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21447

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

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UNIFORM COMMERCIAL CODE — FINANCING STATEMENT CHANGE — FORM N-UCC-2

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

IMPORTANT:

Read instructions on back before filling out form.

Receipt No. _____

1. File No. of Orig. Financing Statement 0463464BK0399PG3904	1A. Date of Filing of Orig. Financing Statement 3/17/99	1B. Date of Orig. Financing Statement	1C. Place of Filing Orig. Financing Statement Douglas Co., NV
2. DEBTOR (ONE NAME ONLY) <input type="checkbox"/> LEGAL BUSINESS NAME <input type="checkbox"/> INDIVIDUAL (LAST NAME FIRST) Lakeside Inn and Casino		2A. SOCIAL SECURITY OR FEDERAL TAX NO.	
2B. MAILING ADDRESS Highway 50 at Kingsbury Grade		2C. CITY, STATE Lake Tahoe, NV	2D. ZIP CODE 89449
3. ADDITIONAL DEBTOR (If Any) (ONE NAME ONLY) <input type="checkbox"/> LEGAL BUSINESS NAME <input type="checkbox"/> INDIVIDUAL (LAST NAME FIRST)		3A. SOCIAL SECURITY OR FEDERAL TAX NO.	
3B. MAILING ADDRESS		3C. CITY, STATE	3D. ZIP CODE
4. <input type="checkbox"/> ADDITIONAL DEBTOR(S) ON ATTACHED SHEET			
5. SECURED PARTY NAME PDS Financial Corporation - Nevada MAILING ADDRESS 6171 McLeod Drive CITY Las Vegas STATE NV ZIP CODE 89120		5A. SOCIAL SECURITY NO. FEDERAL TAX NO. OR BANK TRANSIT AND A.B.A. NO. 88-0357859	
6. ASSIGNEE OF SECURED PARTY (If Any) NAME Sun West Bank MAILING ADDRESS 5830 W. Flamingo CITY Las Vegas STATE NV ZIP CODE 89103		6A. SOCIAL SECURITY NO. FEDERAL TAX NO. OR BANK TRANSIT AND A.B.A. NO.	
7. A. <input type="checkbox"/> CONTINUATION—The original Financing Statement between the foregoing Debtor and Secured Party bearing the file number and date shown above is continued. If collateral is crops or timber, fixtures, or oil, gas or minerals check here <input type="checkbox"/> and insert description of real property on which growing or to be grown or to which affixed or to be affixed or from which to be extracted in Item 8 below. If crops or fixtures, also insert name of record owner of real estate. Effective only if submitted within 6 months prior to expiration date.			
B. <input type="checkbox"/> RELEASE—From the collateral described in the Financing Statement bearing the file number shown above, the Secured Party releases the collateral described in Item 8 below. Release does not terminate debt.			
C. <input checked="" type="checkbox"/> ASSIGNMENT—The Secured Party certifies that the Secured Party has assigned to the Assignee above named, all or part of the Secured Party's rights under the Financing Statement bearing the file number shown above in the collateral described in Item 8 below.			
D. <input type="checkbox"/> TERMINATION—The Secured Party certifies that the Secured Party no longer claims a security interest under the Financing Statement bearing the file number shown above.			
E. <input type="checkbox"/> AMENDMENT—The Financing Statement bearing the file number shown above is amended as set forth in Item 8 below. Any changes made to Items 2 thru 6 above must be made in Item 8 below. (Signature of Debtor(s) and Secured Party(ies) required on all amendments.)			
8. (9401-04)			

THIS SPACE FOR USE OF FILING OFFICER

9. (Date) 5-20 1999

By _____ (TITLE)

By Lorie Sharp (TITLE) **Credit Manager**

TYPE NAME(S)

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

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

'99 JUN 17 110 :05

LINDA SLATER
RECORDER
PAID DEPUTY

0470480
BK0699PG3625

11. Return Copy to:

Jean Flanagan
NAME PDS Financial Corp.
ADDRESS 6171 McLeod Drive
CITY, STATE AND ZIP Las Vegas, NV 89120

Trust Account Number (If Applicable)