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UNIFORM COMMERCIAL CODE - FINANCING STATEMENT - FORM UCC-1
(TAHOE/1997)

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 TAHOE MANAGEMENT COMPANY, INC., 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)

HCR SERVICES 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. Secured Party:

Name: WELLS FARGO BANK, NATIONAL ASSOCIATION, Agent Bank

Mailing Address: One East First Street

City: Reno State: Nevada Zip Code: 89501

4. Assignee of Secured Party (if any)

Name: None.

Mailing Address:

City: State: Zip Code:

08313

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UCC-1 FINANCING STATEMENT

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

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DEBTOR: HARVEYS TAHOE MANAGEMENT COMPANY, INC.,
a Nevada corporation

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

5. 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

5A. Signature of Record Owner:

5B. See Attachment

5C. \$ _____
Maximum amount of
Indebtedness to be
Secured at any one time
(optional)

(Type) Record Owner of Real
Property

6. 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

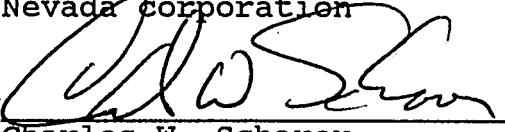
7. Check if applicable: Debtor is a "Transmitting Utility" in accordance with NRS 704.205 and NRS 104.9403

**DEBTOR: HARVEYS TAHOE MANAGEMENT COMPANY, INC.,
a Nevada corporation**

8. Date: July 25, 1997.

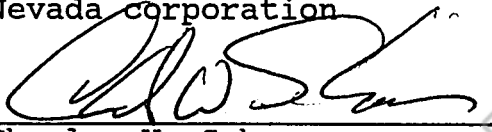
Signature(s) of Debtor(s)

HARVEYS TAHOE MANAGEMENT COMPANY, INC.,
a Nevada corporation

By 
Charles W. Scharer,
President

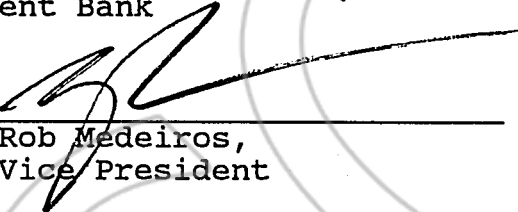
Signature of Additional Debtor(s)

HCR SERVICES COMPANY, INC.,
a Nevada corporation

By 
Charles W. Scharer,
President

Signature(s) of Secured Party(ies)

WELLS FARGO BANK, National Association
Agent Bank

By 
Rob Medeiros,
Vice President

9. Return Copy to:

Name: WELLS FARGO BANK, National Association
Attn: Rob Medeiros, V.P.

Address: One East First Street

City, State: Reno, Nevada

And Zip: 89501

**DEBTOR: HARVEYS TAHOE MANAGEMENT COMPANY, INC.,
a Nevada corporation**

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

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UCC-1 FINANCING STATEMENT

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**DEBTOR: HARVEYS TAHOE MANAGEMENT COMPANY, INC.,
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ATTACHMENT TO UCC-1

Record Owners of Real Property:

Harveys Tahoe Management Company, Inc., a Nevada corporation

Park Cattle Company, a Nevada corporation

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ATTACHMENT TO UCC-1

LAW OFFICES OF
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DEBTOR: HARVEYS TAHOE MANAGEMENT COMPANY, INC.,
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DESCRIPTION OF COLLATERAL
ATTACHED TO UCC-1
FINANCING STATEMENT (the "UCC-1")

All right, title and interest of Debtor, and of Additional Debtor (collectively "Debtors"), in and to, that certain personal property which is particularly described as follows, and the interests of Debtors 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 Debtors;

(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;

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EXHIBIT "A"
TO

UCC-1 FINANCING STATEMENT

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DEBTOR: HARVEYS TAHOE MANAGEMENT COMPANY, INC.,
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(d) All present and future accounts, accounts receivable, agreements, contracts, leases, contract rights, rights to payment, 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 Debtors or in which any of the Debtors 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 Debtors 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 Debtors, 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 Debtors, 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 Debtors' 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

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EXHIBIT "A"

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due under such leases, whether as rent, damages, insurance payments, condemnation awards, or otherwise; (bb) All claims, rights, powers, privileges and remedies under such leases; and (cc) All rights of the any of the Debtors 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 Debtors (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 Debtors;

(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

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**DEBTOR: HARVEYS TAHOE MANAGEMENT COMPANY, INC.,
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intangible property received upon the sale or disposition of any of the foregoing; and

SUBJECT, HOWEVER, to the following:

(i) The right of Debtors, 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, dated August 14, 1995, by and among: (aa) Harveys Casino Resorts, a Nevada corporation, Harveys C.C. Management Company, Inc., a Nevada corporation and Harveys Iowa Management Company, Inc., a Nevada corporation, as Borrowers; and (bb) First Interstate Bank of Nevada, N.A. (the predecessor by merger to Secured Party) and the other Banks which are named therein; as such Reducing Revolving Credit Agreement has been amended from time to time (including without limitation the amendment made by that Certain Fourth Amendment to Reducing Revolving Credit Agreement, dated concurrently or substantially concurrent herewith, pursuant to which among other things, Debtors were named as additional Borrowers under the Reducing Revolving Credit Agreement) and as it may be hereafter renewed, extended, amended, restated or otherwise modified; and

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

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EXHIBIT "A"
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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

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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

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COPY

REQUESTED BY
Henderson & Nelson
IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

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LINDA SLATER
RECORDER
\$32⁰⁰ PAID *kd* DEPUTY