

R.P.T.T. \$ 20,000.10

GRANT, BARGAIN AND SALE DEED

THIS GRANT, BARGAIN AND SALE DEED, made as of the 28th day of December, 1984, between SAHARA-TAHOE CORPORATION, a Nevada corporation with an office at 3800 North Central Avenue, Phoenix, Arizona 85012 ("Grantor"), and NEVADA CASINO ASSOCIATES, L.P., a Nevada limited partnership with its principal office at 100 East Fremont Street, Las Vegas, Nevada 89101 ("Grantee").

WITNESSETH: that Grantor, for and in consideration of Ten Dollars (\$10.00) and other valuable consideration well and truly paid by Grantee, at or before the sealing and delivery of these presents, the receipt whereof is hereby acknowledged, and Grantor being therewith fully satisfied, does by these presents grant, bargain, sell and convey unto Grantee forever,

THOSE CERTAIN BUILDINGS AND RELATED IMPROVEMENTS (the "Improvements") located on that certain lot, piece or parcel of land situate, lying and being in the County of Douglas and State of Nevada, more particularly described on Schedule A attached hereto and made a part hereof.

TOGETHER with all and singular the rents, issues and profits thereof, and of every part and parcel thereof;

AND TOGETHER WITH all the estate, right, title, interest, use, possession, property, claim and demand whatsoever, of Grantor both in law and in equity, of, in and to the Improvements; and every part and parcel thereof;

SUBJECT TO the matters set forth in Schedule B attached hereto and made a part hereof.

TO HAVE AND TO HOLD, all and singular, the Improvements unto Grantee and to Grantee's proper use and benefit forever.

Wherever in this instrument any party shall be designated or referred to by name or general reference, such

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designation is intended to and shall have the same effect as if the words "successors and assigns" had been inserted after each and ever such designation.

IN WITNESS WHEREOF, Grantor has hereunto set its hand and seal as of the day and year first above written.

SAHARA-TAHOE CORPORATION

By *G.C. Heetland*  
Name: G.C. Heetland  
Title: Vice President

STATE OF NEW YORK )  
                          : SS.:  
COUNTY OF NEW YORK )

On December 1984, personally appeared before me, a notary public, *He [unclear]*, the *[unclear]* of SAHARA-TAHOE CORPORATION, a Nevada corporation, who acknowledged that he executed the foregoing instrument.

*Mary O'Donnell*  
Notary Public

(stamp)

MARY O'DONNELL  
Notary Public, State of New York  
No. 63-2214225  
Qualified in Westchester County  
Cert. Exp. 12/31/85  
Commission Expires March 31, 1985

SEAL

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SCHEDULE A

The parcel of land situate within Section 27, T.13N., R.18E., M.D.B. & M, Douglas County, Nevada, being more particularly described as follows:

Commencing at the intersection of the Nevada State Line and the westerly right-of-way line of U.S. Route 50;

thence N 27 degrees 58 minutes 21 seconds E 744.79 feet along said westerly right-of-way line of U.S. Route 50 to the True Point of Beginning;

thence N 27 degrees 58 minutes 21 seconds E 787.82 feet along the westerly right of way line of U.S. Route 50;

thence N 62 degrees 01 minutes 39 seconds W 1105.84 feet;

thence S 27 degrees 58 minutes 21 seconds W 787.82 feet;

thence S 62 degrees 01 minutes 39 seconds E 1105.84 feet to the true point of BEGINNING.

Excepting therefrom that portion conveyed to the County of Douglas for public road purposes commonly known as the Stateline Loop Road, by deed dated July 20, 1978 and recorded September 6, 1978 as Document No. 24881 in Book 978 of Official Records, Page 249.

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SCHEDULE B

(Permitted Exceptions)

THE HIGH SIERRA HOTEL-CASINO

1. The lien of any taxes, sewer charges and water rents not yet due and payable.

2. The state of facts as shown by a physical inspection or on survey made by SE&A, Incorporated, dated October, 1984 (checked October 31, 1984).

3. That certain Ground Lease dated November 14, 1962, a Memorandum of which was recorded December 12, 1963, in Book 21, at Page 31, Douglas County Official Records, as amended by unrecorded instruments dated December 3, 1962 and April 12, 1963 and by instrument dated July 22, 1968, recorded August 22, 1968, as Document No. 41986 in Book 61, at Page 282, Douglas County Official Records, and further amended by that certain Fourth Amendment To Lease dated March 29, 1980, recorded April 24, 1980, as Instrument No. 43928 in Book 480, at Page 1361, Douglas County Official Records, between Park Cattle Company, a Nevada Corporation, as Lessor, and Sahara-Tahoe Corporation as Lessee (which lease was assigned by the original lessee, Sahara-Nevada Corporation, to Sahara-Tahoe Corporation on December 18, 1963 and recorded January 20, 1964, in Book 21, at Page 492, Douglas County Official Records).

4. Easement and Right-of-Way to the Douglas County Sewer Improvement District No. 1, recorded October 25, 1965 in Book 35 of Official Records, at Page 354, Douglas County, Nevada.

5. Easement and Right-of-Way for sewer lines with incidental and appurtenant rights thereto as conveyed by Park Cattle Co. to Douglas County Sewer Improvement District

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No. 1, recorded June 5, 1970 in Book 76 of Official Records, at Page 413, Douglas County, Nevada.

6. Easement and Right-of-Way for sewer lines with incidental and appurtenant rights thereto as conveyed by Park Cattle Co. and Sahara-Tahoe Corporation to Douglas County Sewer Improvement District No. 1, recorded September 19, 1970 in Book 79 of Official Records, at Page 318, Douglas County, Nevada.

7. An unrecorded lease dated November 11, 1969 by and between Sahara-Tahoe Corporation, a Nevada Corporation, as Lessor and Consolidated Casinos Corp., a Nevada Corporation, as Lessee, as amended on March 29, 1980, a Memorandum of which was recorded on April 24, 1980, as Document No. 43927, in Book 480, Page 1358, Douglas County Official Records, Nevada and as further amended and restated by Restated Lease dated as of the date hereof intended to be recorded prior to the recording hereof.

8. The effect of an assignment from Park Cattle Company to Sahara-Tahoe Corporation (recorded October 25, 1965, in Book 35 of Official Records, Douglas County, Nevada Records at page 360) of that certain unrecorded agreement dated July 16, 1963 executed by and between Park Cattle Company and Douglas County Sewer Improvement District No. 1.

9. Financing Statement wherein Sahara-Tahoe Corporation is Debtor and First Interstate Bank of Nevada is Secured Party, recorded December 21, 1982 in Book 1282 of Official Records, at page 1198, Douglas County, Nevada, as Document No. 74160.

10. Sublease between Sahara-Tahoe Corporation and Nevada Casino Associates, L.P., a memorandum of which is intended to be recorded prior to the recording hereof.

REQUESTED BY  
*First American Title*  
IN OFFICIAL RECORDS OF  
DOUGLAS COUNTY, NEVADA

'84 DEC 28 A10:06

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SUZANNE BEAUBREAU  
RECORDER

\$10<sup>00</sup> PAID *ju* DEPUTY **111685**  
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