

STATE OF NEVADA

REORDER FROM
Registre, Inc.
514 PIERCE ST.
P.O. BOX 218
ANOKA, MN, 55303
(612) 421-1713

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 checked="" type="checkbox"/> LEGAL BUSINESS NAME <input type="checkbox"/> INDIVIDUAL (LAST NAME FIRST)	ELTON, ROGER H., TRUSTEE OF THE RHE TRUST DATED May 1, 1990	1A. SOCIAL SECURITY OR FEDERAL TAX NO.
1B. MAILING ADDRESS P.O. Box 2878	1C. CITY, STATE Reno, Nevada	1D. ZIP CODE 89505
1E. RESIDENCE ADDRESS	1F. CITY, STATE	1G. ZIP CODE

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

TOPAZ LODGE, INC.,
 a Nevada corporation,

2A. SOCIAL SECURITY OR FEDERAL TAX NO.

2B. MAILING ADDRESS P.O. Box 187	2C. CITY, STATE Gardnerville, Nevada	2D. ZIP CODE 89410
2E. RESIDENCE ADDRESS	2F. CITY, STATE	2G. ZIP CODE

3. ADDITIONAL DEBTOR(S) ON ATTACHED SHEET

4. SECURED PARTY NAME: U.S. BANK OF NEVADA MAILING ADDRESS: 1 East Liberty Street CITY: Reno STATE: Nevada ZIP CODE: 89501	4A. SOCIAL SECURITY NO. FEDERAL TAX NO. OR BANK TRANSIT AND A.B.A. NO.
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).

The collateral consists of all personal property and fixtures described in Exhibit "A" attached hereto, owned or hereafter acquired by Debtor and located or to be located upon the real property described in Exhibit "B" attached hereto and by this reference made a part hereof.

TO BE FILED FOR RECORD IN THE REAL PROPERTY RECORDS

6A. _____
SIGNATURE OF RECORD OWNER

6B. _____
(TYPE) RECORD OWNER OF REAL PROPERTY

6C. \$ _____
MAXIMUM AMOUNT OF INDEBTEDNESS TO BE SECURED AT ANY ONE TIME (OPTIONAL)

7. Check if Applicable <input checked="" type="checkbox"/>	A. <input checked="" type="checkbox"/> Proceeds of collateral are also covered	B. <input 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) 8-28 1995

By _____ (See attached for signatures)
SIGNATURE(S) OF DEBTOR(S) (TITLE)

By Kurt Imerman
SIGNATURE(S) OF SECURED PARTY(IES) (TITLE)
 Vice President

TYPE NAME(S)

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

10.

NAME ADDRESS CITY, STATE AND ZIP	U.S. Bank of Nevada Commercial Real Estate Division 1 East Liberty Street Reno, Nevada 89501	ist unt iber (cable)
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WHITE—Alphabetical; PINK—Acknowledgement;
 GREEN—Secured Party; BLUE—Debtor.

THIS SPACE FOR USE OF FILING OFFICER

ATTACHMENT TO UCC-1 FINANCING STATEMENT

9. SIGNATURE(S) OF DEBTOR(S):

Roger H. Elton

**ROGER H. ELTON, Trustee of the RHE TRUST
dated May 1, 1990**

TOPAZ LODGE, INC., a Nevada corporation,

By: *Roger H. Elton*

ROGER H. ELTON

Its: President

COOPER

Hale, Lane, Peek, Dennison and Howard
Attorneys and Counsellors at Law
Reno, Nevada
(702) 786-7900

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EXHIBIT "A"

The collateral consists of all personal property and improvements (collectively "Improvements"), now located or hereafter to be constructed upon the real property located in Douglas County, Nevada ("the Property") described in Exhibit "B" and other Personal Property, including, but not limited to:

(a) All buildings and other improvements now or hereafter located on the Property, all water and water rights (whether riparian, appropriative, or otherwise, and whether or not appurtenant), pumps and pumping stations used in connection therewith and all shares of stock evidencing the same, all machinery, equipment, appliances, furnishings, inventory, fixtures, and other property used or useable in connection with the Property and the improvements thereon, including, but not limited to, all storage tanks and pipelines, all gas, electric, heating, cooling, air conditioning, refrigeration and plumbing fixtures and equipment, which have been or may hereafter be attached or affixed in any manner to any building now or hereafter on the Property (the "Improvements");

(b) All the rights, rights of way, easements, licenses, profits, privileges, tenements, hereditaments and appurtenances, now or hereafter in any way appertaining and belonging to or used in connection with the Property and/or the Improvements, and any part thereof or as a means of access thereto, including, but not limited to, any claim at law or in equity, and any after acquired title and reversion in or to each and every part of all streets, roads, highways and alleys adjacent to and adjoining the same;

(c) All rentals, earnings, income, accounts, accounts receivable, deposits, security deposits, receipts, royalties, revenues, issues and profits which may accrue from the Property and/or the Improvements and any part thereof;

(d) All deposits made with or other security given to utility companies by Debtor with respect to the Property and/or the Improvements, and all advance payments of insurance premiums made by Debtor with respect thereto and claims or demands relating to insurance;

(e) All existing and future goods and tangible personal property located on the Property or wherever located now owned or hereafter acquired by Debtor and used in connection with the use, operation or occupancy of the Property or in construction of the Improvements, including, but not limited to, all appliances, furniture and furnishings, fittings, materials, supplies, equipment and fixtures, and all building material, supplies, and equipment now or hereafter delivered to the Property and installed or used or intended to be installed or used therein; and all renewals or replacements thereof or articles in substitution thereof;

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(f) All general intangibles relating to design, development, operation, management and use of the Property and construction of the Improvements, including, but not limited to, (i) all names under which or by which the Property or the Improvements may at any time be operated or known, all rights to carry on business under any such names or any variant thereof, and all goodwill in any way relating to the Property, (ii) all permits, licenses, authorizations, variances, land use entitlements, approvals and consents issued or obtained in connection with the construction of the Improvements, (iii) all permits, licenses, approvals, consents, authorizations, franchises and agreements issued or obtained in connection with the use, occupancy or operation of the Property, (iv) all materials prepared for filing or filed with any governmental agency, and (v) all of Debtor's rights, under any contract in connection with the development, design, use, operation, management and construction of the Property;

(g) All construction, service, engineering, consulting, leasing, architectural and other similar contracts of any nature (including, without limitation, those of any general contractors and subcontractors), as such may be modified, amended or supplemented from time to time, concerning the design, construction, management, operation, occupancy, use, and/or disposition of any portion of or all of the Property;

(h) All architectural drawings, plans, specifications, soil tests, feasibility studies, appraisals, engineering reports and similar materials relating to any portion of or all of the Property;

(i) All payment and performance bonds or guarantees and any and all modifications and extensions thereof relating to the Property;

(j) All reserves, deferred payments, deposits, refunds, cost savings and payments of any kind relating to the construction, design, development, operation, occupancy, use and disposition of any portion of or all of the Property;

(k) To the extent permitted to be assigned by Debtor, all proceeds of any commitment by any lender to extend permanent or additional construction financing to Debtor relating to the Property;

(l) All proceeds and claims arising on account of any damage to or taking of the Property or any part thereof, and all causes of action and recoveries for any loss or diminution in the value of the Property;

(m) All policies of, and proceeds resulting from insurance relating to the Property or any of the above collateral, and any and all riders, amendments, extensions, renewals, supplements or extensions thereof, and all proceeds thereof;

(n) All shares of stock or other evidence of ownership of any part of the Property that is owned by Debtor in common with others, including all water stock relating to the Property, if any, and all documents or rights of membership in any owners' or members' association or similar group having responsibility for managing or operating any part of the Property; and

(o) All proceeds, whether cash, promissory notes, contract rights, or otherwise, of the sale or other disposition of all or any part of the estate of Debtor upon the Property now or hereafter existing thereon.

DEBOR

LEGAL DESCRIPTION

PARCEL 1

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

Lots 120, 121, 122, 123, 152, 153 and 154, as shown on the map of TOPAZ SUBDIVISION, filed in the office of the County Recorder of Douglas County, Nevada, on August 10, 1954, as File No. 9774.

TOGETHER WITH that real property lying and being in Section 29, Township 10 North, Range 22 East, M.D.B. & M., Douglas County, State of Nevada, and more particularly described as follows:

Commencing at a point on the Northwest corner of Lot 123 of the Topaz Subdivision as recorded August 10, 1954, in the Official Records of Douglas County, Nevada, said point being the TRUE POINT OF BEGINNING; thence West, a distance of 60.00 feet; thence South $00^{\circ}04'$ West, a distance of 420.00 feet thence East, a distance of 60.00 feet to the Southwest corner of Lot 120 of aforesaid subdivision; thence North $00^{\circ}04'$ East, a distance of 420.00 feet to the True Point of Beginning.

ALSO TOGETHER WITH all that certain piece or parcel of land situated in the Southwest Quarter of Section 29, Township 10, North, Range 22 East, M.D.B. & M., County of Douglas, State of Nevada, described as follows:

Beginning at the intersection of the West line of Genoa Street and the South line of Topaz Subdivision, as shown on the map thereof, filed in the office of the County Recorder of Douglas County, Nevada, on August 10, 1954; thence North $0^{\circ}04'$ East along said West line of Genoa Street, a distance of 154.86 feet to the true point of beginning; thence continuing North $0^{\circ}04'$ East 265.14 feet to the South line of Kit Carson Avenue, as shown on the map of Topaz Subdivision; thence West 385.87 feet to a point on the Easterly right of way curve of U.S. Highway 395 as described in the conveyance to the State of Nevada, recorded August 31, 1948, in Book Y of Deeds at Page 474, Douglas County, Nevada, records; thence Southeasterly along a curve having a radius of 4575 feet subtending a central angle of $3^{\circ}28'38''$ an arc distance of 277.71 feet to a point; thence leaving said right of way line, East a distance of 303.29 feet to the true point of beginning.

All that certain piece or parcel situate in the Southwest Quarter of Section 29, Township 10 North, Range 22, East, M.D.B. & M., described as follows:

Beginning at a 7/8 inch iron bar at the intersection of the West line of Genoa Street and the South Line of Topaz Subdivision, as shown on the map of said subdivision, filed in the Office of the County Recorder of Douglas County, Nevada, on August 10, 1954, under Document No. 9774, Douglas County, Nevada, Records; thence from the point of beginning North $0^{\circ}04'$ East along the West line of Genoa Street a distance of 154.86 feet to a 7/8 inch iron bar, thence West 303.29 feet, to a point in the Easterly Right of Way line of U.S. Highway 395, as described in the conveyance to the State of Nevada, recorded August 31, 1948, in Book Y of Deeds at Page 473, Douglas County, Nevada records, thence along said highway right of way line along a curve to the right having

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a radius of 4575 feet, through an angle of $2^{\circ}00'12''$, for an arc distance of 160.00 feet, to the intersection thereof, with the North line of the parcel conveyed to the M.K. & D. Company, recorded April 1, 1955 in Book B-1 of Deeds at Page 316, Douglas County, Nevada, Records; thence East along the line common to said M.K. & D. Company parcel a distance of 263.06 feet to the point of beginning.

ALSO TOGETHER WITH all that certain piece or parcel of land situate in the County of Douglas, State of Nevada, described as follows:

A parcel of land being a portion of the Northwest 1/4 of the Southwest 1/4 of Section 29, Township 10 North, Range 22 East, M.D.B. & M., Douglas County, Nevada and more particularly described as follows:

COMMENCING at the Southwest corner of Lot 152, TOPAZ SUBDIVISION, filed in the Douglas County Recorder's Office on August 10, 1954, thence West a distance of 60 feet to the true point of beginning;

Thence continuing West a distance of 406.39 feet more or less, to a point in the curve of the Easterly right of way line of U.S. Highway 395, and thence a Radial bearing South $70^{\circ}20'59''$ West, thence Northerly along said right of way line through a curve whose central angle is $3^{\circ}45'26''$ having a radius of 4574.00 feet, an arc length of 300.00 feet to a point; thence South $89^{\circ}57'00''$ East, a distance of 516.88 feet to a point in the Westerly line of Genoa Street. (60 feet in width) thence South $0^{\circ}04'00''$ West along said Westerly line, a distance of 288.50 feet to the TRUE POINT OF BEGINNING.

ALSO TOGETHER WITH all that real property lying and being in the Southwest 1/4 of Section 29, Township 10 North, Range 22 East, M.D.B. & M., Douglas County, State of Nevada, and more particularly described as follows:

Commencing at the Southwest corner of Lot 152 of the Topaz Subdivision (as recorded August 10, 1954) thence West 60.00 feet to the TRUE POINT OF BEGINNING; thence West, a distance of 406.39 feet more or less to a point on the Easterly right-of-way of U.S. Highway 395; thence in a generally Southerly direction along the Easterly right-of-way of U.S. Highway 395 to the Northwest corner of that certain parcel of land as defined on page 4 of Exhibit A as recorded in Book 784 at page 138 of County Records, said point being further defined as lying on the South right-of-way line of Kit Carson Avenue per aforesaid subdivision; thence East, a distance of 385.87 feet more or less to the Southwest corner of Kit Carson Avenue with Genoa Street per aforesaid Subdivision; thence North $00^{\circ}04'$ East, a distance of 60.00 feet to the TRUE POINT OF BEGINNING.

ALSO TOGETHER WITH commencing at a point on the Northeast corner of that certain parcel of land as defined in Book 1084 at page 2650 of County Records, said point being the TRUE POINT OF BEGINNING; thence East, 60.00 feet, to the Easterly right-of-way line of Genoa Street as shown on the Topaz Subdivision (as recorded August 10, 1954): thence South $00^{\circ}04'$ West along the Easterly right-of-way line of Genoa Street to the Southwest corner of Lot 152 of the aforesaid Topaz Subdivision; thence East 200 feet to the Southeast corner of aforesaid Lot 152; thence South $00^{\circ}04'$ West, 60 feet to the Northeast corner of Lot 123 of the aforesaid Topaz Subdivision; thence West along the Southerly right-of-way line of Kit Carson Avenue to the Southwest corner at the intersection of Kit Carson Avenue with Genoa Street; thence North $00^{\circ}04'$ East along the Westerly right-of-way of Genoa Street to the TRUE POINT OF BEGINNING.

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EXCEPTING THEREFROM a general Public Utility Easement being a strip of land, ten (10) feet in width, (measured at right angles) lying five (5) feet on both sides of the following described centerline being in portions of the former Kit Carson Avenue right-of-way as shown on the Topaz Subdivision (as recorded August 10, 1954); and being more particularly described as follows:

SECTION 1:

Beginning at the Northeast corner of Lot 123 of said Topaz Subdivision; thence North $0^{\circ}04'00''$ East, 5.00 feet to the TRUE POINT OF BEGINNING; thence North $89^{\circ}59'04''$ West, 524.00 feet to an angle point in said centerline; thence South $55^{\circ}14'05''$ West, 5 feet to the end thereof.

SECTION 2:

Beginning at the angle point in the above-described Section 1; thence North $89^{\circ}59'04''$ West, 22.00 feet to the end thereof.

A.P.N. 39-121-08

PARCEL 2

A parcel of land on the East side of U.S. Highway 395 in the South 1/2 of the Southwest 1/4 of Section 29, Township 10 North, Range 22 East, M.D.B. & M. in Douglas County, Nevada, more fully described as follows:

BEGINNING at a point which the 1/4 corner on the South boundary of said Section 29 lies East 1070.00 feet and South 225 feet; thence West parallel to the South line of Section 29, 416.84 feet to a point on the East right of way line of Highway 395; thence following the said right of way line Northerly on a curve to the left with a radius of 4,575 feet from a tangent bearing to the left with a radius of 4,575 feet from a tangent bearing North $5^{\circ}23'40''$ West, a distance of 608.90 feet; thence East 519.13 feet; thence South 600 feet to the Point of Beginning.

A.P.N. 39-142-11

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LEGAL DESCRIPTION

NOTE: AS TO PARCEL 3 ONLY

All the leasehold estate under that certain lease as evidenced by that certain Memorandum of Lease with Purchase, dated May 17, 1990, between Donald Scott as lessor and Topaz Lodge Enterprises as lessee, the interest of Topaz Lodge Enterprises was deeded to Topaz Lodge, Inc., a Nevada corporation by document recorded November 23, 1993, in Book 1193, at Page 4657, as Document No. 323304, the interest of Topaz Lodge, Inc. was deeded to Roger H. Elton, as Trustee of the RHE Trust dated May 1, 1990 by Document recorded December 16, 1994 in Book 1294, at Page 2633, as Document No. 352783 and corrected by Document recorded March 9, 1995 in Book 395, at Page 1101, as Document No. 357585, for the lease of all that certain property situate, lying and being in the County of Douglas, State of Nevada, located in the South 1/2 of the Southwest 1/4 of Section 29, Township 10 North, Range 22, East, M.D.B. & M., in Douglas County, Nevada, more particularly described as follows:

BEGINNING at a point on the Southline of said Section 29, from which the South 1/4 corner thereof bears East 1,076.30 feet; thence along the said Section line West 394.00 feet to the Easterly right-of-way line of U.S. Highway 395; thence Northerly along said right-of-way line following a curve to the left with a radius of 4,575 feet, through an angle of 2°49'35" from a tangent bearing of 2°56'44" length of 225.69 feet; thence East 411.24 feet; thence South 225.00 feet to the TRUE POINT OF BEGINNING.

A.P.N. 39-142-03

Said Memorandum of Lease with Purchase having been recorded on May 25, 1990, in Book 590, at Page 4049, as Instrument No. 226964, Official records of Douglas County.

REQUESTED BY
WESTERN TITLE COMPANY, INC.

**IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA**

'95 AUG 30 P3:45

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LINDA SLATER
RECORDER
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