

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 173110	1A. DATE OF FILING OF ORIG FINANCING STATEMENT February 24, 1988	1B. DATE OF ORIG FINANCING STATEMENT February 23, 1988	1C. PLACE OF FILING ORIG FINANCING STATEMENT DOUGLAS COUNTY
2. DEBTOR (AS APPEARS ON ORIGINAL FINANCING STATEMENT) (ONE NAME ONLY) <input type="checkbox"/> LEGAL BUSINESS NAME <input type="checkbox"/> INDIVIDUAL (LAST NAME FIRST) HOLIDAY INNS, INC.			2A. SOCIAL SECURITY OR FEDERAL TAX NO. 62-0524913
2B. MAILING ADDRESS (AS APPEARS ON ORIGINAL FINANCING STATEMENT) 1023 Cherry Road		2C. CITY, STATE Memphis, TN	2D. ZIP CODE 38117
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 Valley Bank of Nevada, as Collateral Agent MAILING ADDRESS 300 South Fourth Street CITY Las Vegas STATE NV ZIP CODE 89101			5A. SOCIAL SECURITY NO., FED. TAX NO. OR BANK TRANSIT AND A.B.A. NO. 88-6004222
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.  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  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.

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.

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.

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.

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. SEE EXHIBIT A ATTACHED HERETO AND MADE A PART HEREOF

9. By: [Signature] (Date) February 7 1990  
SIGNATURE(S) OF DEBTOR(S) Stephen Brammell (TITLE) Asst Secretary  
HOLIDAY INNS, INC.  
TYPE NAME(S)

By: [Signature] AVP & Trust Officer  
SIGNATURE(S) OF SECURED PARTY(S) (TITLE)  
VALLEY BANK OF NEVADA, as Collateral Agent  
TYPE NAME(S)

11. Return Copy to

NAME Davis Polk & Wardwell  
ADDRESS 1 Chase Manhattan Plaza  
CITY, STATE New York, New York 10005  
AND ZIP Attn: Ms. Peggy Ahn

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

219689

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THIS SPACE FOR USE OF FILING OFFICER

DEBTOR: Holiday Inns, Inc.  
SECURED PARTY: Valley Bank of Nevada, as Collateral Agent

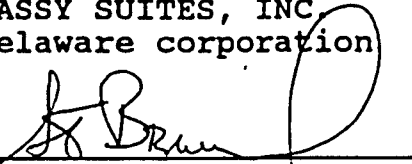
EXHIBIT A to UCC-2 (Item No. 8)

Embassy Suites, Inc., a Delaware corporation, is hereby substituted as Debtor for Holiday Inns, Inc., pursuant to that certain Reimbursement Agreement, dated as of February 23, 1988, among Holiday Corporation, Holiday Inns, Inc., and The Sumitomo Bank, Limited, New York Branch, as amended by a certain Waiver, Release and Amendment, dated as of February 7, 1990, among Embassy Suites, Inc., The Promus Companies Incorporated, Holiday Corporation, Holiday Inns, Inc., and The Sumitomo Bank, Limited, New York Branch.

Signature of Embassy Suites, Inc.  
as substituted Debtor:

EMBASSY SUITES, INC.  
a Delaware corporation

BY



REQUESTED BY  
First American Title Co  
IN OFFICIAL RECORDS OF  
DOUGLAS CO., NEVADA

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SUZANNE BEAUDREAU  
RECORDER

219689

02/03/90 3:07pm

\$ 11.00 PAID K'o DEPUTY  
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