢ FG301 Keno	129706
25¢ FG301 Keno	129707
5¢ 705 Poker	129773
25¢ 701 Poker	130539
\$1 705 Poker	130618
5¢ 705 Poker	130627
\$1 705 Poker	130633
5¢ 705 Poker	130640
5¢ 705 Poker	130642
\$1 705 Poker	130667
\$1 705 Poker	130760
5¢ 705 Poker	130792
\$1 705 Poker	131003

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5¢ R75NC Aristocrat	126958
5¢ R75NC Aristocrat	126959
5¢ R75NC Aristocrat	126960
25¢ R75NC Aristocrat	126968
25¢ R75NC Aristocrat	126969
25¢ R45NC Aristocrat	130071
25¢ R45NB Aristocrat	130072
25¢ R40NB Aristocrat	130073
25¢ R10CC Aristocrat	130081
25¢ R10CB Aristocrat	130085
25¢ R10CC Aristocrat	130088
25¢ R10CC Aristocrat	130093
5¢ R50CB Aristocrat	130103
25¢ R35NC Aristocrat	130134
25¢ R85CB Aristocrat	130857
5¢ R35NC Aristocrat	130135
5¢ R35NC Aristocrat	130137
5¢ R35NC Aristocrat	130138
5¢ R35NC Aristocrat	130139
5¢ R35NC Aristocrat	130140
25¢ R35NC Aristocrat	130141
5¢ R35NC Aristocrat	130142
25¢ R35NC Aristocrat	130143
5¢ R65NC Aristocrat	130148
25¢ R65NC Aristocrat	130149
5¢ R65NC Aristocrat	130150
25¢ R65NC Aristocrat	130151

25¢ R75NC Aristocrat	130152
5¢ R75NC Aristocrat	130154
25¢ R45NC Aristocrat	130167
5¢ R45NC Aristocrat	130168
5¢ R45NC Aristocrat	130169
\$1 R85CB Aristocrat	130370
\$1 R85CB Aristocrat	130385
25¢ R85CB Aristocrat	130852
5¢ R75NC Aristocrat	130856

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J.P.T.
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DOUGLAS CO., NEVADA

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SUZANNE BEAUBIEAU
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