

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) Topaz Lodge, Inc. <input checked="" type="checkbox"/> LEGAL BUSINESS NAME <input type="checkbox"/> INDIVIDUAL (LAST NAME FIRST)		1A. SOCIAL SECURITY OR FEDERAL TAX NO. 88-0195722
1B. MAILING ADDRESS 1950 East Greg Street	1C. CITY, STATE Sparks, NV	1D. ZIP CODE 89431
1E. RESIDENCE ADDRESS	1F. CITY, STATE	1G. ZIP CODE
2. ADDITIONAL DEBTOR (IF ANY) (ONE NAME ONLY) <input checked="" 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 AMRESCO Commercial Finance, Inc. MAILING ADDRESS 412 East ParkCenter Boulevard, Suite 300 CITY Boise STATE ID _____ ZIP CODE 83706		4A. SOCIAL SECURITY NO. FEDERAL TAX NO. OR BANK TRANSIT AND A.B.A. NO. 82-0460517
5. ASSIGNEE OF SECURED PARTY (IF ANY) NAME Wells Fargo Bank Minnesota, N.A., as custodian or trustee MAILING ADDRESS Sixth Street & Marquette Avenue CITY Minneapolis STATE MN ZIP CODE 55479		5A. SOCIAL SECURITY NO. FEDERAL TAX NO. OR BANK TRANSIT AND A.B.A. NO. 41-1592157

6. This FINANCING STATEMENT cover 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).

See attached Exhibit "A" for collateral description. See attached Exhibit "B" for store location(s). See attached Exhibit "C" for legal description.

THIS IS A FIXTURE FILING. TO BE FILED OF RECORD IN THE REAL ESTATE RECORDS OF DOUGLAS COUNTY, NEVADA.

ACFI BORROWER NO. 6414

6A. _____ SIGNATURE OF RECORD OWNER See attached Exhibit "C" for record owner.	6C. _____ MAXIMUM AMOUNT OF INDEBTEDNESS TO BE SECURED AT ANY ONE TIME (OPTIONAL)
6B. _____ (TYPE) RECORD OWNER OF REAL PROPERTY	

7. Check if Applicable	A. <input checked="" type="checkbox"/> Proceeds of collateral are also covered	B. <input checked="" 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) 3/19/01

By *Robert A. Cashell, Jr.* (Date) _____ 2001
SIGNATURE(S) OF DEBTOR(S) (TITLE)
Topaz Lodge, Inc., Robert A. Cashell, Jr., President

By *Matt Moore* (Date) _____
SIGNATURE(S) OF SECURED PARTY(IES) (TITLE)
AMRESCO Commercial Finance, Inc., ~~Dale Conder~~, Vice President
MATT MOORE
TYPE NAME(S)

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

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10. Return Copy to:

NAME ADDRESS CITY, STATE AND ZIP	AMRESCO COMMERCIAL FINANCE INC 412 E. PARKCENTER BLVD. STE 300 BOISE, ID 83706
	TRUST ACCOUNT NUMBER (If Applicable)

WHITE-Alphabetical; PINK-Acknowledgement;
GREEN-Secured Party; BLUE-Debtor.
(Filing Fees: See Instructions) (O)-671

EXHIBIT "A"
to
UCC Financing Statement

COLLATERAL DESCRIPTION

All of Debtor's Goods, Accounts, Deposit Accounts, Documents, Chattel Paper, Instruments, Inventory, Equipment, General Intangibles, Contracts (including Franchise Agreements and Licenses), Liquor Licenses and any renewals, replacements or substitutions thereof, trademarks, tradenames, copyrights, patents, servicemarks, servicenames, certificates of title, fixtures, credits, claims, demands, assets, furniture and other personal property (excluding any stock of Topaz Lodge, Inc.) now owned, existing, or hereafter acquired, held, used, sold or consumed in connection with the Debtor's business; and any other property, rights and interests of the Debtor which at any time relate to, arise out of or in connection with the foregoing, or which shall come into the possession or custody or under the control of the Secured Party or any of its agents, representatives, associates or correspondents, in connection with the foregoing; any and all additions and accessions, replacements, substitutions, and improvements, of or to all the foregoing; and all products, rents, profits, offspring and Proceeds thereof, shall be covered. This description applies exclusively to the Store Locations attached hereto.

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Exhibit "B"

Store Location(s)

- 1. 1979 U.S. Highway 395 S.
Gardnerville, NV 89410**

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Exhibit "C"

That Lease dated March 31, 2001, and all amendments thereto, between RHE Trust, as Landlord, and Topaz Lodge, Inc., as Tenant, doing business as a lodge, which covers the following real property located in Douglas County, State of Nevada:

PARCEL 1

All that property situate in the County of Douglas, State of Nevada, described as follows:

Lots 120, 121, 122, 123, 152, 153 and 154, of TOPAZ SUBDIVISION, according to the map thereof, filed in the office of the County Recorder of Douglas County, State of 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° 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° 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., Douglas County, State of Nevada, and more particularly 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° 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° 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, Page 474, Douglas County, Nevada, records;

Thence Southeasterly along a curve having a radius of 4,575 feet subtending a central angle of 3° 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, according to the map thereof, 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° 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, Page 473, Douglas County, Nevada Records;

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Exhibit "C" continued

Thence along said highway right of way line along a curve to the right having 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, 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 $\frac{1}{4}$ of the Southwest $\frac{1}{4}$ 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, of TOPAZ SUBDIVISION, according to the map thereof, filed in the office of the County Recorder of Douglas County, State of Nevada, 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 4,574.00 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 $\frac{1}{4}$ 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 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, 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, 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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Exhibit "C" continued

EXCEPTING THEREFROM a general Public Utility Easement being a strip of land, 10 feet in width, (measured at right angles) lying 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, 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° 04' 00" East, 5.00 feet to the TRUE POINT OF BEGINNING;
Thence 89° 59' 04" West, 524.00 feet to an angle point in said centerline;
Thence South 55° 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° 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 ½ of the Southwest ¼ 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 ¼ corner of the South boundary of said Section 29 lies East 1,070.00 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° 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

PARCEL 3

All that certain property situate in the County of Douglas, State of Nevada, located in the South ½ of the Southwest ¼ of Section 29, Township 10 North, Range 22, East, M.D.B. & M., in Douglas County, Nevada, more particularly described as follows:

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Exhibit "C" continued

BEGINNING at a point on the South line of said Section 29, from which the South $\frac{1}{4}$ 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 $2^{\circ} 49' 35''$ from a tangent bearing of $2^{\circ} 56' 44''$ 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

ADDITIONAL PARCEL:

All that real property situate in the County of Douglas, State of Nevada, described as follows:

Lots 18, 24 and 38, as shown on the Amended Map of TOPAZ LODGE SUBDIVISION, FIRST AND SECOND SECTIONS, filed in the office of the County Recorder of Douglas County, State of Nevada, on September 16, 1958, in Book 3 of Maps, Page 3, as File No. 13594

A.P.N. 39-143-02 (Lot 18)

A.P.N. 39-143-07 (Lot 24)

A.P.N. 39-151-01 (Lot 38)

1979 U.S. Highway 395 S.
Gardnerville, Nevada

Unit: Topaz Lodge

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Exhibit "C" continued

All that real property situate in the County of Douglas, State of Nevada, described as follows:

Lot 70, as shown on the Amended Map of TOPAZ LODGE SUBDIVISION, FIRST AND SECOND SECTIONS, filed in the office of the County Recorder of Douglas County, State of Nevada, on September 16, 1958, in Book 3 of Maps, Page 3, as File No. 13594

A.P.N. 39-156-06

1979 U.S. Highway 395 S.
Gardnerville, Nevada

Unit: Topaz

Record Owner: Topaz Lake Water Co., Inc.

COOPER

REQUESTED BY
WESTERN TITLE COMPANY, INC.
IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

2001 MAR 29 PM 3: 12

LINDA SLATER
RECORDER

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