

DOC # 740430
 03/30/2009 10:24AM Deputy: GB
 OFFICIAL RECORD
 Requested By:
 TICOR TITLE - RENO
 Douglas County - NV
 Karen Ellison - Recorder
 Page: 1 of 8 Fee: 62.00
 BK-309 PG-7064 RPTT: 0.00



UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

BANK OF THE WEST
 1977 Saturn Street
 Monterey Park, CA
 Escrow 8009520A-RR/AP 1318-22-002-
 009, 011, 015, 016, 102, & 012.

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a ORGANIZATION'S NAME
LAKESIDE INN, INC.

OR
 1b INDIVIDUAL'S LAST NAME

FIRST NAME	MIDDLE NAME	SUFFIX

1c MAILING ADDRESS
HWY 50 PO BOX 5640

CITY STATELINE	STATE NV	POSTAL CODE 89449	COUNTRY USA
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1d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION CORPORATION	1f. JURISDICTION OF ORGANIZATION NEVADA	1g ORGANIZATIONAL ID #, if any C7359-1984	<input type="checkbox"/> NONE
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2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a ORGANIZATION'S NAME
LAKESIDE INN & CASINO

OR
 2b INDIVIDUAL'S LAST NAME

FIRST NAME	MIDDLE NAME	SUFFIX

2c MAILING ADDRESS
HWY 50 P.O. BOX 5640

CITY STATELINE	STATE NV	POSTAL CODE 89449	COUNTRY USA
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2d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION TRADE NAME	2f JURISDICTION OF ORGANIZATION NEVADA	2g ORGANIZATIONAL ID #, if any SM00190837	<input type="checkbox"/> NONE
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3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a ORGANIZATION'S NAME
BANK OF THE WEST

OR
 3b INDIVIDUAL'S LAST NAME

FIRST NAME	MIDDLE NAME	SUFFIX

3c MAILING ADDRESS
1977 Saturn Street

CITY Monterey Park	STATE CA	POSTAL CODE	COUNTRY USA
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4. This FINANCING STATEMENT covers the following collateral:

The collateral consists of all real and personal property described in Exhibit "A" attached hereto, owned by either debtor, a portion of which may be located on the real property described in Exhibit "B" attached hereto and incorporated herein by reference.

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5. ALTERNATIVE DESIGNATION (if applicable)	<input type="checkbox"/> LESSEE/LESSOR	<input type="checkbox"/> CONSIGNEE/CONSIGNOR	<input type="checkbox"/> BAILEE/BAILOR	<input type="checkbox"/> SELLER/BUYER	<input type="checkbox"/> AG. LIEN	<input type="checkbox"/> NON-UCC FILING
6. <input type="checkbox"/> This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. Attach Addendum	<input type="checkbox"/> (if applicable)	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (optional)	<input type="checkbox"/> All Debtors	<input type="checkbox"/> Debtor 1	<input type="checkbox"/> Debtor 2	
8. OPTIONAL FILER REFERENCE DATA Secretary of State, Nevada						

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT

9a ORGANIZATION'S NAME
LAKESIDE INN, INC.

OR

9b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME, SUFFIX

10. MISCELLANEOUS:

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (11a or 11b) - do not abbreviate or combine names

11a ORGANIZATION'S NAME

OR

11b INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

11c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

11d. SEE INSTRUCTIONS ADD'L INFO RE ORGANIZATION DEBTOR 11e TYPE OF ORGANIZATION 11f JURISDICTION OF ORGANIZATION 11g ORGANIZATIONAL ID #, if any NONE

12. ADDITIONAL SECURED PARTY'S or ASSIGNOR S/P'S NAME - insert only one name (12a or 12b)

12a. ORGANIZATION'S NAME

OR

12b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

12c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

13. This FINANCING STATEMENT covers timber to be cut or as-extracted collateral, or is filed as a fixture filing

14. Description of real estate:
See Exhibits "A" and "B" attached hereto

16. Additional collateral description:

15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):

17. Check only if applicable and check only one box.
 Debtor is a Trust or Trustee acting with respect to property held in trust or Decedent's Estate

18. Check only if applicable and check only one box.
 Debtor is a TRANSMITTING UTILITY
 Filed in connection with a Manufactured-Home Transaction — effective 30 years
 Filed in connection with a Public-Finance Transaction — effective 30 years



EXHIBIT "A"

(a) All articles of personal property now or hereafter attached to, placed upon for an indefinite term, or used in connection with the Land and/or Improvements, together with all goods and other property that are, or at any time become, so related to the Property that an interest in them arises under real estate law, or they are otherwise adjudged to be a "fixture" under applicable law (each a "Fixture," collectively "Fixtures"); together with

(b) All existing and future appurtenances, privileges, rights, easements, franchises and tenements of the Land, including all minerals, oil, gas, other hydrocarbons and associated substances, and any other commercially valuable substances which may be in, under or produced from any part of the Land, all development rights and credits, air rights, water, water courses, water rights, including, but not limited to, any beneficial interest in water rights whether or not appurtenant, all water and sewer will serve commitments from utilities and rights to water and sewer will serve commitments of utilities, if any, and water stock, easements, rights-of-way, gores or strips of land, and any land lying in the streets, ways, alleys, passages, roads or avenues, open or proposed, in front of or adjoining the Land and Improvements; together with

(c) All existing and future leases, subleases, subtenancies, licenses, occupancy agreements, concessions, and other agreements of any kind relating to the use or occupancy of all or any portion of the Property, whether now in effect or entered into in the future (each a "Lease," collectively, the "Leases") relating to the use and enjoyment of all or any part of the Land and Improvements, all amendments, extensions, renewals, or modifications thereof (subject to Beneficiary's right to approve same pursuant to the terms of the Loan Documents), and any and all guaranties of, and security for, lessees' performance under any and all Leases, and all other agreements relating to or made in connection with any of such Leases; together with

(d) All rents (and payments in lieu of rents), royalties, issues, profits, income, proceeds, payments, and revenues of or from the Property, and/or at any time payable under any and all Leases, including all prepaid rents and any and all security deposits received or to be received by Trustor pursuant to any and all Leases, and all rights and benefits accrued, or to accrue to, Trustor under any and all Leases (some or all collectively, as the context may require, "Rents"); together with

(e) All real property and improvements on it, and all appurtenances and other property and interests of any kind or character, whether described in Exhibit A or not, which may be reasonably necessary or desirable to promote the present and any reasonable future beneficial use and enjoyment of the Land and Improvements; together with

(f) All rights to the name, signs, and trade names used to operate the Land and Improvements; together with

(g) All goods, materials, supplies, chattels, furniture, fixtures, machinery, apparatus, fittings, equipment, and articles of personal property of every kind and nature whatsoever, including consumable goods, now or hereafter located in or upon the Property or any part thereof, or to be attached to or placed in or on, or used or useable in connection with any present or future use, enjoyment, occupancy or operation of all or any part of the Land and



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Improvements, whether stored on the Land or elsewhere, including by way of description but without limiting the generality of the foregoing, all pumps or pumping plants, tanks, motors, conduits, engines, pipes, ditches and flumes, and also all gas and electrical apparatus (including, but not limited to, all electrical transformers, switches, switch boxes, and equipment boxes), cooking, heating, cooling, air conditioning, lighting, power equipment, refrigeration and plumbing apparatus, fixtures and equipment, screens, storm doors and windows, stoves, wall beds, refrigerators, attached cabinets, partitions, ovens, ranges, disposals, dishwashers, carpeting, plants and shrubbery, ground maintenance equipment, ducts and compressors; TOGETHER WITH ALL BUILDING MATERIALS, GOODS AND PERSONAL PROPERTY ON OR OFF THE PROPERTY INTENDED TO BE AFFIXED TO OR INCORPORATED IN THE PROPERTY, BUT WHICH ARE NOT YET AFFIXED TO OR INCORPORATED IN THE PROPERTY, all which shall be considered to the fullest extent of the law to be real property for purposes of this Deed of Trust; together with

(h) ALL BUILDING MATERIALS, EQUIPMENT, WORK IN PROCESS OR OTHER PERSONAL PROPERTY OF ANY KIND, WHETHER STORED ON THE LAND OR ELSEWHERE, WHICH HAVE BEEN OR LATER WILL BE ACQUIRED FOR THE PURPOSE OF BEING DELIVERED TO, INCORPORATED INTO OR INSTALLED IN OR ABOUT THE LAND OR IMPROVEMENTS; TOGETHER WITH

(i) All deposit accounts of Trustor, held for the benefit of Trustor;

(j) To the extent not expressly prohibited by law, all federal, state, and local tax credits, and other tax benefits related to the Property, provided, however, that such tax credits and other tax benefits shall be held in the name of Trustor, and shall not be transferred to Trustee or Beneficiary until Trustee or Beneficiary acquires title to the Property by foreclosure or deed-in-lieu of foreclosure; together with

(k) All rights to the payment of money, accounts, accounts receivable, reserves, deferred payments, refunds of real property and personal property taxes and other refunds, cost savings, payments and deposits, whether now or later to be received from third parties (including all earnest money sales deposits) or deposited by Trustor with third parties (including all utility deposits), contract rights, credits for infrastructure payments, including, but not limited to, regional road improvement fees, park fees, drainage district assessments or infrastructure oversizing credits or front end loading agreements, development and use rights, governmental permits and licenses, applications, architectural and engineering plans, specifications and drawings, as-built drawings, chattel paper, instruments, documents, notes, drafts and letters of credit (other than letters of credit in favor of Beneficiary), which arise from or relate to construction on the Land or to any business now or later to be conducted on it, or to the Land and Improvements generally; together with

(l) All proceeds, including all claims to and demands for them, of the voluntary or involuntary conversion of any of the Land, the Improvements, or the other property described above into cash or liquidated claims, including proceeds of all present and future fire, hazard or casualty insurance policies and all condemnation awards or payments now or later to be made by any public body or decree by any court of competent jurisdiction for any taking or in connection with any condemnation or eminent domain proceeding, and all causes of action and



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their proceeds for any damage or injury to, or defect in, the Land, the Improvements, or the other property described above or any part of them, or breach of warranty in connection with the construction of the Improvements, including causes of action arising in tort, contract, fraud, misrepresentation, or concealment of a material fact; together with

(m) All books and records pertaining to any and all of the property described above, including records relating to tenants under any leases, and the qualification of such tenants, and all certificates, vouchers, and other documents in any way related thereto, and all records relating to the application and allocation of any federal, state, and local tax credits or benefits, including computer-readable memory and any computer hardware or software necessary to access and process such memory (the "Books and Records"); together with

(n) All proceeds of, additions and accretions to, substitutions and replacements for, and changes in any of the property described above, including all proceeds of any voluntary or involuntary disposition or claim respecting any such property (arising out of any judgment, condemnation or award, or otherwise arising) and all goods, documents, general intangibles, chattel paper and accounts, wherever located, acquired with cash proceeds of any of the foregoing or its proceeds.

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EXHIBIT "B"

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

Those portions of the Southeast $\frac{1}{4}$ of Section 22, and of the Southwest $\frac{1}{4}$ of Section 23, Township 13 North, Range 18 East, M.D.B.&M., particularly described as follows:

PARCEL 1:

COMMENCING at a point on the West side of the highway right-of-way line created by Deed recorded in Book U of Deeds, Page 110, Douglas County, Nevada Records, said point being described as bearing South $60^{\circ}13'00''$ West 127.20 feet from the section corner common to Sections 22, 23, 26 and 27, Township 13 North, Range 18 East, M.D.B.&M.; thence North $60^{\circ}56'54''$ West (of record North $61^{\circ}00'00''$ West), a distance of 349.98 feet (of record 350.00 feet); thence North $18^{\circ}23'35''$ East (of record North $18^{\circ}24'08''$ East), a distance of 299.11 feet to the true point of beginning; thence continuing North $18^{\circ}23'35''$ East (of record North $18^{\circ}24'08''$ East), a distance of 75.45 feet (of record 75.43 feet); thence South $60^{\circ}56'54''$ East (of record South $61^{\circ}00'00''$ East), a distance of 382.78 feet (of record 385.40 feet) to a point on the West side of said highway right-of-way line; thence from a tangent bearing South $19^{\circ}29'03''$ West curving to the right along the westerly side of said highway right-of-way line with a radius of 2,460.00 feet through an angle of $01^{\circ}44'49''$, a distance of 75.00 feet to a point; thence North $60^{\circ}56'54''$ West (of record North $61^{\circ}00'00''$ West), a distance of 382.78 feet to the point of beginning.

PARCEL 2:

COMMENCING at a point on the West wide of the highway right-of-way line created by Deed recorded in Book U of Deeds, at Page 110, Douglas County, Nevada Records, said point being described as bearing South $60^{\circ}13'00''$ West 127.20 feet from the section corner common to Sections 22, 23, 26 and 27, Township 13 North, Range 18 East, M.D.B.&M.; thence North $60^{\circ}56'54''$ West (of record North $61^{\circ}00'00''$ West), a distance of 349.98 feet (of record 350.00 feet); thence North $18^{\circ}23'35''$ East (of record North $18^{\circ}24'08''$ East), a distance of 198.04 feet to the true point of beginning; thence continuing North $18^{\circ}23'35''$ East (of record North $18^{\circ}24'08''$ East), a distance of 101.07 feet to a point; thence South $60^{\circ}56'54''$ East (of record South $61^{\circ}00'00''$ East), a distance of 382.78 feet to a point on the West side of said highway right-of-way line; thence from a tangent bearing South $21^{\circ}14'21''$ West curving to the right along the westerly side of said highway right-of-way line with a radius of 2,460 feet through an angle of $02^{\circ}19'45''$, a distance of 100.00 feet (of record 100.01 feet), to a point; thence North $60^{\circ}56'54''$ West (of record North $61^{\circ}00'00''$ West), a distance of 375.67 feet (of record 375.68 feet) to the true point of beginning.

PARCEL 3:

COMMENCING at a point on the West wide of the highway right-of-way line created by Deed recorded in Book U of Deeds, at Page 110, Douglas County, Nevada Records, said point being described as bearing South $60^{\circ}13'00''$ West 127.20 feet from the section corner common to



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Sections 22, 23, 26 and 27, Township 13 North, Range 18 East, M.D.B.&M.; thence North 60°56'54" West (of record North 61°00'00" West), a distance of 349.98 feet (of record 350.00 feet); thence North 18°23'35" East (of record North 18°24'08" East), a distance of 121.97 feet to the point of beginning; thence continuing North 18°23'35" East (of record North 18°24'08" East), a distance of 76.07 feet; thence South 60°56'54" East (of record South 61°00'00" East), a distance of 175.68 feet; thence South 24°26'47" West, a distance of 75.00 feet; thence North 60°56'54" West (of record North 61°00'00" West), a distance of 167.64 feet to the point of beginning.

PARCEL 4:

COMMENCING at a point on the west side of the highway right-of-way line created by Deed recorded in Book U of Deeds, at Page 110, Douglas County, Nevada Records, said point being described as bearing South 60°13'00" West 127.20 feet from the section corner common to Sections 22, 23, 26 and 27, Township 13 North, Range 18 East, M.D.B.&M.; thence North 60°56'54" West (of record North 61°00'00" West), a distance of 219.99 feet (of record 220.00 feet), to the point of beginning; thence North 60°56'54" West (of record North 61°00'00" West), a distance of 129.99 feet (of record (130.00 feet); thence North 18°23'35" East (of record North 18°24'08" East), a distance of 121.97 feet; thence South 61°00'00" East, along the westerly boundary of Parcel 3 above, a distance of 130.00 feet; thence South 18°23'35" West (of record South 18°24'08" West), a distance of 121.97 feet to the true point of beginning.

PARCEL 5:

COMMENCING at the section corner common to Sections 22, 23, 26 and 27, Township 13 North, Range 18 East, M.D.B.&M.; thence South 60°13' West, a distance of 127.20 feet to a point on the Westerly 80 foot right-of-way line of Nevada State Route #3; thence North 60°56'54" West (of record North 61°00'00" West), a distance of 349.98 feet (of record 350.00 feet) to a point; thence North 18°23'35" East (of record North 18°24'08" East), a distance of 374.56 feet (of record 374.54 feet) to the true point of beginning; thence North 18°23'35" East (of record North 18°24'08" East), a distance of 291.45 feet (of record 291.82 feet) to a point; thence South 61°52'31" East, a distance of 371.50 feet (of record 371.52 feet) to a point on the westerly right-of-way line of Nevada State Route #3; thence from a tangent that bears South 12°29'45" West curving to the right along the westerly right along the westerly 80 foot right-of-way line of Nevada State Route #3, with a radius of 2,460 feet through an angle of 06°59'48", an arc distance of 300.41 feet to a point; thence North 60°56'54" West (of record 61°00'00" West), a distance of 385.40 feet to the point of beginning.

PARCEL 6:

All that portion of the Southeast ¼ of the Southeast ¼ of Section 22, Township 13 North, Range 18 East, M.D.B.&M., that is described as follows:

COMMENCING at a point on the West side of the highway right-of-way line created by Deed recorded in Book U of Deeds, Page 110, Douglas County, Nevada Records, said point being described as bearing South 60°13' West 127.20 feet from the Section corner common to Sections 22, 23, 26 and 27, Township 13 North, Range 18 East, M.D.B.&M.; thence North 60°56'54" West (of record North 61°00'00" West), a distance of 349.98 feet (of record 350.00 feet); thence North 18°23'35" East (of record North 18°24'08" East), a distance of 685.94 feet (of record



686.36 feet), to the true point of beginning; thence South 61°00'22" East (of record North 61°00' East), a distance of 100.06 feet (of record 100.00 feet); thence North 18°23'35" East (of record North 18°25'47" East), a distance of 100.60 feet (of record 141.26 feet); thence North 61°11'11" West (of record North 61°11' West), a distance of 100.00 feet; thence South 18°23'35" West, 90.11 feet (of record 140.95 feet), to the point of beginning.

Prior recorded documents except any portion of said parcel lying within the right-of-way line of Kahle Drive, as follows:

RESERVING THEREFROM that certain 40 foot wide strip of land along the North line of the above described Parcel as reserved in the Deed recorded April 13, 1954, in Book B-1 of Deeds, at Page 74.

PARCEL 7:

COMMENCING at a point on the West side of the highway right-of-way line created by a Deed recorded in Book U of Deeds, Page 110, Douglas County, Nevada Records, said point being described as bearing South 60°13' West, a distance of 127.20 feet from the section corner common to Sections 22, 23, 26 and 27, Township 13 North, Range 18 East, M.D.B.&M.; thence North 60°56'54" West (of record North 61°00' West), a distance of 169.99 feet (of record 170.00 feet), to the true point of beginning; thence North 60°56'54" West (of record North 61°00' West), a distance of 50 feet; thence North 18°23'35" East (of record North 18°24'08" East), a distance of 121.97 feet to the southwesterly line of the parcel conveyed to H.L. HAYNES and BERTHA E. HAYNES, by Deed recorded January 9, 1958, under File No. 12864, Douglas County, Nevada Records; thence South 60°56'54" East (of record South 61°00' East), a distance of 50 feet; thence South 18°23'35" West (of record South 18°24'08" West) a distance of 121.97 feet to the true point of beginning.

PARCEL 8:

Lots 1 through 12 inclusive, in Block 1, as shown on the map of OLIVER PARK, filed in the office of the County Recorder of Douglas County, Nevada, on February 4, 1959, as Document No. 14030.

NOTE: The above metes and bounds description appeared previously in that certain Third Amendment to Assignment of Entitlements, Contracts, Rents and Revenues recorded in the office of the County Recorder of Douglas County, Nevada on July 29, 2008, as Document No. 727619 of Official Records.

Assessor's Parcel Number(s):

- 1318-22-002-009
- 1318-22-002-011
- 1318-22-002-015
- 1318-22-002-016
- 1318-22-002-102
- 1318-22-002-012



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