

STATE OF NEVADA

ORDER FROM
Register, Inc.
 314 PINE ST.
 P.O. BOX 210
 ANCHORAGE, ALA. 36503
 (205) 426-1713

UNIFORM COMMERCIAL CODE — FINANCING STATEMENT — FORM UCC-1

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

IMPORTANT: Read instructions on back before filling out form.

Receipt No. _____

1. DEBTOR (ONE NAME ONLY) <input type="checkbox"/> LEGAL BUSINESS NAME <input checked="" type="checkbox"/> INDIVIDUAL (LAST NAME FIRST) Harich Tahoe Developments		1A. SOCIAL SECURITY OR FEDERAL TAX NO. 88-0172977	
1B. MAILING ADDRESS XX P.O. Box 5790		1E. CITY, STATE Stateline Nevada	
1C. RESIDENCE ADDRESS 295 Highway 50, Suite 10		1F. CITY, STATE Stateline Nevada	
1D. ZIP CODE 89449		1G. ZIP CODE 89449	

2. ADDITIONAL DEBTOR (IF ANY) (ONE NAME ONLY)
 LEGAL BUSINESS NAME
 INDIVIDUAL (LAST NAME FIRST)

2A. SOCIAL SECURITY OR FEDERAL TAX NO.

3. ADDITIONAL DEBTOR(S) ON ATTACHED SHEET <input type="checkbox"/>			
4. SECURED PARTY NAME Greyhound Financial Corporation MAILING ADDRESS 1850 North Central Avenue CITY Phoenix STATE Arizona ZIP CODE 85077		4A. SOCIAL SECURITY NO. FEDERAL TAX NO. OR BANK TRANSIT AND A.B.A. NO. 94-1278569	
5. ASSIGNEE OF SECURED PARTY (IF ANY) NAME _____ MAILING ADDRESS _____ CITY _____ STATE _____ ZIP CODE _____		5A. SOCIAL SECURITY NO. FEDERAL TAX NO. OR BANK TRANSIT AND A.B.A. NO.	

6. This FINANCING STATEMENT covers the following types or items of property (if crops or timber, include description of real property on which growing or to be growing and name of record owner of such real estate; if fixtures, include description of real property to which affixed or to be affixed and name of record owner of such real estate; if oil, gas or minerals, include description of real property from which to be extracted).

See Exhibit 1 attached hereto and incorporated herein by this reference

6A. _____ SIGNATURE OF RECORD OWNER	6C. \$ _____ MAXIMUM AMOUNT OF INDEBTEDNESS TO BE SECURED AT ANY ONE TIME (OPTIONAL)
6B. _____ (TYPE) RECORD OWNER OF REAL PROPERTY	

7. Check if Applicable <input checked="" type="checkbox"/>	A. <input checked="" type="checkbox"/> Proceeds of collateral are also covered	B. <input checked="" type="checkbox"/> Products of collateral are also covered	C. <input type="checkbox"/> Proceeds of above described original collateral in which a security interest was perfected (Debtor's Signature Not Required)	D. <input type="checkbox"/> Collateral was brought into this State subject to security interest in another jurisdiction (Debtor's Signature Not Required)
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8. Check if Applicable **DEBTOR IS A "TRANSMITTING UTILITY" IN ACCORDANCE WITH NRS 704.205 AND NRS 104.9403.**

9. (Date) 4/4 1994

By see attached signature page (TITLE) _____

TYPE NAME(S)

By see attached signature page (TITLE) _____

TYPE NAME(S)

11. This Space for Use of Filing Officer: (Date, Time, File Number and Filing Officer)

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10. Return Copy to:

DeConcini McDonald Brammer Yetwin & Lacy 2901 North Central Avenue, Suite 1644 Phoenix, Arizona 85012-2736 attn: Ronlad M. Stoll	Trust Account Number (if Applicable)
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"SECURED PARTY"

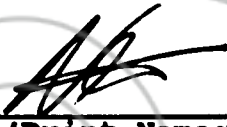
**GREYHOUND FINANCIAL CORPORATION, a
Delaware corporation**

By: _____
Type/Print Name: _____
Title: _____

"DEBTOR"

**HARICH TAHOE DEVELOPMENTS, a Nevada
general partnership**

By: **Lakewood Development Inc., a
Nevada corporation**

By: 
Type/Print Name: BRANK W. WARDEN
Title: Asst. TREAS.

By: **Ridgewood Development Inc., a
Nevada corporation**

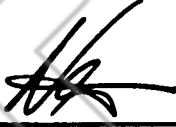
By: 
Type/Print Name: BRANK W. WARDEN
Title: Asst. TREAS.

EXHIBIT 1

SECURED PARTY: Greyhound Financial Corporation, a Delaware corporation

DEBTOR: Harich Tahoe Developments, a Nevada general partnership

PERSONAL PROPERTY

All fixtures and tangible and intangible personal property which now or hereafter is owned by Debtor and either is now or hereafter located on the real property described in Schedule A hereto ("Real Property") or is intended or exclusively necessary for the ownership, development, use or operation of any of such Real Property or any business of Debtor conducted thereon or with respect thereto ("Personal Property"), including, without limitation, the following:

1. mineral rights, leases, subleases, licenses, concessions or other agreements (whether written or oral or now or hereafter in effect) which grant a possessory interest in and to, or the right to use, any portion of the Real Property and/or any portion of the Personal Property;

2. rents, revenues, royalties, bonus, delay rentals, issues, income, proceeds, profits, security and other types of deposits, and other benefits now or hereafter paid or payable for using, leasing, licensing, possessing, operating, residing in, mining or otherwise enjoying any portion of the Real Property or Personal Property or arising from the operation of any business of Debtor conducted on or with respect to the Real Property or Personal Property, including, without limitation, income from the rental or license, of the use of rooms for lodging, meeting or banquet purposes;

3. all furniture, furnishings, equipment, inventory and other goods and other items of tangible personal property, including, without limitation: all building and other materials; vehicles; machinery; engines; boilers, furnaces, oil burners, coolers, refrigeration plants, water and sewer treatment equipment, incinerators, appliances and equipment for generating, regulating or distributing air, water, heat, electricity, light and fuel for ventilating, cooling or sanitary purposes, for the exclusion of vermin or insects, or for the removal of dust, refuse or garbage; sprinkling and irrigation systems; alarm systems; reservation systems; telephone, communication, computer, surveillance and other electronic systems; audio-visual equipment; wall safes; cabinets, shelving, lockers, partitions, doors, vaults, elevators, awnings, window shades, venetian blinds, drapes, drapery rods, brackets, screens, floor tile, linoleum, carpets, art work, appliances, built-in furniture and bars, sofas, beds, lamps, tables, chairs and

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linens; walk-in refrigerator boxes, deep freeze cabinets, steam tables, dishwashers, bake ovens, set-up tables, kitchen ranges and any and all other heavy kitchen equipment; and cleaning equipment;

4. (i) deposits made by third parties (including tenants' security deposits and escrow deposits under contracts of sale); (ii) bank accounts, impound accounts for the payment of taxes, insurance and other expenses, and funds deposited with or held by Secured Party with respect hereto; (iii) documents, insurance policies, loan commitments, accounts, chattel paper, contract rights, general intangibles and instruments, including those pertaining to the sale of any portion of the Real Property or Personal Property and related escrow and security agreements, which arise from or relate to the Real Property or the Personal Property or any transaction with respect thereto or any business of Debtor conducted thereon or with respect thereto; (iv) all tax refunds relating to the Real Property or Personal Property and all other refundable or reimbursable fees, deposits or other funds or evidences of credit or indebtedness pertaining to any portion of the Real Property or Personal Property or any business of Debtor conducted thereon or with respect thereto and now or hereafter deposited with any governmental authority or other person or entity, including, without limitation, all tap fees, utility deposits, deposits on construction and materials contracts, commitment fees and development costs; (v) books and records, computer software, plans and specifications, shop drawings, bonds, construction contracts, architect/engineer agreements, option rights, management agreements, marketing agreements, franchise agreements, exchange affiliation agreements, equipment leases, maintenance contracts, service contracts and warranties which relate to the ownership, use, operation, construction, improvement or repair of the Real Property or Personal Property, or any business of Debtor conducted thereon or with respect thereto; (vi) trade names, trademarks, service marks, customer lists and copyrights used in connection with the Real Property or Personal Property or any business of Debtor conducted thereon or with respect thereto; and (vii) permits, licenses, franchises, certificates and other rights and privileges obtained in connection with ownership, use, operation, construction, improvement, and/or repair of the Real Property or Personal Property or any business of Debtor conducted thereon or with respect thereto;

5. (i) water stock and other rights now or hereafter associated with the Real Property or Personal Property, including, without limitation, all rights to water located on or adjacent to the Real Property, and (ii) rights to receive or install utility servicing, including, sewer, water, electricity, gas, cable television and telephone;

6. all causes of action and claims of Debtor relating to any casualty to or taking of the Real Property or the Personal Property or any rights appurtenant thereto; and

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7. all cash and non-cash proceeds (including, without limitation, accounts, chattel paper, contracts rights, documents, instruments, general intangibles, and equipment, inventory and other goods) from the Real Property or the Personal Property or any conversion of the Real Property or the Personal Property, including hazard and title insurance proceeds and awards and compensation for any taking (voluntary or involuntary, including the change of grade of streets, curb cuts and other rights of access) for any public or private purpose.

Nothing herein is intended to change the character of any item of real property described herein to personal property.

The property described in subsections 4, 5 and 6 above are referred to as the "Contracts, Intangibles, Licenses and Deposits".



SCHEDULE A

REAL PROPERTY DESCRIPTION

Parcel One

An undivided fee simple interest in and to a parcel of land located within the East one-half of Section 30, Township 13 North, Range 19 East, MDB&M, Douglas County, Nevada, being more particularly described as follows:

BEGINNING at a point which bears S. 76°44'58" E., 398.64 feet from Control Point "C" as shown on the Tahoe Village Unit No. 3, 13th Amended Map, Document No. 269053 of the Douglas County Recorder's Office;

thence S. 44°56'40" E., 117.02 feet;
thence S. 45°03'12" W., 178.90 feet;
thence S. 44°56'48" E., 10.80 feet;
thence S. 37°33'12" W., 74.03 feet;
thence N. 59°56'48" W., 10.80 feet;
thence S. 30°03'12" W., 165.02 feet;
thence S. 61°18'25" W., 16.24 feet;
thence N. 59°56'48" W., 114.84 feet;
thence N. 30°03'12" E., 233.88 feet;
thence N. 45°03'12" E., 204.38 feet;
thence N. 57°01'10" E., 30.16 feet to the POINT OF BEGINNING

Containing 56,512 square feet more or less.

Such parcel of land has been platted as Lot 42, TAHOE VILLAGE UNIT NO. 3, as shown on the 14th Amended Map thereof, recorded in the real estate records of Douglas County, Nevada, in Book 494 at Page 120 as Document Number 333985.

Parcel Two -- Bridge Easement

A 13-foot wide easement located within a portion of Section 30, Township 13 North, Range 19 East, MDB&M, Douglas County, Nevada, being more particularly described as follows:

BEGINNING at the Northwest corner of this easement said point bears S. 43°19'06" E., 472.67 feet from Control Point "C" as shown on the Tahoe Village Unit No. 3, 13th Amended Map, Document No. 269053 of the Douglas County Recorder's Office;

thence S. 52°20'29" E., 24.92 feet to a point on the Northerly line of Lot 36 as shown on said 13th Amended Map;
thence S. 14°00'00" W., along said Northerly line, 14.19 feet;
thence N. 52°20'29" W., 30.59 feet;
thence N. 37°33'12" E., 13.00 feet to the POINT OF BEGINNING.

Containing 361 square feet more or less.

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COPY

REQUESTED BY
STEWART TITLE OF DOUGLAS COUNTY
IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

94 APR -6 P4:00

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SUZANNE BEAUDREAU
RECORDER

21⁰⁰ PAID 12 DEPUTY