

**STANDARD FORM
UNIFORM COMMERCIAL CODE - FINANCING STATEMENT - FORM UCC-1**

JULIUS BLUMBERG, INC. N.Y.C. 10013

Douglas Co NY

INSTRUCTIONS

- 1 PLEASE TYPE this form. Fold only along perforation for mailing.
- 2 Remove Secured Party and Debtor copies and send other 3 copies with interleaved carbon paper to the filing officer. Enclose filing fee.
- 3 If the space provided for any item(s) on the form is inadequate the item(s) should be continued on additional sheets, preferably 5" x 8" or 8" x 10". Only one copy of such additional sheets need be presented to the filing officer with a set of three copies of the financing statement. Long schedules of collateral, indentures, etc., may be on any size paper that is convenient for the secured party. Indicate the number of additional sheets attached.
- 4 If collateral is crops or goods which are or are to become fixtures, describe generally the real estate and give name of record owner.
- 5 When a copy of the security agreement is used as a financing statement, it is requested that it be accompanied by a completed but unsigned set of these forms, without extra fee.
- 6 At the time of original filing filing officer should return third copy as an acknowledgement. At a later time, secured party may date and sign Termination Legend and use third copy as a Termination Statement.

This **FINANCING STATEMENT** is presented to a filing officer for filing pursuant to the Uniform Commercial Code:

3. Maturity date (if any): **XX**

1. Debtor(s) (Last Name First) and address(es) ECONOCOM-USA, INC. XXXXXXXXXXXXXXXXXXXX XXXXXXXXXX 4385 Poplar Ave. Memphis TN 38117	2. Secured Party(ies) and address(es) U S WEST Financial Services Inc. 11600 College Boulevard Suite 200 Overland Park KS 66210	For Filing Officer (Date, Time, Number, and Filing Office) <p align="center" style="font-size: 24pt;">06708</p>
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4. This financing statement covers the following types (or items) of property:

See Item 4 on "attachment to UCC-1:
 Econocom-USA, Inc., Debtor; U S WEST Financial
 Services, Inc., Secured Party" which is hereby
 incorporated herein by reference and hereby made
 a part hereof.

Harrah's Club Equipment Schedule NO. 20

5. Assignee(s) of Secured Party and
 Address(es)

N/A

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This statement is filed without the debtor's signature to perfect a security interest in collateral. (check if so) Filed with:

already subject to a security interest in another jurisdiction when it was brought into this state.

which is proceeds of the original collateral described above in which a security interest was perfected.

Check if covered: Proceeds of Collateral are also covered. Products of Collateral are also covered. No. of additional Sheets presented: **2**

ECONOCOM-USA, INC. Rodney Newbill	U S WEST Financial Services, Inc. Judy Downard
Vice President	Credit Manager
By: <i>[Signature]</i>	By: <i>[Signature]</i>
Signature(s) of Debtor(s)	Signature(s) of Secured Party(ies)
Title	Title

STANDARD FORM - FORM UCC-1

(For Use In Most States)



A T T A C H M E N T

TO UCC-1: ECONOCOM-USA, INC., Debtor;
U S WEST FINANCIAL SERVICES INC., Secured Party

Item 4. This financing statement covers the following types (or items) of property:

All of Debtor's right, title and interest in and to the following (including but not limited to each item of equipment described on Schedule "A" a copy of which is attached to and incorporated herein by reference):

- a. Equipment: Each item of equipment described on Schedule "A" hereto (collectively, the "Equipment").
- b. Lease: The Equipment is leased by Debtor, as Lessor, under Equipment Schedule No. 20 to the Master Lease Agreement, dated September 25, 1985 (the "Lease"), to the Lessee named below.

Lessee: Harrah's Club
Address: 300 E. Second St.
Reno, NV 89504
Location of Equipment: See attached Schedule "A"

- c. Lease Payments: All rental payments and other amounts payable by the Lessee under the Lease or pursuant to any guaranty thereof, from and after the date of such Security Agreement ("Lease Payments").

(d) Accessions: all Accessions (as defined in Section 314 (1) of Article Nine of the Uniform Commercial Code as in effect in the State of Colorado from time to time, provide that, notwithstanding its exclusion under such definition, any additional equipment leased by Debtor to a Lessee in order to upgrade or enhance the capacity or existing capability of Equipment shall also constitute an Accession for purposes of this Agreement) leased by Debtor pursuant to an amendment or modification to such Lease in accordance with Section 5(b) hereof, and

(e) Proceeds: All rents, issues, profits, products and proceeds of any of the foregoing and of any insurance required under the Lease or any agreement between Debtor and Secured Party.

(The date of the Security Agreement referred to in paragraph C above is March 18, 1988.)

✓ Illinois Code Co.
P.O. Box 2969
Springfield, Illinois
62708

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SCHEDULE "A"
HARRAH'S CLUB
EQUIPMENT SCHEDULE NO. 20

<u>Item No.</u>	<u>Mfr.</u>	<u>Qty.</u>	<u>Type</u>	<u>Machine Feature</u>	<u>Description</u>	<u>Serial</u>
1.	IBM	1		5632-5382	V.35 Line Cable Connector	24192
2.	IBM	1		9609-5382	V.35 External Cable	24192
3.	IBM	1		1521-5382	X.25 Communication	
4.	IBM	1		5660-5382	H/SPD Line Remote	21582

LOCATION: HARRAH'S TAHOE
Highway 50
Stateline, NV 89449

REQUESTED BY
Illinois Code Company
IN OFFICIAL RECORDS OF
DOUGLAS COUNTY, NEVADA

'88 MAY -9 P3:47

SUZANNE BEAUREAU
RECORDER

S. S. PAUL DEPUTY

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