

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

STATE OF NEVADA

Regró, Inc.
 5274 TAYLOR STREET N.E.
 BOX 21027
 MINNEAPOLIS, MINNESOTA 55421

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

1. DEBTOR (LAST NAME FIRST) TOPAZ LODGE ENTERPRISES, a general partnership,		1A. SOCIAL SECURITY OR FEDERAL TAX NO. 88-0196602	
1B. MAILING ADDRESS P.O. Box 1435		1C. CITY, STATE Gardnerville, NV	
1E. RESIDENCE ADDRESS (IF AN INDIVIDUAL AND DIFFERENT THAN 1B)		1F. CITY, STATE	
1D. ZIP CODE 89410		1G. ZIP CODE	
2. ADDITIONAL DEBTOR (IF ANY) (LAST NAME FIRST) TOPAZ LODGE, INC., a Nevada corporation		2A. SOCIAL SECURITY OR FEDERAL TAX NO. 88-0195722	
2B. MAILING ADDRESS P.O. Box 1435		2C. CITY, STATE Gardnerville, NV	
2E. RESIDENCE ADDRESS (IF AN INDIVIDUAL AND DIFFERENT THAN 2B)		2F. CITY, STATE	
2D. ZIP CODE 89410		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 NEVADA NATIONAL BANK		5A. SOCIAL SECURITY NO., FEDERAL TAX NO. OR BANK TRANSIT AND A.B.A. NO. 94-15	
MAILING ADDRESS P.O. Box 11500			
CITY Reno STATE Nevada ZIP CODE 89550			
6. ASSIGNEE OF SECURED PARTY (IF ANY)		6A. SOCIAL SECURITY NO., FEDERAL TAX NO. OR BANK TRANSIT AND A.B.A. NO.	
NAME			
MAILING ADDRESS			
CITY STATE ZIP CODE			

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.

The collateral consists of all personal property and fixtures described in Exhibit "A" attached hereto, located or to be located upon the real property described in Exhibit "B" attached hereto and by this reference made a part hereof.

7A. _____ SIGNATURE OF RECORD OWNER	7C. \$ 3,100,000.00 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) NOV 22 1985

TOPAZ LODGE ENTERPRISES, a general partnership By: <u>[Signature]</u> SIGNATURE(S) OF DEBTOR(S)	TOPAZ LODGE, INC., a Nevada corporation By: <u>[Signature]</u> (TITLE) <u>President</u>
NEVADA NATIONAL BANK, a national banking association By: <u>[Signature]</u> SIGNATURE(S) OF SECURED PARTY (IES) <u>V.P.</u> (TITLE)	

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

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11. **Return Copy to**

NAME	Stephen V. Novacek, ESq.
ADDRESS	Hale, Lane, Peek, Dennison & Howard
CITY, STATE AND ZIP	P.O. Box 3237 Reno, Nevada 89505

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THIS SPACE FOR USE OF FILING OFFICER

EXHIBIT "A"

The collateral consists of all personal property and fixtures located or to be located upon the real property (the "Property") described in Exhibit "B", including, but not limited to, the following:

(a) All buildings, structures, improvements, appurtenances, furniture, furnishings, fixtures, equipment, building materials and other personal property, which have been constructed or brought upon, the Property, or used, or intended to be used in connection therewith, including but not limited to, equipment, appliances, machinery, engines, boilers, incinerators, apparatus, heating and air-conditioning systems, plumbing fixtures, floor and wall coverings, including all replacements and additions thereto; and

(b) All of the estate and interest, and any claim in law or in equity, which Debtor may hereafter acquire in the Collateral; and

(c) The rents, royalties, issues, profits and income of the Collateral, and all rights of Debtor under all present and future leases affecting the Collateral; and

(d) All proceeds and claims arising on account of any damage to, or taking of, the Collateral, or any part thereof, and all claims for relief and recoveries for any loss or diminution in value of the Collateral; and

(e) All of Debtor's general intangibles relating to the development or use of the Collateral, including, but not limited to, all governmental approvals and permits relating to construction of improvements on the Property; and

(f) All construction contracts, subcontracts, plans and specifications, architectural drawings, models, and renderings of every kind, relating to the collateral, which are hereby assigned to Beneficiary by Trustor.

EXHIBIT B

PARCEL A

All those certain lots, pieces or parcels of land situate in the County of Douglas, State of Nevada, described as follows:

PARCEL NO. 1

Lots 120,121,122, of TOPAZ SUBDIVISION, as shown on the map of TOPAZ SUBDIVISION, filed in the office of the County Recorder of Douglas County, Nevada, on August 10, 1954, as File No. 9774.

Assessment Parcel Nos. 39-121-05-(122), 39-121-06 (121), 39-121-07 (120)

That real property lying and being in Section 29k Township 10 North, Range 22 East, M.D.B.&M., Douglas County, State of Nevada, and more particularly described as follows:

Commencing at a point on the Northwest corner of Lot 123 of the Topaz Subdivision as recorded August 10, 1954, in the Official Records of Douglas County, Nevada, said point being the TRUE POINT OF BEGINNING;; Thence West, a distance of 60.00 feet; thence South 00°04 West, a distance of 420.00 feet thence East, a distance of 60.00 feet to the Southwest corner of Lot 120 of aforesaid subdivision; thence North 00°04 East, a distance of 420.00 feet to the True Point of Beginning

Assessor's Parcel No. 39-121-03

PARCEL NO. 2

All that certain lot, piece or parcel of land situate in the County of Douglas, State of Nevada, described as follows:

Lot 123, as shown on the map of TOPAZ SUBDIVISION, filed in the office of the County Recorder of Douglas County, Nevada, on August 10, 1954, as File No. 9774.

Assessment Parcel No. 39-121-04

PARCEL NO. 3

All those certain lots, pieces or parcels of land situate in the County of Douglas, State of Nevada, described as follows:

Lots 152, 153, and 154, of TOPAZ SUBDIVISION, as shown on the map of TOPAZ SUBDIVISION, filed in the office of the County Recorder of Douglas County, Nevada, on August 10, 1954, as File No. 9774.

Assessment Parcel Nos. 39-102-07- (Lot 152), 39-102-06 (Lot 153), 39-102-05 (Lot 154)

All that certain piece or parcel of land situate in the Southwest Quarter of Section 29, Township 10, North, Range 22 East, M.D.B. & M. County of Douglas, State of Nevada, described as follows:

Beginning at the intersection of the West line of Genoa Street and the South line of Topaz Subdivision, as shown on the map thereof, filed in the office of the County Recorder of Douglas County, Nevada, on August 10, 1954; thence North 0°04' East along said west line of Genoa Street, a distance of 154.86 feet to the true point of beginning; thence continuing North 0°04' east 265.14 feet to the South line of Kit Carson Avenue, as shown on the map of Topaz Subdivision; thence West 385.87 feet to a point on the Easterly right of way curve of U.S. Highway 395 as described in the conveyance to the state of Nevada, recorded August 31, 1948, in Book Y of Deeds at page 474, Douglas County, Nevada, records; thence Southeasterly along a curve having a radius of 4575 feet subtending a central angle of 3°28'38" an arc distance of 277.71 feet to a point; thence leaving said right of way line, East a distance of 303.29 feet to the true point of beginning.

A.P. No. 39-121-01

PARCEL NO. 2

All that certain piece or parcel situate in the Southwest Quarter of Section 29, Township 10 North, Range 22 East, M.D.B. & M., described as follows:

Beginning at a 7/8 inch iron bar at the intersection of the West line of Genoa Street and the South line of Topaz Subdivision, as shown on the map of said subdivision, filed in the Office of the County Recorder of Douglas County, Nevada, on August 10, 1954, under Document No. 9774, Douglas County, Nevada, Records; thence from the point of beginning North 0°04' East along the West line of Genoa Street a distance of 154.86 feet to a 7/8 inch iron bar, thence West 303.29 feet, to a point in the Easterly Right of Way line of U.S. Highway 395, as described in the conveyance to the State of Nevada, recorded August 31, 1948, in Book Y of Deeds at page 473, Douglas County, Nevada, Records; thence along said highway right of way line along a curve to the right having a radius of 4575 feet, through an angle of 2°00'12", for an arc distance of 160.00 feet, to the intersection thereof, with the North line of the parcel conveyed to the M.K. & D Company, recorded April 1, 1955 in Book B1 of Deeds at page 316, Douglas County, Nevada, Records; thence East along the line common to said M.K. & D. Company parcel a distance of 263.06 feet to the point of beginning.

A.P. No. 39-121-02

All that certain piece or parcel of land situate in the County of Douglas, State of Nevada, described as follows:

A parcel of land being a portion of the Northwest 1/4 of the Southwest 1/4 of Section 29, Township 10 North, Range 22 East; M.D.B. & M. Douglas County, Nevada and more particularly described as follows:

COMMENCING at the Southwest corner of Lot 152, TOPAZ SUBDIVISION, filed in the Douglas County Recorder's Office on August 10, 1954, thence West a distance of 60 feet to the true point of beginning:

Thence continuing West a distance of 406.39 feet more or less, to a point in the curve of the easterly right of way line of U.S. Highway 395, and then (150 feet in width), a Radial bearing South $70^{\circ}20'59''$ West, thence Northerly along said right of way line through a curve whose central angle is $3^{\circ}45'26''$ having a radius of 4574.00 feet, an arc length of 300.00 feet to a point; thence $89^{\circ}57'00''$ East, a distance of 516.88 feet to a point in the Westerly line of Genoa Street. (60 feet in width) thence South $0^{\circ}04'00''$ West along said Westerly line, a distance of 288.50 feet to the TRUE POINT OF BEGINNING.

A.P.N. 39-101-04

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PARCEL NO. 1

All that certain piece or parcel of land situate in the County of Douglas, State of Nevada, and being a portion of the S 1/2 of the SW 1/4 of Section 29, Township 10 North, Range 22 East, M.D.B. & M., more particularly described as follows:

Commencing at the Northwest corner of Lot 20, as shown on the amended map of Topaz Lodge Subdivision filed in the Office of the County Recorder, Douglas County, Nevada, on September 16, 1958, and whose file number is 13594; thence West a distance of 579.13 feet to a point of the easterly right of way line of Highway No. 395, said point being the true point of beginning; thence East a distance of 519.13 feet to a point on the Westerly right of way line of Eureka street; thence South a distance of 300.00 feet along the Westerly right of way line of Eureka Street to a point; thence West to a point on the Easterly right of way line of Highway No. 395 to a point; thence Northwesterly along the Easterly right of way line of Highway No. 395 to the true point of beginning.

Excepting therefrom that portion conveyed to the State of Nevada for Highway purposes.

A.P. No. 39-142-01

PARCEL NO. 2

A parcel of land on the East side of U.S. Highway 395, occupied by the Topaz Lodge and being in the South 1/2 of the Southwest 1/4 of Section 29, Township 10 North, Range 22 East, M.D.B. & M. in Douglas County, Nevada, more fully described as follows:

BEGINNING at a point from which the 1/4 corner on the South boundary of said Section 29 lies East 1070.00 feet and South 225 feet; thence West parallel to the South line of Section 29, 416.84 feet to a point on the East right of way line of Highway 395; thence following the said right of way line Northerly on a curve to the left with a radius of 4,575 feet from a tangent bearing North 5°23'40" West for a distance of 608.90 feet; thence East 519.13 feet; thence South 600 feet to the Point of Beginning.

EXCEPTION THEREFROM all that certain lot, piece or parcel of land situate in the County of Douglas, State of Nevada, bounded and described as follows:

COMMENCING at the Northwest corner of Lot 20, as shown on the amended map of Topaz Lodge Subdivision filed in the Office of the

Continued...

County Recorder, Douglas County, Nevada, on September 16, 1958, and whose file number is 13594; thence West a distance of 579.13 feet to a point on the Easterly right of way line of Highway No. 395, said point being the true point of beginning; thence East a distance of 519.13 feet to a point on the Westerly right of way line of Eureka Street; thence South a distance of 300.00 feet along the Westerly right of way line of Eureka Street to a point; thence West to a point; thence Northwesterly along the Easterly right of way line of Highway No. 395 to the true point of beginning.

The above excepted parcel was conveyed to Harold L. Roberts and Lois Roberts, his wife, by Topaz Lodge, Inc., a Nevada corporation, in Deed dated November 8, 1966, recorded January 17, 1967, in Book 47, Pge 218 as File No. 35177, Official Records of Douglas County, Nevada.

Assessment Parcel No. 39-142-02

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COPY

REQUESTED BY
LAWYERS TITLE

IN OFFICIAL RECORDS OF
DOUGLAS CO. NEVADA

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SUZANNE BLAUDREAU
RECORDER

\$12⁰⁰ PAID *[Signature]* DEPUTY

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