

Del Webb Hotels
 ✓ ATT: GERALD C. HEETLAND
 P.O. Box 80180 - Las Vegas, NV 89180

STATE OF NEVADA

REORDER FROM
Registré, Inc.
 514 PIERCE ST.
 P.O. BOX 218
 ANOKA, MN, 55303
 (612) 421-1713

UNIFORM COMMERCIAL CODE—FINANCING STATEMENT CHANGE—FORM N-UCC-2
IMPORTANT—Read instructions on back before filling out form

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

1. FILE NO OF ORIG FINANCING STATEMENT 181447 BK. 788 PG. 297		1A. DATE OF FILING OF ORIG FINANCING STATEMENT 7/5/88		1B. DATE OF ORIG FINANCING STATEMENT		1C. PLACE OF FILING ORIG FINANCING STATEMENT Douglas County Recorder, NV	
2. DEBTOR (AS APPEARS ON ORIGINAL FINANCING STATEMENT) (ONE NAME ONLY) <input checked="" type="checkbox"/> LEGAL BUSINESS NAME Sahara Tahoe Corporation <input type="checkbox"/> INDIVIDUAL (LAST NAME FIRST)						2A. SOCIAL SECURITY OR FEDERAL TAX NO.	
2B. MAILING ADDRESS (AS APPEARS ON ORIGINAL FINANCING STATEMENT) 2300 Paseo Del Prado, Suite A-206				2C. CITY, STATE Las Vegas, NV		2D. ZIP CODE 89102	
3. ADDITIONAL DEBTOR (IF ANY) (ONE NAME ONLY) <input type="checkbox"/> LEGAL BUSINESS NAME <input type="checkbox"/> INDIVIDUAL (LAST NAME FIRST)						3A. SOCIAL SECURITY OR FEDERAL TAX NO.	
3B. MAILING ADDRESS				3C. CITY, STATE		3D. ZIP CODE	
4. ADDITIONAL DEBTOR (IF ANY) (ONE NAME ONLY) <input type="checkbox"/> LEGAL BUSINESS NAME <input type="checkbox"/> INDIVIDUAL (LAST NAME FIRST)						4A. SOCIAL SECURITY OR FEDERAL TAX NO.	
4B. MAILING ADDRESS				4C. CITY, STATE		4D. ZIP CODE	
5. SECURED PARTY NAME Morgan Guaranty Trust Company of New York, as Agent for the Banks listed on Schedule 1 attached hereto and made a part hereof. MAILING ADDRESS 23 Wall Street CITY New York STATE New York ZIP CODE 10015						5A. SOCIAL SECURITY NO., FED. TAX NO. OR BANK TRANSIT AND A.B.A. NO.	
6. ASSIGNEE OF SECURED PARTY (IF ANY) NAME MAILING ADDRESS CITY STATE ZIP CODE						6A. SOCIAL SECURITY NO., FED. TAX NO. OR BANK TRANSIT AND A.B.A. NO.	
7. A <input type="checkbox"/> CONTINUATION—The original Financing Statement between the foregoing Debtor and Secured Party bearing the file number and date shown above is continued. If collateral is crops or timber, fixtures, or oil, gas or minerals check here <input type="checkbox"/> and insert description of real property on which growing or to be grown or to which affixed or to be affixed or from which to be extracted in Item 8 below. If crops or fixtures, also insert name of record owner of real estate. Effective only if submitted within 6 months prior to expiration date.							
B <input type="checkbox"/> RELEASE—From the collateral described in the Financing Statement bearing the file number shown above, the Secured Party releases the collateral described in Item 8 below. Release does not terminate debt.							
C <input type="checkbox"/> ASSIGNMENT—The Secured Party certifies that the Secured Party has assigned to the Assignee above named, all or part of the Secured Party's rights under the Financing Statement bearing the file number shown above in the collateral described in Item 8 below.							
D <input checked="" type="checkbox"/> TERMINATION—The Secured Party certifies that the Secured Party no longer claims a security interest under the Financing Statement bearing the file number shown above.							
E <input type="checkbox"/> AMENDMENT—The Financing Statement bearing the file number shown above is amended as set forth in Item 8 below. (Signature of Debtor(s) and Secured Party(ies) required on all amendments)							

8.

9. (Date) 3/27 1989

By: [Signature] (TITLE)

By: MORGAN GUARANTY TRUST COMPANY OF NEW YORK, as Agent for the Banks listed on Schedule 1 attached hereto (TITLE)

10. This Space for Use of Filing Officer (Date, Time, Filing Office)

11. Return Copy to

NAME David Britsch
 ADDRESS Kaye, Scholer, Fierman, Hays & Handler
 CITY, STATE 425 Park Avenue
 AND ZIP New York, New York 10022

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THIS SPACE FOR USE OF FILING OFFICER

SCHEDULE 1

to

FINANCING STATEMENT BY MORGAN GUARANTY TRUST COMPANY, AS AGENT
("SECURED PARTY") AGAINST SAHARA NEVADA CORPORATION ("DEBTOR")

NAMES OF BANKS* FOR WHICH
MORGAN GUARANTY TRUST COMPANY OF
NEW YORK IS AGENT

<u>Bank</u>	<u>Address</u>
Morgan Guaranty Trust Company of New York, in its individual capacity	23 Wall Street New York, New York 10015
Morgan Guaranty Trust Company of New York, St. Helier, Jersey Office	Euro-Dollar Lending Office: c/o Morgan Data Services, Inc. Euro-Loan Servicing Unit 902 Market Street P.O. Box 2165 Wilmington, Delaware 19899
Manufacturers Hanover Trust Company	270 Park Avenue - 47th Floor New York, New York 10017
Bank of America National Trust and Savings Association	555 South Flower Street Los Angeles, California 90071 Attn: Manufacturing/Consumer Products #5145
The Valley National Bank of Arizona	241 North Central 9th Floor A714 Phoenix, Arizona 85004
Mellon Bank, N.A.	One Mellon Bank Center RM #4312 Pittsburgh, Pennsylvania 15258
First Interstate Bank of California	707 Wilshire Boulevard (W35-1) Los Angeles, California 90017

* The term "Banks" as used in this financing statement shall include the successors and assigns of each of the Banks listed herein and the term "Agent" in this financing statement shall include the successors and assigns of the Agent.

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<u>Bank</u>	<u>Address</u>
First Interstate Bank of Nevada, N.A.	One East First Street P.O. Box 11007 Reno, Nevada 89520
Marine Midland Bank, N.A.	140 Broadway New York, New York 10015
Centerre Bank, N.A.	One Centerre Plaza St. Louis, Missouri 63101
Security Pacific National Bank	Security Pacific Plaza 333 South Hope Street H-11-50 Los Angeles, California 90071
United Bank of Arizona	3300 North Central P.O. Box 2908 Phoenix, Arizona 85062
The Arizona Bank	101 North First Avenue P.O. Box 2511 Phoenix, Arizona 85004
First Fidelity Bank, N.A., New Jersey	2-6 North Avenue West Cranford, New Jersey 07016

REQUESTED BY
Del Webb Corporation
IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

'89 APR 26 P1:16

SUZANNE BEAUDREAU
RECORDER

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