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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)	1A. SOCIAL SECURITY OR FEDERAL TAX NO. 36-4196119
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1B. MAILING ADDRESS 1509 S. Michigan Ave., Suite 300	1C. CITY, STATE Chicago, IL	1D. ZIP CODE 60605
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1E. RESIDENCE ADDRESS Store 55 Highway 50	1F. CITY, STATE Lake Tahoe, NV	1G. ZIP CODE 89449
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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.
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2B. MAILING ADDRESS	2C. CITY, STATE	2D. ZIP CODE
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2E. RESIDENCE ADDRESS	2F. CITY, STATE	2G. ZIP CODE
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3. ADDITIONAL DEBTOR(S) ON ATTACHED SHEET

4. SECURED PARTY NAME Desert Palace, Inc. (d/b/a Caesars Tahoe) MAILING ADDRESS 55 Highway 50, P.O. Box 5800 CITY Lake Tahoe STATE NV ZIP CODE 89449	4A. SOCIAL SECURITY NO. FEDERAL TAX NO. OR BANK TRANSIT AND A.B.A. NO. 88-0164806
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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.
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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 of Debtor's trade fixtures, consisting of two (2) stand up humidors, two (2) retail display casas, cigar press, cigar roller's bench, and miscellaneous signage, located at the address set forth in Section 1E above

6A. _____ SIGNATURE OF RECORD OWNER	6C. \$ _____ MAXIMUM AMOUNT OF INDEBTEDNESS TO BE SECURED AT ANY ONE TIME (OPTIONAL)
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6B. _____
(TYPE) RECORD OWNER OF REAL PROPERTY

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) 6/18 19 99

By Mark Krebs C.O.O.
 SIGNATURE(S) OF DEBTOR(S) (TITLE)

By Mark Fuller, VP of Finance VP FINANCE
 SIGNATURE(S) OF SECURED PARTY(IES) (TITLE)

10. Return Copy to:

NAME <input checked="" type="checkbox"/> Caesars Tahoe ADDRESS PO Box 5800 CITY, STATE Stateline, NV 89449 AND ZIP	Trust Account Number (If Applicable)
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11. This Space for Use of Filing Officer: (Date, Time, File Number and Filing Officer)

08521

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

COPY

REQUESTED BY
Cassars Tahoe
IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

1999 AUG 25 AM 10: 05

LINDA SLATER
RECORDER

\$16⁰⁰ PAID K2 DEPUTY

0475202

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