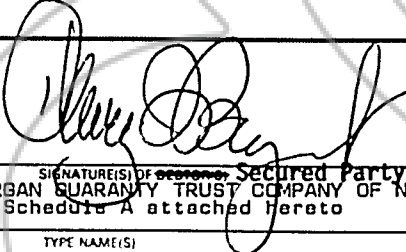


UNIFORM COMMERCIAL CODE—FINANCING STATEMENT CHANGE—FORM N-UCC-2  
IMPORTANT—Read instructions on back before filling out form

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

1. FILE NO. OF ORIG. FINANCING STATEMENT BK.: 1284, PG.: 2775. INST.: 111898		1A. DATE OF FILING OF ORIG. FINANCING STATEMENT 12/28/84		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 NEVADA CASINO HOTELS, INC. <input type="checkbox"/> INDIVIDUAL (LAST NAME FIRST)						2A. SOCIAL SECURITY OR FEDERAL TAX NO.	
2B. MAILING ADDRESS (AS APPEARS ON ORIGINAL FINANCING STATEMENT) 100 East Fremont Street				2C. CITY, STATE Las Vegas, Nevada		2D. ZIP CODE 89101	
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 MAILING ADDRESS CITY		MORGAN GUARANTY TRUST COMPANY OF NEW YORK, as Agent for the Banks listed on Schedule A attached hereto and made a part hereof. 23 Wall Street New York				5A. SOCIAL SECURITY NO., FED. TAX NO. OR BANK TRANSIT AND A.B.A. NO.	
		STATE		New York		ZIP CODE 10015	
6. ASSIGNEE OF SECURED PARTY (IF ANY) NAME MAILING ADDRESS CITY						6A. SOCIAL SECURITY NO., FED. TAX NO. OR BANK TRANSIT AND A.B.A. NO.	
						STATE	
						ZIP CODE	
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)							

THIS SPACE FOR USE OF FILING OFFICER

8.		10. This Space for Use of Filing Officer (Date, Time, Filing Office)	
9.		By:  (Date) <u>3/27</u> 19 <u>89</u>	
		SIGNATURE(S) OF SECURED PARTY (TITLE) MORGAN GUARANTY TRUST COMPANY OF NEW YORK, as Agent for the Banks listed on Schedule A attached hereto	
		TYPE NAME(S)	
		By: _____ (TITLE)	
		SIGNATURE(S) OF SECURED PARTY(IES)	
		TYPE NAME(S)	

11. **Return Copy to**

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

200868  
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SCHEDULE A

to

FINANCING STATEMENT BY MORGAN GUARANTY TRUST COMPANY, AS AGENT ("SECURED PARTY") AGAINST NEVADA CASINO ASSOCIATES, L.P. ("DEBTOR") AND SAHARA TAHOE CORPORATION AND SAHARA NEVADA CORPORATION AS ADDITIONAL DEBTORS ("ADDITIONAL DEBTORS")

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 (Channel Islands) 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	350 Park Avenue New York, New York 10022
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 P.O. Box 71 Phoenix, Arizona 85001
Mellon Bank, N.A.	555 South Flower Street Suite 4070 Los Angeles, California 90071
First Interstate Bank of California	707 Wilshire Boulevard Los Angeles, California 90017
First Interstate Bank of Nevada, N.A.	One East First Street P.O. Box 11007 Reno, Nevada 89520

\* 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>
Marine Midland Bank, N.A.	140 Broadway New York, New York 10015
Centerre Bank	510 Locust Street St. Louis, Missouri 63101
Security Pacific National Bank	Security Pacific Plaza 333 South Hope Street Los Angeles, California 90071
United Arizona Bank	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	550 Broad Street Newark, New Jersey 07102

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

'89 APR 26 P1:19

SUZANNE BEAUOREAU  
RECORDER

200868

\$ 7<sup>00</sup> PAID *KB* DEPUTY  
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