

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 153198	1A. DATE OF FILING OF ORIG. FINANCING STATEMENT April 15, 1987	1B. DATE OF ORIG. FINANCING STATEMENT April 8, 1987	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) HARRAH'S CLUB		2A. SOCIAL SECURITY OR FEDERAL TAX NO. 88-1011242	
2B. MAILING ADDRESS (AS APPEARS ON ORIGINAL FINANCING STATEMENT) 300 East Second Street		2C. CITY, STATE Reno, NV	2D. ZIP CODE 89501
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: WILMINGTON TRUST COMPANY AND WILLIAM J. WADE, COLLATERAL TRUSTEES MAILING ADDRESS: Rodney Square North CITY: Wilmington STATE: Delaware ZIP CODE: 19890		5A. SOCIAL SECURITY NO., FED. TAX NO. OR BANK TRANSIT AND A.B.A. NO. 51-6165144	
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. (Date) FEBRUARY 7, 1990

By: _____ (SIGNATURE(S) OF DEBTOR(S)) _____ (TITLE)

By: Donna Mclellan-Moran (TYPE NAME(S))
William J. Wade (TYPE NAME(S))
 DONNA MCLELLAN-MORAN AND WILLIAM J. WADE, COLLATERAL TRUSTEES

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

REQUESTED BY
FIRST NEVADA TITLE COMPANY
 IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

90 AUG 14 P12:17
232272

SUZANNE BEAUDREAU
RECORDER
BOOK 890 PAGE 1954
\$10.00 PAID DEPUTY FILING FEE
SEE INSTRUCTIONS

11. Return Copy to

NAME Latham & Watkins
 ADDRESS 633 West Fifth Street, Ste 4000
 CITY, STATE Los Angeles, CA 90071
 AND ZIP Attn: Deborah Scofield

(1) FILING OFFICER COPY -- ALPHABETICAL.
 UNIFORM COMMERCIAL CODE - FORM UCC-2 (Rev. 7-86) Approved by the Nevada Secretary of State