

**UNIFORM COMMERCIAL CODE - FINANCING STATEMENT - FORM UCC-1
(TAHOE)**

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

- 1. Debtor (one name only)**
 Legal Business Name
 Individual (Last Name First)

HARVEYS CASINO RESORTS, a Nevada corporation

- 1A. Social Security or Federal Tax No.** _____

- 1B. Mailing address:** P.O. Box 128

- 1C. City, State:** Lake Tahoe, Nevada **1D. Zip Code:** 89449

- 1E. Residence Address:** N/A

- 2. Additional Debtor (if any) (one name only)**
 Legal Business Name
 Individual (Last Name First)

HARVEYS C.C. MANAGEMENT COMPANY, INC., a Nevada corporation

- 2B. Mailing address:** P.O. Box 128

- 2C. City, State:** Lake Tahoe, Nevada **2D. Zip Code:** 89449

- 2E. Residence Address:** N/A

- 3. Additional Debtor(s):**

HARVEYS IOWA MANAGEMENT COMPANY, INC., a Nevada corporation

- 3B. Mailing address:** 127 South Main Street

- 3C. City, State:** Council Bluffs, IA **3D. Zip Code:** 51503

- 3E. Residence Address:** N/A

- 4. Secured Party:**

Name: FIRST INTERSTATE BANK OF NEVADA, N.A., Agent Bank

Mailing Address: One East First Street

City: Reno

State: Nevada

Zip Code: 89501

DEBTOR: HARVEYS CASINO RESORTS, a Nevada corporation

4A. Social Security No. Federal Tax No. or Bank Transit and A.B.A. No.: _____

5. Assignee of Secured Party (if any)

Name: None.

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).

All that certain collateral and rights that are more particularly described on that certain exhibit marked "Exhibit A", affixed hereto and by this reference incorporated herein and made a part hereof, which collateral and rights include, but are not limited to, personal property that is situate on that certain real property that is particularly described on that certain exhibit marked "Exhibit B", affixed hereto and by this reference incorporated herein and made a part hereof.

CROSS-INDEX AS REAL PROPERTY

6A. Signature of Record Owner:

6B. See Attachment

6C. \$ _____
Maximum amount of
Indebtedness to be
Secured at any one time
(optional)

(Type) Record Owner of Real
Property

DEBTOR: HARVEYS CASINO RESORTS, a Nevada corporation

7. Check if applicable:

- Proceeds of collateral are covered
- Products of collateral are also covered
- Proceeds of above described original collateral in which a security interest was perfected
- Collateral was brought into this State subject to security interest in another jurisdiction

8. Check if applicable: Debtor is a "Transmitting Utility" in accordance with NRS 704.205 and NRS 104.9403

9. Date: August 14, 1995.

Signature(s) of Debtor(s)

HARVEYS CASINO RESORTS,
a Nevada corporation

By Thomas M. Yturbide
Thomas M. Yturbide,
President

By William B. Ledbetter
William B. Ledbetter,
Secretary

Signature(s) of Additional Debtor(s)

HARVEYS C.C. MANAGEMENT COMPANY, INC.,
a Nevada corporation

By Thomas M. Yturbide
Thomas M. Yturbide,
President

By William B. Ledbetter
William B. Ledbetter,
Secretary

DEBTOR: HARVEYS CASINO RESORTS, a Nevada corporation

**HARVEYS IOWA MANAGEMENT COMPANY, INC.,
a Nevada corporation**

By Thomas M. Yturbide
Thomas M. Yturbide,
President

By William B. Ledbetter
William B. Ledbetter,
Secretary

Signature(s) of Secured Party(ies)

**FIRST INTERSTATE BANK OF
NEVADA, N.A., Agent Bank**

By Joseph L. Brady
Joseph L. Brady,
Vice President

10. Return Copy to:

Name: FIRST INTERSTATE BANK OF NEVADA, N.A.
Address: One East First Street
City, State: Reno, Nevada
And Zip: 89501

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

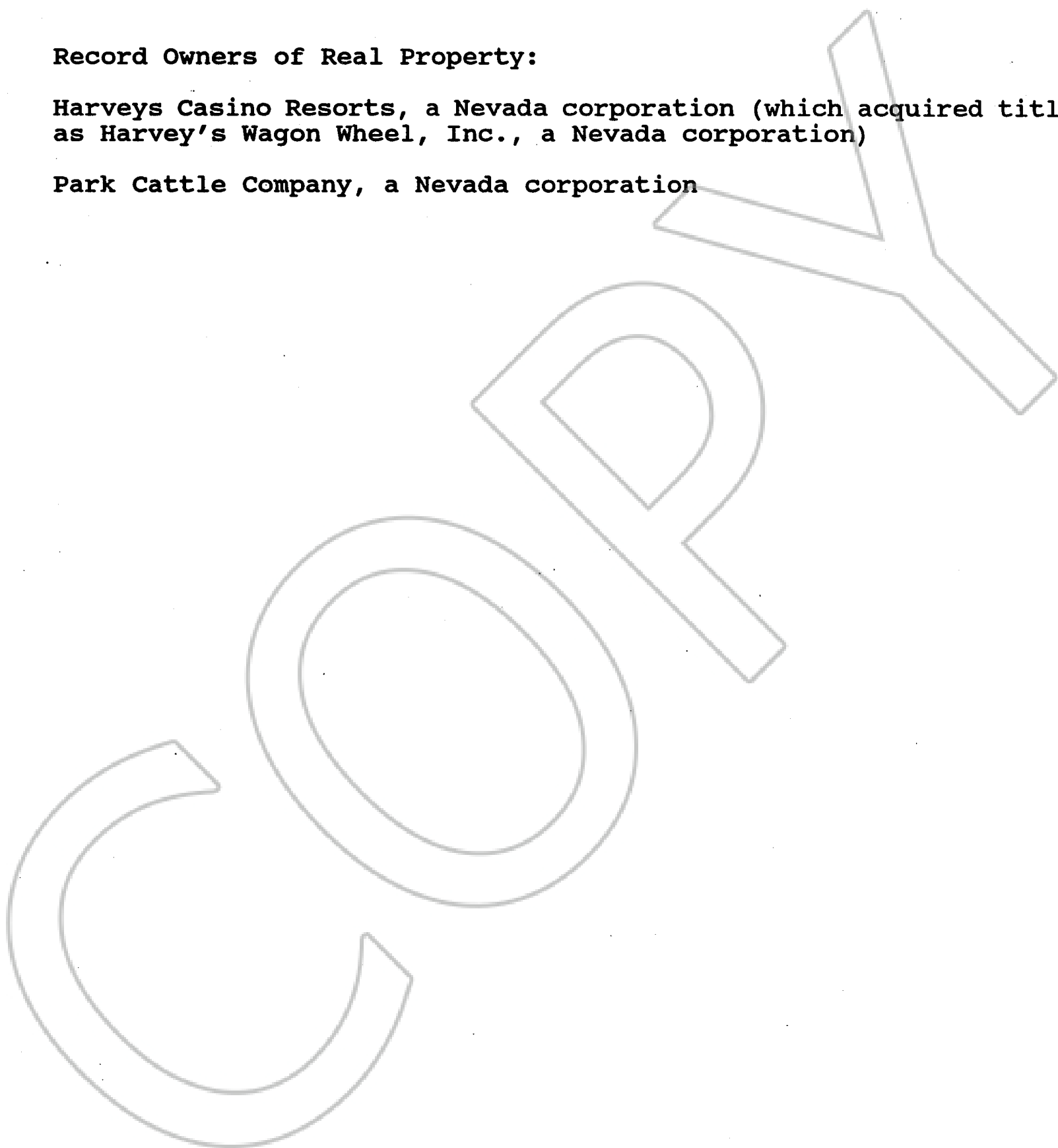
DEBTOR: HARVEYS CASINO RESORTS, a Nevada corporation

ATTACHMENT TO UCC-1

Record Owners of Real Property:

Harveys Casino Resorts, a Nevada corporation (which acquired title as Harvey's Wagon Wheel, Inc., a Nevada corporation)

Park Cattle Company, a Nevada corporation



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ATTACHMENT TO UCC-1

LAW OFFICES OF
HENDERSON & NELSON
164 HUBBARD WAY
SUITE B
RENO, NEVADA 89502

368427

BK0895PG2600

DEBTOR: HARVEYS CASINO RESORTS, a Nevada corporation

DESCRIPTION OF COLLATERAL
ATTACHED TO UCC-1
FINANCING STATEMENT (the "UCC-1")

All right, title and interest of Debtor, and of each Additional Debtor (collectively "Borrowers"), in and to, that certain personal property which is particularly described as follows, and the interests of Borrowers therein, whether now owned or hereafter acquired (collectively the "Personal Property"):

(a) All chattels, furnishings, equipment, fixtures, personal property, and all other contents of every kind and nature, used in connection with or placed prior to the satisfaction of the obligations hereby secured, in each and every building or structure that is now or that may be hereinafter erected on the real property which is particularly described by Exhibit "B" to the UCC-1 (the "Real Property"), including machinery, materials and equipment now or which may hereafter be used in the construction or operation of the Real Property, including, but not by way of limitation, heating and lighting equipment and fixtures, generators, oil burners, furnaces, piping, heating, refrigeration, plumbing, air conditioning, gas and electrical equipment, apparatus and fixtures, sprinkler systems and other fire prevention or extinguishing equipment or apparatus which are now or may hereafter be located at the Real Property;

(b) All present and future goods, including, without limitation, all consumer goods, farm products, inventory, equipment, gaming devices and associated equipment as defined in Nevada Revised Statutes Chapter 463, machinery, tools, molds, dies, furniture, fixtures, trade fixtures, motor vehicles and all other goods used in connection with or in the conduct of any business conducted by any of the Borrowers;

(c) All present and future inventory and merchandise, including, without limitation, all present and future goods held for sale or lease or to be furnished under a contract of service, all raw materials, work in process and finished goods, all packing materials, supplies and containers relating to or used in connection with any of the foregoing, and all bills of lading, warehouse receipts or documents of title relating to any of the foregoing;

(d) All present and future accounts, accounts receivable, agreements, contracts, leases, contract rights, rights to payment,

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EXHIBIT "A"

TO

UCC-1 FINANCING STATEMENT

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DEBTOR: HARVEYS CASINO RESORTS, a Nevada corporation

instruments, documents, chattel paper, security agreements, guaranties, undertakings, surety bonds, insurance policies, notes and drafts, and all forms of obligations owing to any of the Borrowers or in which any of the Borrowers may have any interest, however created or arising;

(e) All present and future general intangibles, all tax refunds of every kind and nature to which any of the Borrowers now or hereafter may become entitled, however, arising, all other refunds, and all deposits, goodwill, choses in action, trade secrets, computer programs, software, customer lists, trademarks, trade names and service marks (including, but not limited to, "Harveys", "Harveys Resort Hotel/Casino" and/or any derivation thereof including any and all state and federal applications and registrations thereof), patents, licenses, copyrights, technology, processes, proprietary information and insurance proceeds;

(f) All present and future deposit accounts of any of the Borrowers, including, without limitation, any demand, time, savings, passbook or like account maintained by any of the Borrowers with any bank, savings and loan association, credit union or like organization, and all money, cash and cash equivalents of any of the Borrowers, whether or not deposited in any such deposit account;

(g) All present and future books and records, including, without limitation, books of account and ledgers of every kind and nature, all electronically recorded data relating to any of the Borrowers or their businesses, all receptacles and containers for such records, and all files and correspondence;

(h) All present and future stocks, bonds, debentures, securities, subscription rights, options, warrants, puts, calls, certificates, partnership interests, joint venture interests, Investments and/or brokerage accounts and all rights, preferences, privileges, dividends, distributions, redemption payments, or liquidation payments with respect thereto;

(i) All of Borrowers' right, title and interest in and to all leases, licenses, concessions, or similar agreements whether or not specifically herein described which now or may hereafter pertain to the Real Property and all amendments to the same, including, but not limited to the following: (aa) All payments due and to become due under such leases, whether as rent, damages, insurance payments, condemnation awards, or otherwise; (bb) All claims,

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EXHIBIT "A"

TO

UCC-1 FINANCING STATEMENT

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DEBTOR: HARVEYS CASINO RESORTS, a Nevada corporation

rights, powers, privileges and remedies under such leases; and (cc) All rights of the any of the Borrowers under such leases to exercise any election or option, or to give or receive any notice, consent, waiver or approval, or to accept any surrender of the premises or any part thereof, together with full power and authority in the name of the Borrowers (or any of them), or otherwise, to demand and receive, enforce, collect, or receipt for any or all of the foregoing, to endorse or execute any checks or any instruments or orders, to file any claims or to take any action which Secured Party deem necessary or advisable in connection therewith;

(j) All plans, specifications, soil reports, engineering reports, land planning maps, surveys, and any other reports, exhibits or plans used or to be used in connection with the construction, planning, operation or maintenance of the Real Property, together with all amendments and modifications thereof;

(k) All present and future water rights, including without limitation, all water rights and rights to the use of water that are now or that may be hereafter used in connection with the said Real Property, or any part thereof, including, but not limited to, riparian, appropriative, correlative or prescriptive rights in any surface and groundwater sources and any improvements or appurtenances thereto;

(l) All present and future accessions, appurtenances, components, repairs, repair parts, spare parts, replacements, substitutions, additions, issue and/or improvements to or of or with respect to any of the foregoing;

(m) All other tangible and intangible personal property of any of the Borrowers;

(n) All rights, remedies, powers and/or privileges of any of the Borrowers with respect to any of the foregoing;

(o) Any and all proceeds and products of any of the foregoing including, without limitation, all money, accounts, general intangibles, deposit accounts, documents, instruments, chattel paper, goods, insurance proceeds, and any other tangible or intangible property received upon the sale or disposition of any of the foregoing; and

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EXHIBIT "A"

TO

UCC-1 FINANCING STATEMENT

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LAW OFFICES OF
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DEBTOR: HARVEYS CASINO RESORTS, a Nevada corporation

(p) All of Debtor's presently existing and hereafter acquired right, title and interest as the owner and holder of that certain construction and term loan to Harveys Wagon Wheel Casino Limited Liability Company, a Colorado limited liability company (the "Intercompany Loan"), which loan is evidenced by those documents and instruments (collectively, the "Intercompany Loan Documents") that are set forth by the Schedule of Intercompany Loan Documents that is attached to the UCC-1 as "Exhibit A-1" and incorporated by reference therein, together with any and all proceeds and products of the Intercompany Loan and the Intercompany Loan Documents, including, without limitation, all money, accounts, general intangibles, deposit accounts, documents, instruments, chattel paper, goods, insurance proceeds, and any other tangible or intangible property received upon the sale or disposition of any interest in the Intercompany Loan or the Intercompany Loan Documents.

SUBJECT, HOWEVER, to the following:

(i) The right of Borrowers, or any of them, to sell or otherwise dispose of any Personal Property in the ordinary course of business, free and clear of the lien hereof, provided, and to the extent, that such sale or other disposition is permitted under the terms of the Reducing Revolving Credit Agreement, of even date herewith, by and among: (aa) the Borrowers; and (bb) Secured Party and the other Banks which are named therein; as such Reducing Revolving Credit Agreement may be renewed, extended, amended, restated or otherwise modified; and

(ii) The leases and/or purchase money security interests pursuant to which Borrowers, or any of them, have acquired an interest in the fixtures or personalty covered hereby.

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EXHIBIT "A"
TO

UCC-1 FINANCING STATEMENT

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DEBTOR: HARVEYS CASINO RESORTS, a Nevada corporation

SCHEDULE OF COLORADO INTERCOMPANY LOAN DOCUMENTS

1. Construction Loan Agreement ("Original Loan Agreement") dated May 29, 1994 by and between Harveys Casino Resorts, a Nevada corporation, as Lender ("HCR") and Harveys Wagon Wheel Casino Limited Liability Company, a Colorado limited liability company, as Borrower ("HWLLC").
2. Secured Promissory Note dated May 29, 1994 in the amount of Twenty-Two Million Two Hundred Thousand Dollars (\$22,200,000.00) executed by HCR and payable to the order of HWLLC ("Original Colorado Intercompany Note").
3. Deed of Trust, Security Agreement and Financing Statement executed by HWLLC, as Grantor, and dated May 19, 1994 which is recorded in the Official Records of Gilpin County, Colorado on May 27, 1994 in Book 564 at Page 224 as Document No. 81655 ("Original Colorado Intercompany Deed of Trust").
4. Security Agreement executed by HWLLC, as Obligor and by HCR, as Lender under date of May 19, 1994.
5. Assignment of Rents, Income and Other Contract Rights executed by HWLLC, as Borrower, and HCR, as Lender, under date of May 19, 1994 which is recorded in the Official Records of Gilpin County, Colorado on May 27, 1994 in Book 564 at Page 256 as Document No. 81656.
6. Undated UCC-1 Financing Statement which is recorded in the Official Records of Gilpin County, Colorado on May 27, 1994 in Book 564 at Page 283 as Document No. 81658 and undated UCC-1 Financing Statement filed with the Colorado Secretary of State on May 26, 1994 under File No. 94-2040028, both of which are executed by HWLLC, as Debtor, and by HCR, as Secured Party.
7. Subordination Agreement dated May 19, 1994 which is executed by 150 Rodeo Partners, Inc., a Delaware corporation, HWLLC and HCR, and recorded in the Official Records of Gilpin County, Colorado on May 27, 1994 in Book 564 at Page 271 as Document No. 81657.
8. Certificate of Action of the Board of Managers and Members of Harveys Wagon Wheel Casino dated May 19, 1994.
9. Undated UCC-3 Subordination Statement filed in the Office of the Colorado Secretary of State on May 27, 1994 under File

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EXHIBIT A-1
Page 1 of 2

LAW OFFICES OF
HENDERSON & NELSON
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BK0895PG2605

DEBTOR: HARVEYS CASINO RESORTS, a Nevada corporation

No. 942040262 which is executed by 150 Rodeo Partners, Inc. and HCR.

10. First Amendment to Construction Loan Agreement dated November 1, 1994 executed by HWLLC and HCR.
11. Amended and Restated Secured Promissory Note in the amount of Twenty-Eight Million Dollars (\$28,000,000.00) dated November 1, 1994 executed by HWLLC and payable to the order of HCR (the "Colorado Intercompany Note").
12. First Amendment to Deed of Trust, Security Agreement and Financing Statement dated November 1, 1994 executed by HWLLC which is recorded in the Official Records of Gilpin County, Colorado on February 9, 1995 in Book 576 at Page 230 (the "First Amendment to Colorado Intercompany Deed of Trust").
13. First Amendment to Security Agreement dated November 1, 1994 and executed by HWLLC and HCR.
14. First Amendment to Assignment of Rents, Income and Other Contract Rights dated November 1, 1994 executed by HWLLC which is recorded in the Official Records of Gilpin County, Colorado on February 9, 1995 in Book 576 at Page 236.
15. Amended and Restated Subordination Agreement dated November 1, 1994 executed by 150 Rodeo Partners, Inc., HCR and HWLLC.
16. Undated Certificate of Action of the Board of Managers and Members of the LLC.
17. ALTA Lenders Policy of Title Insurance issued by First American Title Insurance Company, with respect to the lien and priority of the Original Colorado Intercompany Deed of Trust (as amended by the First Amendment to Colorado Intercompany Deed of Trust), with coverage in the amount of Twenty-Eight Million Dollars (\$28,000,000.00), which was issued as of March 15, 1995, under Policy No. CW 959157, together with all indorsements which have been issued thereto.

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EXHIBIT A-1
Page 2 of 2

LAW OFFICES OF
HENDERSON & NELSON
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BK 895 PG 2606

PARCEL 1:

All the certain piece or parcel of land situate in the Northeast Quarter of the Southeast Quarter of Section 27, Township 13 North, Range 18 East, M.D.B.&M., County of Douglas, State of Nevada, described as follows:

BEGINNING at the intersection of the California-Nevada State Line with the Westerly line of U.S. Highway 50; thence North $27^{\circ}57'22''$ East along the Westerly line of said U.S. Highway 50, a distance of 154.80 feet; thence North $56^{\circ}30'$ West, a distance of 291.50 feet; thence North $27^{\circ}57'22''$ East, a distance of 266.35 feet to a point on the Northerly line of parcel conveyed to HARVEY GROSS, et al, by Deed recorded June 2, 1944, in Book W of Deeds, Page 597, Douglas County, Nevada, records; thence along the Northerly line of said parcel North $80^{\circ}14'14''$ West, a distance of 613.15 feet to the Northeasterly corner of parcel conveyed to WILLIAM McCALLUM, et al, by Deed recorded November 24, 1952, in Book A-1 of Deeds, Page 351, Douglas County, Nevada, records; thence along the Northeasterly and Southeasterly line of said McCallum Parcel, the two following courses and distances; south $48^{\circ}43'15''$ East, a distance of 211.24 feet and South $41^{\circ}16'45''$ West, a distance of 50.00 feet to a point on said California-Nevada State Line; thence South $48^{\circ}43'15''$ East along the last mentioned line, a distance of 697.47 feet to the point of beginning, said parcel being further shown as Parcel No. 1 of that certain Record of survey filed for record in the office of the County Recorder on June 29, 1971, as File No. 60370, in Book 102, Page 544.

A PORTION OF 07-140-09

PARCEL 2:

All that certain piece or parcel of land situate in the County of Douglas, State of Nevada, that is described as follows:

That portion of the Southeast Quarter of Section 27, Township 13 North, Range 18 East, M.D.B.&M., that is described as follows:

COMMENCING at a point on the Westerly right of way line of the Nevada State Highway U.S. Route 50, which is 154.80 feet North $27^{\circ}57'22''$ East to the intersection of the California-Nevada State Line boundary with the Westerly right of way of the Nevada U.S. Route 50; thence first course North $27^{\circ}57'22''$ East, a distance of 389.99 feet to a point on the Westerly right of way line of the Nevada State Highway U.S. Route 50; thence second course North $80^{\circ}14'14''$ West, a distance of 305.48 feet; thence third course South $27^{\circ}57'22''$ West, a distance of 266.35 feet; thence fourth course South $56^{\circ}30'$ East, a distance of 291.50 feet to the point of beginning, said land being further shown as Parcel No. 2 on that certain Record of Survey filed for record in the office of the County Recorder of Douglas County, Nevada, on June 29, 1971, as File No. 60370, in Book 102, Page 544.

EXCEPTING THEREFROM a parcel of land located within a portion of section 27, Township 13
(Continued)

EXHIBIT B

ALTA-C/EC

368427

BK 895 PG 2607

North, Range 18 East, M.D.B.&M., Douglas County, Nevada, being more particularly described as follows:

COMMENCING at a point lying at the intersection of the California-Nevada State line and the Westerly right of way line of U.S. Highway 50; thence North $27^{\circ}57'22''$ East, 449.50 feet along the Westerly right of way line of U.S. Highway 50 to the point of beginning; thence North $62^{\circ}02'38''$ West, 289.93 feet to the Northwest corner of Parcel 2 as shown on the map filed within the Official Records of Douglas County, Nevada, on June 29, 1971, in Book 102, Page 544, as Document No. 60370; thence South $80^{\circ}14'14''$ East, 305.18 feet along the Northerly line of said Parcel 2 to a point on the Westerly right of way line of U.S. Highway 50; thence South $27^{\circ}57'22''$ West, 95.29 feet along said Westerly right of way line of U.S. Highway 50 to the point of beginning.

A PORTION OF 17-140-09

PARCEL 3:

A parcel of land located within a portion of Section 27, Township 13 North, Range 18 East, M.D.B.&M., Douglas County, Nevada, being more particularly described as follows:

COMMENCING at a point lying at the intersection of the California-Nevada State Line and the Westerly right of way line of U.S. Highway 50; thence North $48^{\circ}42'34''$ West, 990.12 feet along the California-Nevada State Line to the point of beginning; thence North $48^{\circ}42'34''$ West, 117.90 feet along the California-Nevada State Line; thence North $30^{\circ}18'30''$ East, 172.01 feet; thence North $70^{\circ}15'01''$ West, 157.23 feet; thence North $29^{\circ}43'25''$ West, 86.29 feet thence North $00^{\circ}50'44''$ East, 33.27 feet; thence North $62^{\circ}26'55''$ West, 72.14 feet to a point on the Easterly right of way line of Stateline Loop Road; thence North $23^{\circ}57'13''$ East, 121.09 feet along said Easterly right of way line; thence along said Easterly right of way line, 144.33 feet along the arc of a curve to the right, having a central angle of $07^{\circ}04'04''$, and a radius of 1170.00 feet (chord bears North $27^{\circ}29'15''$ East, 144.24 feet); thence South $62^{\circ}03'50''$ East, 1396.61 feet to a point on the Westerly right of way line of U.S. Highway 50; thence South $27^{\circ}57'22''$ West, 296.01 feet along the Westerly right of way of U.S. Highway 50; thence North $62^{\circ}02'38''$ West, 289.93 feet; thence North $80^{\circ}14'14''$ West, 709.00 feet to the point of beginning.

A PORTION OF 17-140-10

PARCEL 4:

A parcel of land located within a portion of Section 27, Township 13 North, Range 18 East, M.D.B.&M., Douglas County, Nevada, being more particularly described as follows:

COMMENCING at a point lying at the intersection of the California-Nevada State Line and the Westerly right of way line of U.S. Highway 50; thence North $48^{\circ}42'34''$ West, 1108.02 feet along the California-Nevada State Line to the point of beginning; thence North $48^{\circ}42'34''$ West, 306.26 feet along the California-Nevada State Line to a point on the Easterly right of way line of Stateline Loop Road; thence North $23^{\circ}57'13''$ East, 154.41 feet along the Easterly right of way line of Stateline Loop Road; thence South $62^{\circ}26'55''$ East, 72.14 feet; thence South $00^{\circ}50'44''$ West, 33.27 feet; thence South $29^{\circ}43'25''$ East, 86.29 feet; thence South $70^{\circ}15'01''$ East, 157.23 feet; thence South $30^{\circ}18'30''$ West, 172.01 feet to the point of beginning.

A PORTION OF 17-140-10

368427

BK 895 PG 2608

COPY

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

95 AUG 16 A9:18

368427

BK 0895PG2609

LINDA SLATER
RECORDER

3500 PAID *Ko* DEPUTY