

APNs:

1318-27-002-005

1318-27-002-007

**RECORDING REQUESTED BY AND
WHEN RECORDED RETURN TO:**

Harrah's Lake Tahoe LLC
c/o Kirkland & Ellis LLP
300 North LaSalle
Chicago, IL 60654
Attention: Sonia Elizabeth Fulop, Esq.

**MAIL PROPERTY TAX
STATEMENTS TO:**

Harrah's Lake Tahoe LLC
One Caesars Palace Drive
Las Vegas, NV 89109

GRANT, BARGAIN AND SALE DEED

THIS INDENTURE WITNESSETH that **HARVEYS TAHOE MANAGEMENT COMPANY LLC**, a Nevada limited liability company, successor by merger to Harveys Tahoe Management Company, Inc., a Nevada corporation, for valuable consideration, the receipt of which is hereby acknowledged, does hereby Grant, Bargain, Sell and Convey to **HARRAH'S LAKE TAHOE LLC**, a Delaware limited liability company, with an address of 8329 W Sunset Road, Suite 210, Las Vegas, NV 89113, all that real property situated in the County of Douglas, State of Nevada, bounded and described as follows:

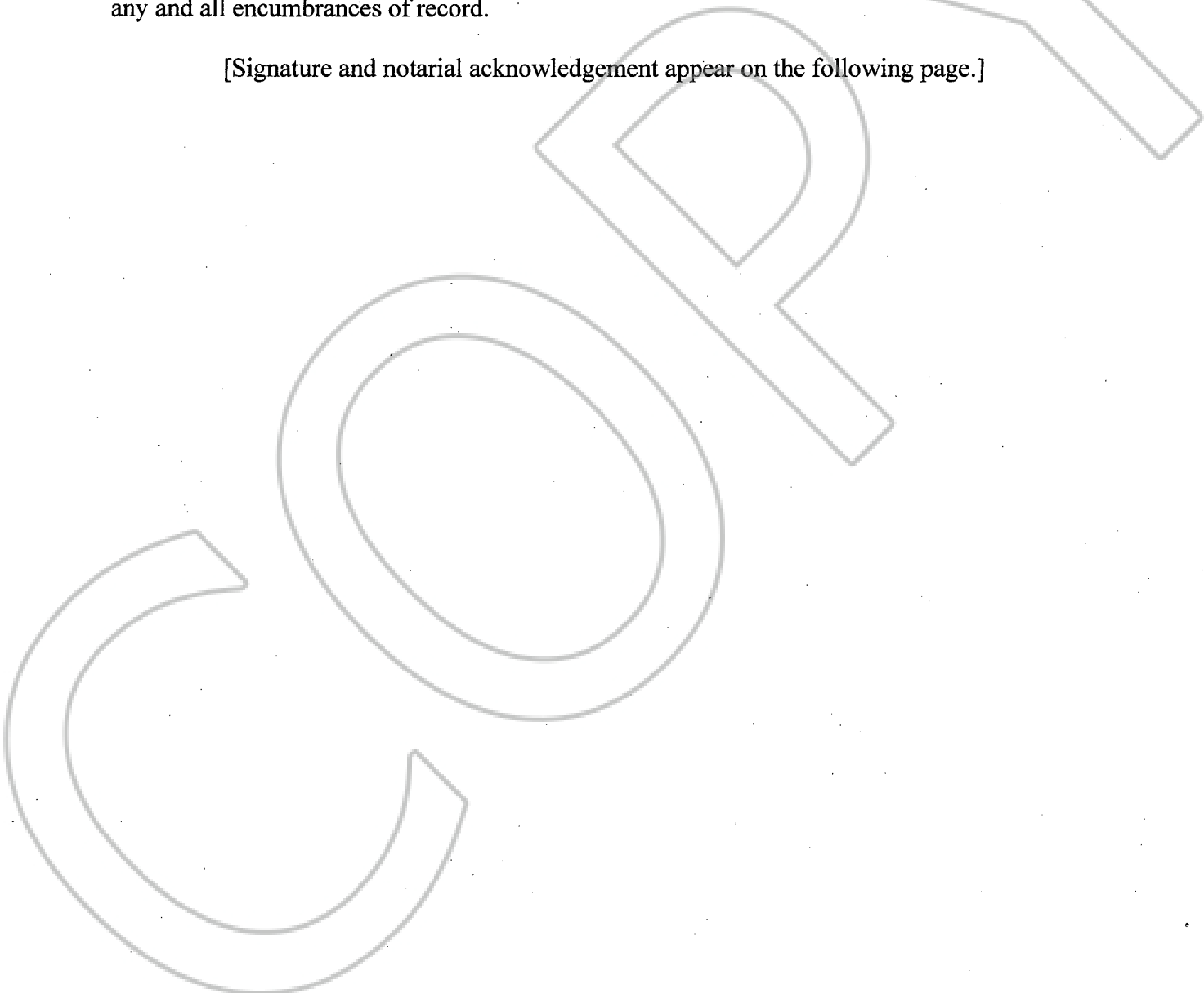
See Exhibit A attached hereto and incorporated herein by this reference (the "Property")

together with (i) all and singular right, title and interest in the land, barges, buildings, improvements, tenements, hereditaments and appurtenances thereunto belonging or in anywise appertaining or located thereon, and any reversions, remainders, rents, issues, profits or other estate, rights and benefits of Grantor therefor or therein, if any, and (ii) all right, title and interest, if any, of Grantor in, to, and over any streets, roads or waterways abutting the property described herein, and (iii) all furniture, fixtures, and equipment (collectively, the

“FF&E”) located thereon that constitutes real property under applicable law, and, without limitation, FF&E that has an asset description in Grantor’s fixed asset sub-ledger as of the date hereof that includes at least one of the words set forth on Schedule 1 attached hereto; but, excluding indoor signage assets that have an asset description in Grantor’s fixed asset sub-ledger as of the date hereof that includes at least one of the words set forth on Schedule 2 attached hereto. However, in no event shall any device, equipment, supplies, machine, implement, or other instrument or asset adapted for, designed to be used for, or used for gambling or gaming be or be deemed to be transferred, and the same are specifically excluded from transfer.

This conveyance is made subject to (a) liens for taxes not yet due and payable and (b) any and all encumbrances of record.

[Signature and notarial acknowledgement appear on the following page.]



Effective date 10/6/2017

HARVEYS TAHOE MANAGEMENT COMPANY LLC,
a Nevada limited liability company

By: [Signature]
Name: Mary E. Higgins
Title: Treasurer

STATE OF NEVADA)
)
COUNTY OF Clark) SS

I, Marilyn White, a Notary Public in and for the said County, in the State aforesaid, DO HEREBY CERTIFY that Mary E. Higgins, personally known to me to be the Treasurer of HARVEYS TAHOE MANAGEMENT COMPANY LLC, a Nevada limited liability company, and personally known to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person, and acknowledged that as such Treasurer she signed and delivered the said instrument pursuant to authority of said limited liability company as her free and voluntary act, and as the free and voluntary act and deed of said limited liability company, as the Treasurer of HARVEYS TAHOE MANAGEMENT COMPANY LLC, a Nevada limited liability company, for the uses and purposes therein set forth.

WITNESS my hand and notarial seal this 21st day of Sept 2017.

[Signature]
Notary Public

[SEAL]

My Commission Expires: January 7, 2021



[Signatures continue on following pages]

EXHIBIT A

LEGAL DESCRIPTION OF THE PROPERTY

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

PARCEL 1:

Beginning at the intersection of the Easterly right of way line of U.S. Highway 50 as it now exists and the Nevada-California State Line as it now exists, being the true point of beginning; thence Northeasterly along said right of way line of U.S. Highway 50, North 28°02' East, 680.50 feet; thence leaving Highway 50, South 61°58' East, 102.73 feet; thence South 85°19' East, 95.69 feet; thence South 61°58" East, 260.00 feet; thence North 28°02' East, 87.87 feet; thence South 61°58' East, 247.89 feet, more or less, to a point on the existing fence along the Easterly line of that certain parcel of land described as Parcel 2 in the Deed from Park Cattle Company to Harrah's Club, recorded December 28, 1967 in Book 56, Page 334, File No. 39715 Official Records; thence along said fence line, South 32°55' East, 194.91 feet, more or less to a found brass capped concrete monument marked RE 933; thence continuing along a fence on the Easterly line of that certain parcel of land described as Parcel 2 in the previously mentioned Deed, South 0°25'42" East, 783.03 feet to a point on the North line of the Southeast ¼ of the Southeast ¼ of Section 27, Township 13 North, Range 18 East, M.D.B.&M., said point being marked on the ground by a found brass capped concrete monument marked RE 933; thence Easterly along said line, South 89°51'54" East, 279 feet, more or less, to the West line of the proposed relocation of U.S. Highway 50 right of way; thence Southwesterly and Northwesterly along said line of the proposed relocation of U.S. Highway 50, the following courses per Highway bearings and distances: South 45°26'04" West, 62.60 feet; thence South 62°56'14" West 193.09 feet; thence South 42°34'22" West, 167.96 feet; thence North 73°22'13" West, 88.54 feet; thence North 59°10'02" West, 101.98 feet; thence North 47°54'42" West, 388.23 feet, along a curve to the left the tangent of which bears the last described course with a radius of 500.00 feet through a central angle of 20°36'41" for an arc distance of 179.87 feet to a point on the Nevada-California State Line as it now exists; thence Westerly along the Nevada-California State Line to the point of its intersection with the Easterly line of U.S. Highway 50 as it now exists, to the true point of beginning.

EXCEPTING THEREFROM that portion of said land deeded to Douglas County, a political subdivision of the State of Nevada, by Deed recorded January 9, 1979 in Book 1642, File No. 29467, Official Records.

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Document No. 723806 is provided pursuant to the requirements of Section 6.NRS 111.312.

PARCEL 2:

Together with non-exclusive easements and right-of-way for pedestrian and vehicular ingress and egress; and perpetual exclusive encroachment and maintenance easements, as set forth in that certain Reciprocal Easement Agreement recorded May 10, 1990 in Book 590, Page 1628 Doc/Inst. No. 225749, Official Records.

PARCEL 3:

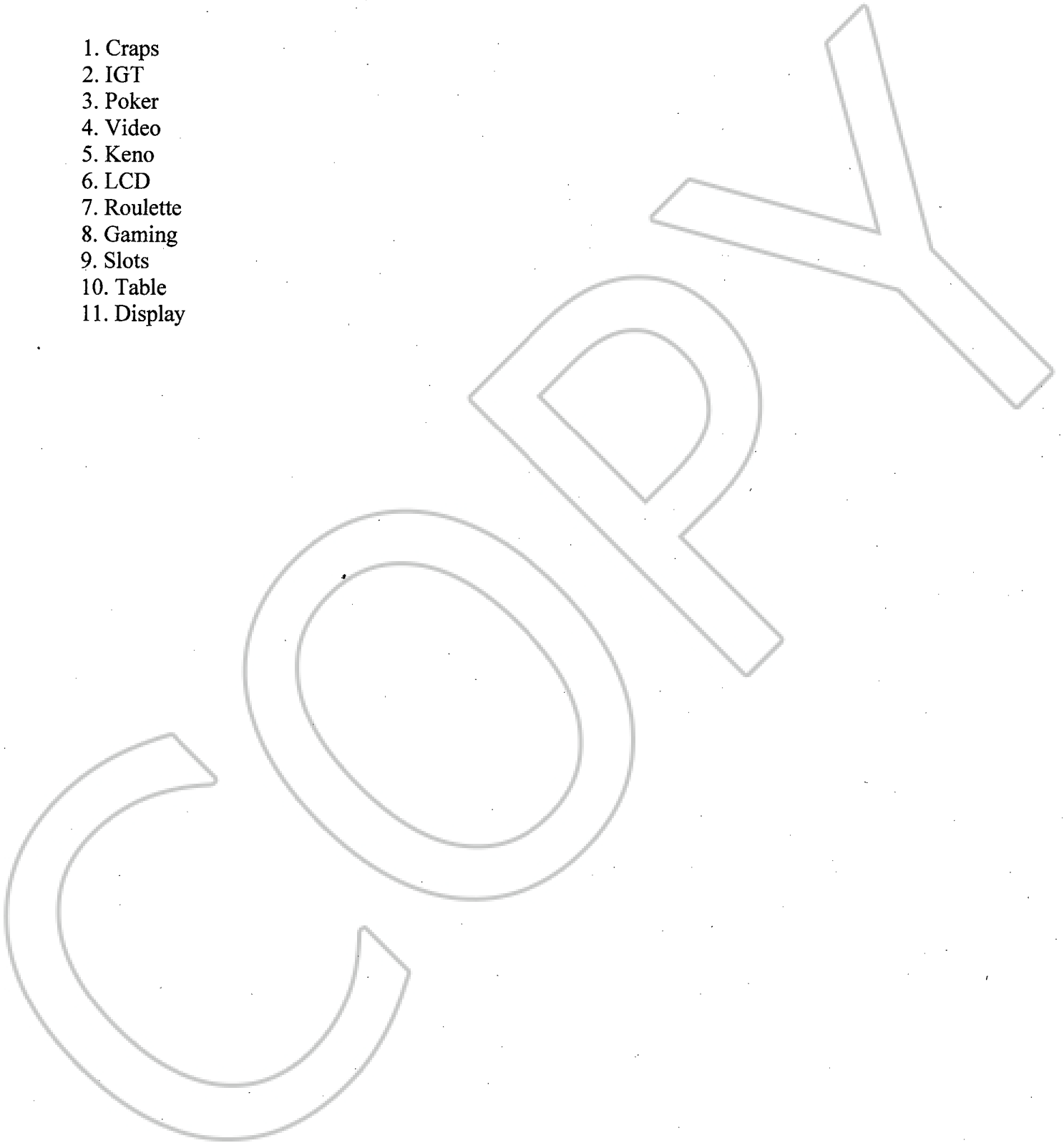
Together with non-exclusive easements for Parking, UST, Use and Access Areas and for vehicular and pedestrian ingress egress as described and delineated in that certain document entitled Easement Agreement, recorded February 26, 2010, in Book 210, Page 5424, as Document No. 759333, Official Records

SCHEDULE 1

1. Bathtub
2. Boiler
3. Building
4. Cabling
5. Carpentry
6. Carpet
7. CAT5
8. CAT 5
9. Ceiling
10. Ceramic
11. Chandelier
12. Circuit Breakers
13. Conduit
14. Construct
15. Controller
16. Conveying Systems
17. Counter Tops
18. Countertops
19. CRPT
20. Decorative Pendant
21. Door
22. Duct
23. Ductwork
24. Dumbwaiters
25. Electrical
26. Elevator
27. Entrance
28. Fire Alarm
29. Fire Protect
30. Fire Protection
31. Floor
32. Flooring
33. Frame
34. Generator
35. Heater
36. Heat Exc
37. HVAC
38. Lamp
39. Landscape
40. Landscaping
41. Lavatories
42. LED
43. Lift
44. Light
45. Light Fixture
46. Lightning
47. Lock
48. Meter
49. Millwork
50. Millwork Variants
 - a. MWORK
 - b. Milwork
 - c. Milwrk
51. Paradigm
52. Pendant
53. Pendant Lamp
54. Piping
55. Plumbing
56. Protection
57. Restroom
58. RSTRM
59. SAFLOCK
60. Sconce
61. Shower
62. Sign
63. Signage Sprinkler
64. Stone
65. Tile
66. Tiling
67. Toilet
68. Transformer
69. Vinyl
70. Wall
71. Window
72. Wiring
73. Wood
74. Woodwork

SCHEDULE 2

1. Craps
2. IGT
3. Poker
4. Video
5. Keno
6. LCD
7. Roulette
8. Gaming
9. Slots
10. Table
11. Display



STATE OF NEVADA
DECLARATION OF VALUE

- 1. Assessors Parcel Number(s)
 - a) 1318-27-002-005
 - b) 1318-27-002-007
 - c) _____

- 2. Type of Property:
 - a Vacant Land b) Single Fam. Res.
 - c) Condo/Twnhse d) 2-4 Plex
 - e) Apt. Bldg f) Comm'l/Ind'l
 - g) Agricultural h) Mobile Home
 - i) Other _____

FOR RECORDERS OPTIONAL USE ONLY	
DOCUMENT/INSTRUMENT #: _____	
BOOK _____	PAGE _____
DATE OF RECORDING: OK per KE -BC	

- 3. Total Value/Sales Price of Property: \$ N/A
- Deed in Lieu of Foreclosure Only (value of property) (_____)
- Transfer Tax Value: \$ N/A
- Real Property Transfer Tax Due: \$ N/A

- 4. If Exemption Claimed:
 - a. Transfer Tax Exemption per NRS 375.090, Section: 11
 - b. Explain Reason for Exemption: Transfer pursuant to Article IV.Z and Exhibit A of the Lease Term Sheet of the order confirming Chapter 11 bankruptcy plan, administered under Case No. 15-01145, as previously provided to County Recorder and approved by email confirmation

- 5. Partial Interest: Percentage being transferred: _____ %

The undersigned declares and acknowledges, under penalty of perjury, pursuant to NRS 375.060 and NRS 375.110, that the information provided is correct to the best of their information and belief, and can be supported by documentation if called upon to substantiate the information provided herein. Furthermore, the parties agree that disallowance of any claimed exemption, or other determination of additional tax due, may result in a penalty of 10% of the tax due plus interest at 1% per month.

Pursuant to NRS 375.030, the Buyer and Seller shall be jointly and severally liable for any additional amount owed.

Signature (See attached signature page) _____ **Capacity** (See attached signature page) _____
Signature (See attached signature page) _____ **Capacity** (See attached signature page) _____

**SELLER (GRANTOR) INFORMATION
(REQUIRED)**

Print Name: Harveys Tahoe Management Company LLC
 Address: One Caesars Palace Drive
 City: Las Vegas
 State: Nevada Zip: 89109

**BUYER (GRANTEE) INFORMATION
(REQUIRED)**

Print Name: Harrah's Lake Tahoe LLC
 Address: 8329 W. Sunset Road, Suite 210
 City: Las Vegas
 State: Nevada Zip: 89113

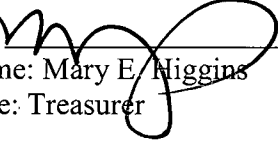
COMPANY/PERSON REQUESTING RECORDING

(required if not the seller or buyer)

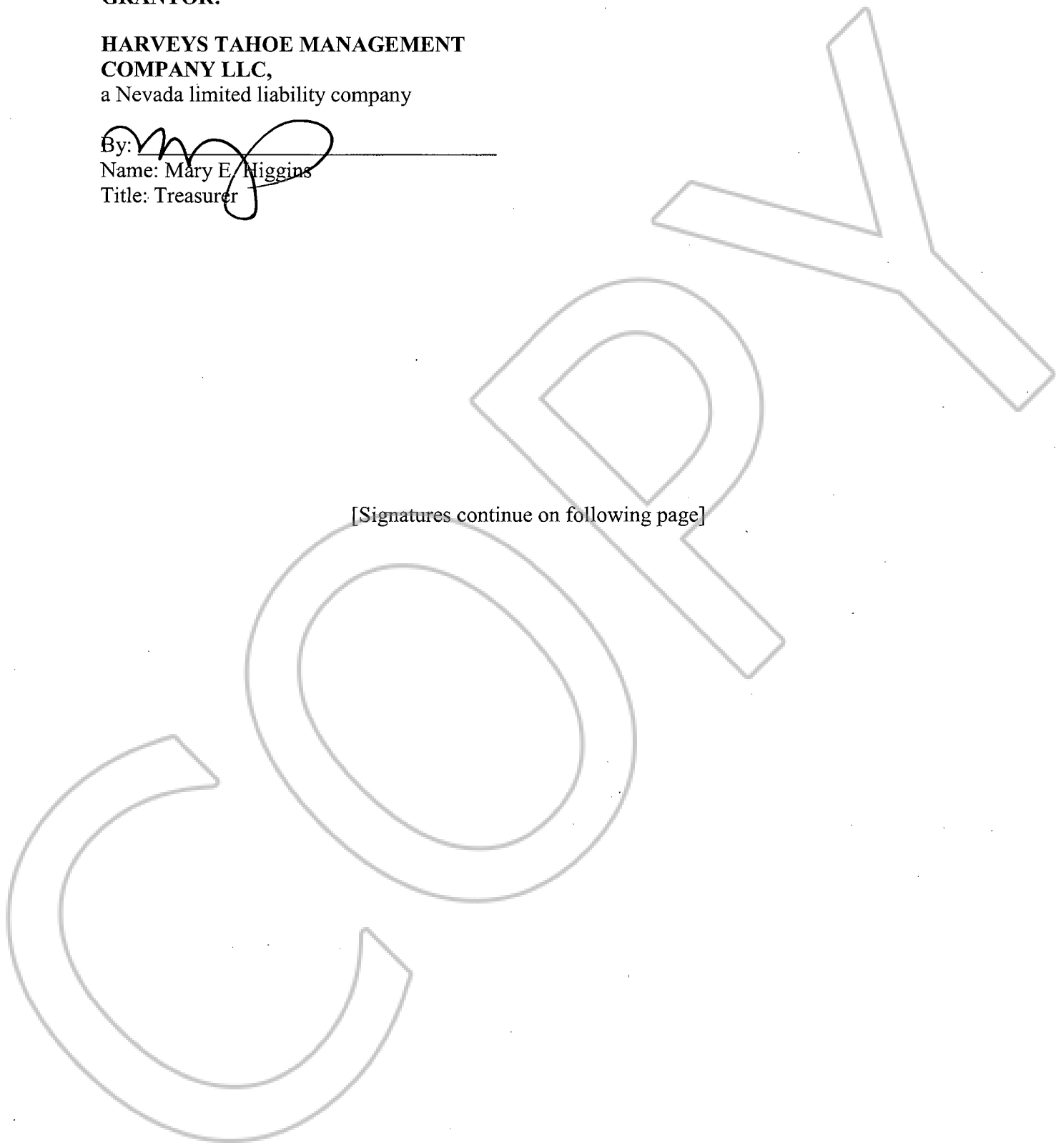
Print Name: Ticor Title of Nevada Escrow # 01404635TO
 Address: 5441 Kietzke Lane
 City: Reno State: NV Zip: 89511

GRANTOR:

**HARVEYS TAHOE MANAGEMENT
COMPANY LLC,**
a Nevada limited liability company

By:  _____
Name: Mary E. Higgins
Title: Treasurer

[Signatures continue on following page]



GRANTEE:

HARRAH'S LAKE TAHOE LLC,
a Delaware limited liability company

By: _____
Name: John Payne
Title: President

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