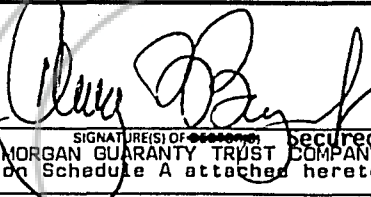


UNIFORM COMMERCIAL CODE—FINANCING STATEMENT CHANGE—FORM N-UCC-2
IMPORTANT—Read instructions on back before filling out form

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

1. FILE NO. OF ORIG FINANCING STATEMENT BK.: 1284, PG.: 2587, INST.: 111888	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 type="checkbox"/> LEGAL BUSINESS NAME <input type="checkbox"/> INDIVIDUAL (LAST NAME FIRST) NEVADA CASINO ASSOCIATES, LIMITED PARTNERSHIP			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 See Schedule 1 attached hereto for additional Debtors and/or <input type="checkbox"/> INDIVIDUAL (LAST NAME FIRST) Trade Names.			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 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.			

THIS SPACE FOR USE OF FILING OFFICER

9. By:  (Date) 3/27 19 89
By: Henry I. Bryant
SIGNATURE(S) OF SECURED PARTY MORGAN GUARANTY TRUST COMPANY OF NEW YORK, as Agent for the Banks listed on Schedule A attached hereto (TITLE)
TYPE NAME(S)

By: _____ (TITLE)
SIGNATURE(S) OF SECURED PARTY(IES)
TYPE NAME(S)

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, NY 10022

200870
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(05977)

SCHEDULE 1

The names and addresses of the Additional Debtors and/or Trade names are as follows:

1. Sahara Nevada Corporation
100 East Fremont Street
Las Vegas, Nevada 98101
2. Sahara Tahoe Corporation
3800 North Central Avenue
Phoenix, Arizona 85012
3. The High Sierra Hotel and Casino
4. The Mint Hotel and Casino
5. Del Webb's Nevada Club

COPY

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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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Bank
Marine Midland Bank, N.A.

Address
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 P1:22

SUZANNE BEAUDREAU
RECORDER

\$13⁰⁰ PAID *k12* DEPUTY
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