

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) Lakeside Inn and Casino		1A. SOCIAL SECURITY OR FEDERAL TAX NO.
1B. MAILING ADDRESS Highway 50 at Kingsbury Grade	1C. CITY, STATE Lake Tahoe, NV	1D. ZIP CODE 89449
1E. RESIDENCE ADDRESS	1F. CITY, STATE	1G. ZIP CODE
2. ADDITIONAL DEBTOR (IF ANY) (ONE NAME ONLY) <input type="checkbox"/> LEGAL BUSINESS NAME <input type="checkbox"/> INDIVIDUAL (LAST NAME FIRST)		2A. SOCIAL SECURITY OR FEDERAL TAX NO.
2B. MAILING ADDRESS	2C. CITY, STATE	2D. ZIP CODE
2E. RESIDENCE ADDRESS	2F. CITY, STATE	2G. ZIP CODE

3. ADDITIONAL DEBTOR(S) ON ATTACHED SHEET

4. SECURED PARTY NAME PDS Financial Corporation - Nevada MAILING ADDRESS 6171 McLeod Drive CITY Las Vegas STATE NV ZIP CODE 89120		4A. SOCIAL SECURITY NO. FEDERAL TAX NO. OR BANK TRANSIT AND A.B.A. NO. 88-0357859
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).

9401-04

See Exhibit "A" attached hereto and made a part hereof.
 (Douglas County Recorder)

THIS SPACE FOR USE OF FILING OFFICER

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 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) **2-10-99** 19____

By *H.M. Furbee* **Slt Mgr**
 SIGNATURE(S) OF DEBTOR(S) (TITLE)

H.M. FURBEE
 TYPE NAME(S)

By *Robert M. Mann* **Exec. Vice President**
 SIGNATURE(S) OF SECURED PARTY(IES) (TITLE)

Robert M. Mann
 TYPE NAME(S)

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

08472

0463464

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10. **Return Copy to:**

Michele Premazon
 NAME **PDS Financial Corporation**
 ADDRESS **6171 McLeod Drive**
 CITY, STATE AND ZIP **Las Vegas, NV 89120**

Trust Account Number (If Applicable) _____

WHITE—Alphabetical; PINK—Acknowledgement;
 GREEN—Secured Party; BLUE—Debtor.

EXHIBIT A

This is an informational filing pursuant to NRS 104.9408 and relates to equipment which is the subject of a true lease. Debtor grants to Secured Party a security interest in and to all gaming and other equipment now or hereafter leased or to be leased under that certain Master Lease Agreement dated June 4, 1998 and Lease Schedule No. 4 thereto dated January 19, 1999 (collectively, the "Lease"), by and between Secured Party, as lessor, and Debtor, as lessee, including the equipment described in Attachment "A" (the "Equipment") attached hereto and all of Debtor's interest in and to the following:

1. All security deposits, holdbacks, reserves and other monies belonging or payable to lessee in connection with the Lease and the Equipment; and
2. All accounts, chattel paper, contract rights, documents, equipment, fixtures, general intangibles (patents, copyrights, tradenames and trademarks), goods, instruments and inventory pertaining to the Lease and the Equipment; and
3. All accessions, accessories, additions, amendments, attachments, modifications, replacements and substitutions to any of the foregoing; and
4. All proceeds and products of any of the foregoing; and
5. All policies of insurance pertaining to any of the foregoing as well as any proceeds pertaining to such policies; and
6. All books and records pertaining to any of the foregoing.

LINE Initials

0463464

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ATTACHMENT "A"
PDS Transaction No. 9401-04
LAKESIDE INN, INC.
d.b.a. LAKESIDE INN AND CASINO

This Attachment "A" is attached to and made a part of the Master Lease Agreement dated June 4, 1998 and Lease Schedule No. 4 dated January 19, 1999, between PDS Financial Corporation - Nevada, a Nevada corporation, the ("Lessor"), and Lakeside Inn, Inc., a Nevada corporation d.b.a. Lakeside Inn and Casino the ("Lessee").

Qty.	Description
2	Bally GameMaker Slant Top with factory IBA Serial #'s: V950703581 and V950703582
6	IGT PE+ Slant Double Screen Keno with Humpback factory IBA Serial #'s: 403772, 403773, 403781, 403784, 403787, 403788

LAKESIDE INN, INC.
a Nevada corporation
d.b.a. Lakeside Inn and Casino

PDS FINANCIAL CORPORATION - NEVADA
a Nevada corporation

By: H.M. Finley
Its: Slot Mgr

By: _____
Its: _____

REQUESTED BY
PDS Financial Corp
IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

'99 MAR 17 A11:11

LINDA SLATER
RECORDER
#17 PAID 2 DEPUTY

0463464
Page 1 of 1
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