

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

1. DEBTOR (LAST NAME FIRST) NEVADA CASINO ASSOCIATES, L.P.		1A. SOCIAL SECURITY OR FEDERAL TAX NO.	
1B. MAILING ADDRESS 100 EAST FREMONT STREET		1C. CITY, STATE LAS VEGAS, NEVADA	
1E. RESIDENCE ADDRESS (IF AN INDIVIDUAL AND DIFFERENT THAN 1B)		1D. ZIP CODE 89101	
		1F. CITY, STATE	
		1G. ZIP CODE	

2. ADDITIONAL DEBTOR (IF ANY) (LAST NAME FIRST)		2A. SOCIAL SECURITY OR FEDERAL TAX NO.	
2B. MAILING ADDRESS		2C. CITY, STATE	
2E. RESIDENCE ADDRESS (IF AN INDIVIDUAL AND DIFFERENT THAN 2B)		2D. ZIP CODE	
		2F. CITY, STATE	
		2G. ZIP CODE	

3. DEBTOR(S) TRADE NAME OR STYLE (IF ANY)		3A. FEDERAL TAX NO.	
4. ADDRESS OF DEBTOR(S) CHIEF PLACE OF BUSINESS (IF ANY)		4A. CITY, STATE	
		4B. ZIP CODE	

5. SECURED PARTY NAME "CONTD" See Schedule A attached hereto. MAILING ADDRESS CITY STATE ZIP CODE		5A. SOCIAL SECURITY NO., FEDERAL TAX NO. OR BANK TRANSIT AND A.B.A. NO.	
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6. ASSIGNEE OF SECURED PARTY (IF ANY) NAME DEL E. WEBB CORPORATION MAILING ADDRESS 3800 NORTH CENTRAL AVENUE CITY PHOENIX STATE ARIZONA ZIP CODE 85012		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.

"CONTD" See Schedule B and Schedule C attached hereto.

7A. BY NEVADA CASINO ASSOCIATES, L.P.
by TRI-CITY PROPERTIES, INC., general partner
D.V. Mickus, Treasurer
SIGNATURE OF RECORD OWNER
D.V. MICKUS, Treasurer

7B. NEVADA CASINO ASSOCIATES, L.P.
(TYPE) RECORD OWNER OF REAL PROPERTY

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

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) December 28, 1984
NEVADA CASINO ASSOCIATES, L.P.
By TRI-CITY PROPERTIES, INC., general partner
By: *D.V. Mickus, Treasurer*
SIGNATURE(S) OF DEBTOR(S) TREASURER (TITLE)
D.V. MICKUS, TREASURER
By: "CONTD" See Schedule D attached hereto
SIGNATURE(S) OF SECURED PARTY (IES) (TITLE)

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

05980

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11. Return Copy to

NAME	Davis Polk & Wardwell
ADDRESS	1 Chase Manhattan Plaza
CITY, STATE AND ZIP	New York, New York 10005
	ATPN: Diane Dranow

THIS SPACE FOR USE OF FILING OFFICER

NEVADA CASINO ASSOCIATES, L.P.

SCHEDULE A
(Secured Parties)

SAHARA-NEVADA CORPORATION, having an address
at 100 East Fremont Street, Las Vegas, Nevada 89101

and

SAHARA-TAHOE CORPORATION, having an address
at 3800 North Central Avenue, Phoenix, Arizona 85012

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SCHEDULE B
(Personal Property)

Any and all machinery, equipment, computers, furniture, fittings, fixtures and articles of tangible, depreciable personal property affixed or attached to, installed or placed in or upon and to be used for or usable in any present or future enjoyment, occupancy or operation of the buildings and improvements (the "Improvements") situated on the parcels of land described in Schedule C hereto (the "Land") as a hotel/casino or otherwise, whether located in or off the buildings and improvements now or hereafter situated on the Land and any and all replacements and substitutions thereof and additions thereto, including, but not limited to, any and all air conditioning machinery and equipment, elevators, escalators, furniture and equipment, communications equipment and systems, fire protection and sprinkler equipment and systems, surveillance equipment and systems, dishwashers, ranges, cooking apparatus, refrigerators and mechanical kitchen equipment, laundry equipment, partitions, vaults, safes, fire extinguishing equipment parts and supplies, chairs, tables, beds, bed springs, mattresses, couches, lamps, waste baskets, desks, cabinets, curtains, draperies, carpeting, chandeliers, pictures, radios, television sets, and other furniture and furnishings for the lobby, halls, lavatories and other public rooms and places and for the bedrooms, baths and other private rooms, furniture and furnishings for the offices and motor vehicles (including, without limitation, boats), typewriters, dictation equipment, maintenance and engineering tools, materials and supplies, paints, uniforms of engineering and maintenance personnel and all supplies used in connection with the maintenance and repair of the Improvements but excluding therefrom any and all bed linen, towels, blankets, silver, silverware, china, dishes, cutlery, glassware, kitchen utensils, laundry and cleaning supplies, office supplies, tools miscellaneous office materials and supplies, and other non-depreciable equipment or materials, all gaming equipment and related parts and supplies, and personal

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property owned by tenants at the Improvements or by public utilities (the "Personal Property").

Agreements. All of Debtor's right, title and interest in the agreements and other instruments described in Schedule B2 annexed hereto and made a part hereof and all other rights of way or use, servitudes, licenses, easements, hereditaments and appurtenances now or hereafter belonging or pertaining to the Land or Improvements or the development, construction, reconstruction, use, management, maintenance or operation of the Land or Improvements (all the foregoing being hereinafter collectively called the "Agreements").

Operating Lease. All of Debtor's right, title and interest in, to and under that certain operating lease of the Land, Improvements and Personal Property (the "Operating Lease"), dated as of the date hereof, made by Debtor to Nevada Casino Hotels, Inc., (the "Operating Company"), together with all renewals and extensions thereof and subleases thereunder and tenancies following attornment, and together with all guaranties of the obligations of the Operating Company thereunder.

Permits. All transferable or assignable licenses, authorizations, certificates, variances, approvals and other permits necessary or appropriate to permit the construction, reconstruction, repair or alteration, addition, improvement, use, operation and management of the Land, Improvements and Personal Property.

Miscellaneous Property. All of Debtor's trademarks, names, logos and copyrights now or hereafter owned by Debtor relating to the Land, Improvements and Personal Property.

Rents, Issues and Profits. All rents, royalties, issues, profits, revenue, income, and other benefits, now or hereafter, including during any period of redemption, accruing with respect to the Land, Improvements and Personal Property; all rents and other sums now or hereafter, including during any period of redemption, payable to Debtor pursuant to the Operating Lease and Agreements; all other sums now or hereafter, including during any period of redemption, belonging or accruing to Debtor with respect to the Land and Improvements, including fixed, additional, and percent-

SCHEDULE B2
("Agreements")

1. Lease dated November 11, 1969 by and between Sahara-Tahoe Corporation, as lessor, and Consolidated Casinos Corp., as lessee, as disclosed by a memorandum of lease dated April 14, 1980 recorded April 24, 1980, as Document No. 43927 in Book 480, page 1358, Official Records of Douglas County, Nevada, as amended and restated by Restated Lease dated as of the date hereof.

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SCHEDULE C
(the "Land")

Parcel 1:

Lots One (1) through Ten (10) inclusive, in Block Fifteen (15) of Clark's Las Vegas Townsite, as shown by map thereof on file in Book 1 of Plats, Page 37, in the Office of the County Recorder of Clark County, Nevada.

Together with that portion of the alley vacated by an Order of Vacation, dated May 24, 1961 and recorded July 6, 1961 in Book 306 of Official Records, Clark County, Nevada Records, as Document No. 247945, described as follows:

A certain tract or parcel of land lying and being situate in the city of Las Vegas, County of Clark, State of Nevada, and being a portion of the north-east one-quarter (NE 1/4) of the northwest one-quarter (NW 1/4) of Section 34, Township 20 south, Range 61 east, M.D.B. & M., and being a portion of Clark's Las Vegas Townsite as shown by map thereof in Book 1 of Plats, Page 37, more particularly described as follows, to wit:

Beginning at the most westerly corner of Lot 10 in said Block 15;

thence south 62 degrees 15 minutes east a distance of 140 feet to the most southerly corner of said Lot 10;

thence south 27 degrees 45 minutes west a distance of 20.00 feet to a point on the north line of Lot 16 in said Block 15;

thence north 62 degrees 15 minutes west a distance of 140 feet to the most northerly corner of Lot 11 in the said Block 15;

thence north 27 degrees 45 minutes east a distance of 20.00 feet to the Point of Beginning.

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And together with an easement to use and occupy the airspace beginning fourteen feet (14') above the surface of the portion of the public alley which is described as follows:

That portion of Block 15 of Clark's Las Vegas Townsite, as shown by map thereof on file in Book 1 of Plats, Page 37, in the Office of the County Recorder of Clark County, Nevada, described as follows:

Beginning at the most easterly corner of Lot 1 of said Block 15;

thence south 62 degrees 15 minutes east 10.00 feet to the centerline of that certain alley running through said Block 15;

thence, along said centerline, south 27 degrees 45 minutes west 270.00 feet to the northeasterly line of Lot 16 of said Block 15;

thence, along said northeasterly line, north 62 degrees 15 minutes west 10.00 feet to the southwesterly prolongation of the southeasterly lines of Lots 1 to 10 in said Block 15;

thence, north 27 degrees 45 minutes east 270.00 feet to the point of Beginning.

Parcel 2:

Lots Thirteen (13), Fourteen (14), Fifteen (15), Sixteen (16), and Seventeen (17), in Block Fifteen (15) of Clark's Las Vegas Townsite, as shown by map thereof on file in Book 1 of Plats, Page 37, in the Office of the County Recorder of Clark County, Nevada.

Parcel 3:

Lots Seventeen (17) through Thirty-Two (32) inclusive, in Block Sixteen (16) of Clark's Las Vegas Townsite, as shown by map thereof on file in Book 1 of Plats, Page 37, in the Office of the County Recorder of Clark County, Nevada.

Parcel 4:

The north fifty (N 50) feet of Lots Eleven (11) and Twelve (12) in Block Fifteen (15) of Clark's Las Vegas Townsite, as shown by map thereof on file in Book 1 of Plats, Page 37, in the Office of the County Recorder of Clark County, Nevada.

Parcel 5:

The south eighty (80) feet of Lots Eleven (11) and Twelve (12) of Block Fifteen (15) of Clark's Las Vegas Townsite, as shown by map thereof on file in Book 1 of Plats, Page 37, in the Office of the County Recorder of Clark County, Nevada.

Parcel 6:

The north 70 feet of the following described property:

That portion of Lot 4, Section 13, Township 32 south, Range 66 east, M.D.B. & M., Clark County, Nevada, more particularly described as follows:

Commencing at the southwest corner of said Section 13;

thence, east along the south line of said Section 13, a distance of 1749.0 feet more or less to the southwest corner of said Lot 4;

thence, continuing east along the last described course, a distance of 178.66 feet to a point;

thence, north 1 degree 41 minutes 09 seconds east, a distance of 120.05 feet to a point; which is the True Point of Beginning;

thence, continuing along the last described course a distance of 100.04 feet to a point;

thence, east parallel to the south line of said Lot 4 a distance of 603.54 feet more or less to a point in the easterly line of said Lot 4;

thence, south 16 degrees 22 minutes 44 seconds west, along said easterly line of Lot 4, a distance of 104.23 feet to a point;

thence, west and parallel to the south line of said Lot 4; a distance of 577.10 feet more or less to the True Point of Beginning.

Excepting therefrom the interest in and to any portion thereof lying within the boundaries of a right of way generally 50 feet wide as granted to the County of Clark, State of Nevada to provide rights of way for roads, utilities and other public purposes by Deed recorded April 25, 1968 in Book 868 of Official Records as Document No. 697269, Clark County, Nevada Records.

Parcel 7:

The south 100 feet of the north 1100 feet of the south half (S-1/2) of the south half (S-1/2) of Section 13, Township 32 south, Range 66 east, M.D.B. & M.

Saving and excepting the west 1,280.00 feet thereof.

Also excepting the interest in and to the right of way generally sixty feet (60.00') wide described as follows:

Commencing at the south quarter corner of Section 13, Township 32 south, Range 66 east;

thence east along the south line of said Section 13 a distance of 113.66 feet to a point on said south line distant 55.00 feet west of its intersection with the center line of California Pacific Utilities Company existing power poles, the True Point of Beginning;

thence north 01 degree 41 minutes 09 seconds east, parallel with said pole line 1,039.75 feet;

thence along a curve, concave to the west, having a central angle of 6 degrees 43 minutes 30 seconds, a radius of 500.00 feet, and an arc length of 58.63 feet;

thence north 05 degrees 02 minutes 21 seconds west parallel with and distant 55.00 feet westerly of said pole line (measured normal thereto) a distance of 1,247.49 feet;

thence along Curve Number 2, concave to the east, having a central angle of 9 degrees, a radius of 300.00 feet, and an arc length of 56.55 feet;

thence north 03 degrees 57 minutes 29 seconds east, crossing under said power line approximately 380.00 feet;

thence along a curve concave to the west, through a central angle of approximately 65 degrees, having a radius of 80.00 feet and an arc length of 51.00 feet, more or less, to a point of intersection with the north-south centerline of said Section 13;
thence north 01 degree 10 minutes 14 seconds east along said one-quarter section line 200.00 feet, more or less, to the center quarter section corner of said Section 13;

thence easterly along the east-west quarter section line 117.70 feet;

thence south 03 degrees 56 minutes 29 seconds west, 663.00 feet, more or less, to a point of curvature located 60.00 feet radially, easterly of the northerly end of Curve Number 2, previously described herein;

thence along a curve parallel with said Curve Number 2 through a central angle of 9 degrees and an arc length of 47.12 feet;

thence parallel with and 5.00 feet easterly of said power line south 05 degrees 02 minutes 21 seconds east 1,247.49 feet;

thence along a curve concave to the west having a radius of 560.00 feet, a central angle of 06 degrees 41 minutes 09 seconds, and an arc length of 65.67 feet;

thence south 01 degree 41 minutes 09 seconds west a distance of 1,038.85 feet to the south line of said Section 13;

thence west along said south line a distance of 60.00 feet, more or less, to the True Point of Beginning, as conveyed to Clark County, Nevada for roads and utility purposes by Deeds recorded April 9, 1968, as Document Nos. 694205 and 694206, Official Records.

Parcel 8:

That portion of Government Lot Four (4), Section 13, Township 32 south, Range 66 east, M.D. B. & M., described as follows:

Commencing at the northwest (NW) corner of said Lot Four (4);

thence south 1 degree 10 minutes 14 seconds west along the west line of said Lot Four (4), a distance of 900.20 feet to a point;

thence east a distance of 182.44 feet to the southwest corner of that certain parcel of land conveyed to Marie E. Folkerson, et al., recorded January 13, 1960, as Document No. 185148 of Official Records, Book 228, Clark County, Nevada Records;

thence south 1 degree 41 minutes 09 seconds west a distance of 100 feet more or less to a point on the north line of that certain parcel of land conveyed to William E. McKinlay, et al, recorded November 12, 1954, as Document No. 25108 of Official Records, Book 28, Clark County, Nevada Records, being the True Point of Beginning;

thence east along said north line conveyed to McKinlay a distance of 200 feet to a point;

thence north 1 degree 41 minutes 09 seconds east a distance of 80 feet to a point;

thence west a distance of 200 feet to a point;

thence south 1 degree 41 minutes 09 seconds west a distance of 80 feet to the True Point of Beginning.

Parcel 9:

That portion of Government Lot Four (4) in Section 13, Township 32 south, Range 66 east, M.D.B. & M. Clark County, Nevada, described as follows:

Commencing at the northwest corner of said Lot Four (4);

thence east along the north line of said Lot Four (4) a distance of 400.98 feet to a point;

thence south 10 degrees 34 minutes 08 seconds west a distance of 508.63 feet to a point;

thence east a distance of 400.00 feet to a point;

thence south 11 degrees 40 minutes west a distance of 204.22 feet to a point;

thence south 14 degrees 40 minutes west a distance of 206.74 feet to the True Point of Beginning;

thence continuing south 14 degrees 40 minutes west a distance of 103.37 feet to a point;

thence east to a point on the east line of said Lot Four (4);

thence northerly along the last mentioned east line to a point which is due east of the hereinabove described True Point of Beginning;

thence west to the said True Point of Beginning.

Parcel 10:

That portion of Government Lot Four (4) in Section 13, Township 32 south, Range 66 east, M.D.M., in the County of Clark, State of Nevada, described as follows:

Commencing at the northwest corner of said Government Lot IV (4);

thence south 01 degree 10 minutes 14 seconds west along the west line of said Lot Four (4), a distance of 900.20 feet;

thence east a distance of 182.44 feet to the True Point of Beginning in the southwest corner of the land described in the Deed to Marie E. Folkerson and Lucille M. Eddy, recorded January 13, 1960 as Document No. 185148 of Official Records of said county;

thence east along the south line of said land described in Document No. 185148, to the east line of that certain right of way and easement for road purposes described in the Deed to J. Gordon Cooley, et ux, recorded March 31, 1959, as Document No. 156380 of said Official Records;

thence south 14 degrees 40 minutes 00 seconds west along said east line, a distance of 103.37 feet to the south line of the land described as Parcel I in the Deed to E.L. Cleveland recorded March 17, 1955 as Document No. 39680 of said Official Records;

thence westerly along said south line to the southeast corner of the land described in the Deed to James A. Bilbray, recorded May 1, 1961 as Document No. 239012 of said Official Records;

thence north 01 degree 41 minutes 09 seconds east along the east line of said land described in Document No. 239012, a distance of 80.00 feet to the northeast corner of said land;

thence west along the north line of the land described in the last mentioned Document, a distance of 200.00 feet to the northwest corner of said land;

thence north 01 degree 41 minutes 09 seconds east along the east line of the land described in the Deed to William F. Cleveland, recorded May 15, 1961 as Document No. 240810 of said Official Records, a distance of 20.00 feet more or less, to the True Point of Beginning.

Parcel 11

The south half (S 1/2) of the south half (S 1/2) of Section 13, Township 32 south, Range 66 east, M.D.M., in the County of Clark, State of Nevada.

Excepting therefrom the north 1100 feet and the west 1280 feet.

Also excepting the north 70 feet of the following described parcel:

Commencing at the southwest (SW) corner of said Section 13;

thence east, along the south line thereof, a distance of 1749.0 feet, more or less, to the southwest (SW) corner of Government Lot Four (4);

thence continuing along said south line 178.66 feet;

thence north 1 degree 41 minutes 09 seconds east a distance of 120.05 feet to the True Point of Beginning;

thence continuing north 1 degree 41 minutes 09 seconds east a distance of 100.04 feet;

thence east, parallel with the south line of said Lot Four (4), 603.54 feet, more or less, to a point in the easterly line of said Lot Four (4);

thence south 16 degrees 22 minutes 44 seconds west along said easterly line, 104.23 feet;

thence west and parallel with the south line of said Lot Four (4), a distance of 577.10 feet, more or less, to the True Point of Beginning.

Excepting therefrom that portion conveyed to County of Clark, for road purposes by Grant Deed recorded April 9, 1968 as Document No. 694205 of Official Records.

Parcel 12:

That portion of Government Lot 5 of Fractional Section 24, Township 32 south, Range 66 east, M.D.B. & M., being more particularly described as follows:

Lots Two (2) and Three (3) as shown by map thereof on file in File 44 of Parcel Maps, Page 40, in the Office of the County Recorder of Clark County, Nevada.

Parcel 13:

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. Rouse 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, Page 249.

NEVADA CASINO ASSOCIATES, L.P.

SCHEDULE D
(Signatures)

Secured Parties:

SAHARA-NEVADA CORPORATION

By: *J.W. O'Brien*
Name: *J.W. O'Brien*
Title: *President*

SAHARA TAHOE CORPORATION

By: *D.V. Mickus*
Name: *D.V. Mickus*
Title: *Treasurer*

REQUESTED BY

First American Title
IN OFFICIAL RECORDS OF
DOUGLAS COUNTY, NEVADA

'84 DEC 28 AIO:46

SUZANNE BEAUDREAU
RECORDER

\$ 6⁰⁰ PAID Bk DEPUTY

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