



00064232201709063680200200

KAREN ELLISON, RECORDER

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional)
B. E-MAIL CONTACT AT FILER (optional)
C. SEND ACKNOWLEDGMENT TO: (Name and Address)
10020 W FAIRVIEW AVE SUITE 203 BOISE ID 83704

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S NAME: Provide only one Debtor name (1a or 1b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

1a. ORGANIZATION'S NAME Harveys Tahoe Management Company LLC					
OR	1b. INDIVIDUAL'S SURNAME				
	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX		
1c. MAILING ADDRESS c/o CEOC, LLC (Attn: General Counsel) One Caesars Palace Drive		CITY Las Vegas	STATE NV	POSTAL CODE 89109	COUNTRY USA

2. DEBTOR'S NAME: Provide only one Debtor name (2a or 2b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 2b, leave all of item 2 blank, check here and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

2a. ORGANIZATION'S NAME CEOC, LLC					
OR	2b. INDIVIDUAL'S SURNAME				
	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX		
2c. MAILING ADDRESS One Caesars Palace Drive		CITY Las Vegas	STATE NV	POSTAL CODE 89109	COUNTRY USA

3. SECURED PARTY'S NAME (or NAME of ASSIGNEE of ASSIGNOR SECURED PARTY): Provide only one Secured Party name (3a or 3b)

3a. ORGANIZATION'S NAME Horseshoe Council Bluffs LLC					
OR	3b. INDIVIDUAL'S SURNAME				
	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX		
3c. MAILING ADDRESS c/o VICI Properties Inc. (Attn: General Counsel) 8329 West Sunset Road, Suite 210		CITY Las Vegas	STATE NV	POSTAL CODE 89113	COUNTRY USA

4. COLLATERAL: This financing statement covers the following collateral:

All of Debtor's right, title and interest, whether now existing or hereafter acquired, in the Collateral as described in Exhibit A attached hereto and incorporated herein by reference.

5. Check only if applicable and check only one box: Collateral is held in a Trust (see UCC1Ad, item 17 and Instructions) being administered by a Decedent's Personal Representative

6a. Check only if applicable and check only one box:
 Public-Finance Transaction Manufactured-Home Transaction A Debtor is a Transmitting Utility

6b. Check only if applicable and check only one box:
 Agricultural Lien Non-UCC Filing

7. ALTERNATIVE DESIGNATION (if applicable): Lessee/Lessor Consignee/Consignor Seller/Buyer Bailee/Bailor Licensee/Licenser

8. OPTIONAL FILER REFERENCE DATA:

FILE WITH DOUGLAS COUNTY, NEVADA AND CARSON CITY COUNTY, NEVADA

UCC FINANCING STATEMENT ADDITIONAL PARTY

FOLLOW INSTRUCTIONS

18. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because Individual Debtor name did not fit, check here

18a. ORGANIZATION'S NAME Harveys Tahoe Management Company LLC	
OR	
18b. INDIVIDUAL'S SURNAME	
FIRST PERSONAL NAME	
ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX

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19. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (19a or 19b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

19a. ORGANIZATION'S NAME				
OR				
19b. INDIVIDUAL'S SURNAME		FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
19c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
				COUNTRY

20. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (20a or 20b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

20a. ORGANIZATION'S NAME				
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20c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
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21. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (21a or 21b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

21a. ORGANIZATION'S NAME				
OR				
21b. INDIVIDUAL'S SURNAME		FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
21c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
				COUNTRY

22. ADDITIONAL SECURED PARTY'S NAME or ASSIGNOR SECURED PARTY'S NAME: Provide only one name (22a or 22b)

22a. ORGANIZATION'S NAME Harrah's Council Bluffs LLC				
OR				
22b. INDIVIDUAL'S SURNAME		FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
22c. MAILING ADDRESS c/o VICI Properties Inc. (Attn. General Counsel)		CITY	STATE	POSTAL CODE
8329 West Sunset Road, Suite 210		Las Vegas	NV	89113
				USA

23. ADDITIONAL SECURED PARTY'S NAME or ASSIGNOR SECURED PARTY'S NAME: Provide only one name (23a or 23b)

23a. ORGANIZATION'S NAME Harrah's Metropolis LLC				
OR				
23b. INDIVIDUAL'S SURNAME		FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
23c. MAILING ADDRESS c/o VICI Properties Inc. (Attn. General Counsel)		CITY	STATE	POSTAL CODE
8329 West Sunset Road, Suite 210		Las Vegas	NV	89113
				USA

24. MISCELLANEOUS:

UCC FINANCING STATEMENT ADDITIONAL PARTY

FOLLOW INSTRUCTIONS

18. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because Individual Debtor name did not fit, check here

18a. ORGANIZATION'S NAME

Harveys Tahoe Management Company LLC

OR
18b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

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SUFFIX

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COUNTRY

22. ADDITIONAL SECURED PARTY'S NAME or ASSIGNOR SECURED PARTY'S NAME: Provide only one name (22a or 22b)

22a. ORGANIZATION'S NAME

Horseshoe Southern Indiana LLC

OR
22b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

22c. MAILING ADDRESS c/o VICI Properties Inc. (Attn. General Counsel)

8329 West Sunset Road, Suite 210

Las Vegas

STATE

NV

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COUNTRY

USA

23. ADDITIONAL SECURED PARTY'S NAME or ASSIGNOR SECURED PARTY'S NAME: Provide only one name (23a or 23b)

23a. ORGANIZATION'S NAME

New Horseshoe Hammond LLC

OR
23b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

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22. ADDITIONAL SECURED PARTY'S NAME or ASSIGNOR SECURED PARTY'S NAME: Provide only one name (22a or 22b)

22a. ORGANIZATION'S NAME Horseshoe Bossier City Prop LLC			
OR			
22b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
22c. MAILING ADDRESS c/o VICI Properties Inc. (Attn. General Counsel)		CITY	STATE POSTAL CODE COUNTRY
8329 West Sunset Road, Suite 210		Las Vegas	NV 89113 USA

23. ADDITIONAL SECURED PARTY'S NAME or ASSIGNOR SECURED PARTY'S NAME: Provide only one name (23a or 23b)

23a. ORGANIZATION'S NAME Harrah's Bossier City LLC			
OR			
23b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
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SUFFIX

21c. MAILING ADDRESS

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STATE

POSTAL CODE

COUNTRY

22. ADDITIONAL SECURED PARTY'S NAME or ASSIGNOR SECURED PARTY'S NAME: Provide only one name (22a or 22b)

22a. ORGANIZATION'S NAME

New Harrah's North Kansas City LLC

OR
22b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

22c. MAILING ADDRESS c/o VICI Properties Inc. (Attn. General Counsel)

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COUNTRY

USA

23. ADDITIONAL SECURED PARTY'S NAME or ASSIGNOR SECURED PARTY'S NAME: Provide only one name (23a or 23b)

23a. ORGANIZATION'S NAME

Grand Biloxi LLC

OR
23b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

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FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

21c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

22. ADDITIONAL SECURED PARTY'S NAME or ASSIGNOR SECURED PARTY'S NAME: Provide only one name (22a or 22b)

22a. ORGANIZATION'S NAME

Horseshoe Tunica LLC

OR 22b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

22c. MAILING ADDRESS c/o VICI Properties Inc. (Attn. General Counsel)

8329 West Sunset Road, Suite 210

CITY

Las Vegas

STATE

NV

POSTAL CODE

89113

COUNTRY

USA

23. ADDITIONAL SECURED PARTY'S NAME or ASSIGNOR SECURED PARTY'S NAME: Provide only one name (23a or 23b)

23a. ORGANIZATION'S NAME

New Tunica Roadhouse LLC

OR 23b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

23c. MAILING ADDRESS c/o VICI Properties Inc. (Attn. General Counsel)

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Harveys Tahoe Management Company LLC

OR
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FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

21c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

22. ADDITIONAL SECURED PARTY'S NAME or ASSIGNOR SECURED PARTY'S NAME: Provide only one name (22a or 22b)

22a. ORGANIZATION'S NAME

Caesars Atlantic City LLC

OR
22b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

22c. MAILING ADDRESS c/o VICI Properties Inc. (Attn. General Counsel)

8329 West Sunset Road, Suite 210

CITY

Las Vegas

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COUNTRY

USA

23. ADDITIONAL SECURED PARTY'S NAME or ASSIGNOR SECURED PARTY'S NAME: Provide only one name (23a or 23b)

23a. ORGANIZATION'S NAME

Bally's Atlantic City LLC

OR
23b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

23c. MAILING ADDRESS c/o VICI Properties Inc. (Attn. General Counsel)

8329 West Sunset Road, Suite 210

CITY

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FOLLOW INSTRUCTIONS

18. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because Individual Debtor name did not fit, check here

18a. ORGANIZATION'S NAME Harveys Tahoe Management Company LLC	
OR	
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22. ADDITIONAL SECURED PARTY'S NAME or ASSIGNOR SECURED PARTY'S NAME: Provide only one name (22a or 22b)

22a. ORGANIZATION'S NAME Harrah's Lake Tahoe LLC			
OR			
22b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
22c. MAILING ADDRESS c/o VICI Properties Inc. (Attn. General Counsel)	CITY	STATE	POSTAL CODE COUNTRY
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23. ADDITIONAL SECURED PARTY'S NAME or ASSIGNOR SECURED PARTY'S NAME: Provide only one name (23a or 23b)

23a. ORGANIZATION'S NAME Harvey's Lake Tahoe LLC			
OR			
23b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
23c. MAILING ADDRESS c/o VICI Properties Inc. (Attn. General Counsel)	CITY	STATE	POSTAL CODE COUNTRY
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22a. ORGANIZATION'S NAME Harrah's Reno LLC				
OR				
22b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX	
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23. ADDITIONAL SECURED PARTY'S NAME or ASSIGNOR SECURED PARTY'S NAME: Provide only one name (23a or 23b)

23a. ORGANIZATION'S NAME Bluegrass Downs Property Owner LLC				
OR				
23b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX	
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19b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
19c. MAILING ADDRESS	CITY	STATE	POSTAL CODE
			COUNTRY

20. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (20a or 20b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

20a. ORGANIZATION'S NAME			
OR			
20b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
20c. MAILING ADDRESS	CITY	STATE	POSTAL CODE
			COUNTRY

21. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (21a or 21b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

21a. ORGANIZATION'S NAME			
OR			
21b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
21c. MAILING ADDRESS	CITY	STATE	POSTAL CODE
			COUNTRY

22. ADDITIONAL SECURED PARTY'S NAME or ASSIGNOR SECURED PARTY'S NAME: Provide only one name (22a or 22b)

22a. ORGANIZATION'S NAME Vegas Development LLC			
OR			
22b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
22c. MAILING ADDRESS <i>c/o VICI Properties Inc. (Attn. General Counsel)</i>	CITY	STATE	POSTAL CODE
8329 West Sunset Road, Suite 210	Las Vegas	NV	89113
			COUNTRY
			USA

23. ADDITIONAL SECURED PARTY'S NAME or ASSIGNOR SECURED PARTY'S NAME: Provide only one name (23a or 23b)

23a. ORGANIZATION'S NAME Vegas Operating Property LLC			
OR			
23b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
23c. MAILING ADDRESS <i>c/o VICI Properties Inc. (Attn. General Counsel)</i>	CITY	STATE	POSTAL CODE
8329 West Sunset Road, Suite 210	Las Vegas	NV	89113
			COUNTRY
			USA

24. MISCELLANEOUS:

UCC FINANCING STATEMENT ADDITIONAL PARTY

FOLLOW INSTRUCTIONS

18. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because Individual Debtor name did not fit, check here

18a. ORGANIZATION'S NAME Harveys Tahoe Management Company LLC	
OR	
18b. INDIVIDUAL'S SURNAME	
FIRST PERSONAL NAME	
ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

19. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (19a or 19b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

19a. ORGANIZATION'S NAME			
OR			
19b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
19c. MAILING ADDRESS		CITY	STATE POSTAL CODE COUNTRY

20. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (20a or 20b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

20a. ORGANIZATION'S NAME			
OR			
20b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
20c. MAILING ADDRESS		CITY	STATE POSTAL CODE COUNTRY

21. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (21a or 21b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

21a. ORGANIZATION'S NAME			
OR			
21b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
21c. MAILING ADDRESS		CITY	STATE POSTAL CODE COUNTRY

22. ADDITIONAL SECURED PARTY'S NAME or ASSIGNOR SECURED PARTY'S NAME: Provide only one name (22a or 22b)

22a. ORGANIZATION'S NAME Miscellaneous Land LLC			
OR			
22b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
22c. MAILING ADDRESS c/o VICI Properties Inc. (Attn. General Counsel) 8329 West Sunset Road, Suite 210		CITY Las Vegas	STATE POSTAL CODE COUNTRY NV 89113 USA

23. ADDITIONAL SECURED PARTY'S NAME or ASSIGNOR SECURED PARTY'S NAME: Provide only one name (23a or 23b)

23a. ORGANIZATION'S NAME Propco Gulfport LLC			
OR			
23b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
23c. MAILING ADDRESS c/o VICI Properties Inc. (Attn. General Counsel) 8329 West Sunset Road, Suite 210		CITY Las Vegas	STATE POSTAL CODE COUNTRY NV 89113 USA

24. MISCELLANEOUS:

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS

9. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because Individual Debtor name did not fit, check here

9a. ORGANIZATION'S NAME

Harveys Tahoe Managment Company LLC

OR
9b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

10. DEBTOR'S NAME: Provide (10a or 10b) only one additional Debtor name or Debtor name that did not fit in line 1b or 2b of the Financing Statement (Form UCC1) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name) and enter the mailing address in line 10c

10a. ORGANIZATION'S NAME

OR
10b. INDIVIDUAL'S SURNAME

INDIVIDUAL'S FIRST PERSONAL NAME

INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

10c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

11. ADDITIONAL SECURED PARTY'S NAME or ASSIGNOR SECURED PARTY'S NAME: Provide only one name (11a or 11b)

11a. ORGANIZATION'S NAME

OR
11b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

11c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

12. ADDITIONAL SPACE FOR ITEM 4 (Collateral):

13. This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS (if applicable)

14. This FINANCING STATEMENT:

covers timber to be cut

covers as-extracted collateral

is filed as a fixture filing

15. Name and address of a RECORD OWNER of real estate described in item 16 (if Debtor does not have a record interest):

**Harrah's Lake Tahoe LLC
8329 West Sunset Road, Suite 210
Las Vegas, Nevada 89113**

16. Description of real estate:

**15 Highway 50 Stateline, NV 89449
4900 S. Carson Carson City, NV
Parcel Numbers:
APN: 1318-27-002-005 and 007
APN: 9-284-01**

See Exhibit B attached hereto and made a part hereof.

17. MISCELLANEOUS:

Exhibit A to Financing Statement

Filed in: Douglas County, Nevada and Carson City County, Nevada

Debtor: Harveys Tahoe Management Company LLC
CEOC, LLC

Secured Parties: Horseshoe Council Bluffs LLC; Harrah's Council Bluffs LLC; Harrah's Metropolis LLC; Horseshoe Southern Indiana LLC; New Horseshoe Hammond LLC; Horseshoe Bossier City Prop LLC; Harrah's Bossier City LLC; New Harrah's North Kansas City LLC; Grand Biloxi LLC; Horseshoe Tunica LLC; New Tunica Roadhouse LLC; Caesars Atlantic City LLC; Bally's Atlantic City LLC; Harrah's Lake Tahoe LLC; Harvey's Lake Tahoe LLC; Harrah's Reno LLC; Bluegrass Downs Property Owner LLC; Vegas Development LLC; Vegas Operating Property LLC; Miscellaneous Land LLC; Propco Gulfport LLC

This financing statement covers all right, title and interest of the Debtor, whether now existing or hereafter acquired, in, to and under the following property (collectively, the "Collateral"):

- (i) all of Tenant's Pledged Property; and
- (ii) the Non-CPLV Lease Reserve Account Collateral and proceeds thereof.

"Capital Improvement" means any construction, restoration, alteration, addition, improvement, renovation or other physical changes or modifications of any nature (excluding maintenance, repair and replacement in the ordinary course) in, on, or to the Leased Improvements, including, without limitation, structural alterations, modifications or improvements of one or more additional structures annexed to any portion of the Leased Improvements or the expansion of existing Leased Improvements, in each case, to the extent that the costs of such activity are or would be capitalized in accordance with GAAP and in a manner consistent with Debtor's financial statements, and any demolition in connection therewith

"Commencement Date" means October 6, 2017.

"Facility" means, collectively, (a) the assets comprising (i) a part of an individual Leased Property as listed on Exhibit A attached to the Non-CPLV Lease, including the respective Leased Improvements, easements, development rights, and other tangible rights (if any) forming a part thereof or appurtenant thereto, including any and all Capital Improvements (including any Tenant Material Capital Improvements), and (ii) all of Tenant's Property primarily related to or used in connection with the operation of the business conducted on or about such individual Leased Property or any portion thereof, and (b) the business operated by Debtor on or about the Leased Property or Tenant's Property or any portion thereof or in connection therewith

“FF&E” means, collectively, furnishings, fixtures, inventory, and equipment located in the guest rooms, hallways, lobbies, restaurants, lounges, meeting and banquet rooms, parking facilities, public areas or otherwise in any portion of the Facility, including (without limitation) all beds, chairs, bookcases, tables, carpeting, drapes, couches, luggage carts, luggage racks, bars, bar fixtures, radios, television sets, intercom and paging equipment, electric and electronic equipment, heating, lighting and plumbing fixtures, fire prevention and extinguishing apparatus, cooling and air-conditioning systems, elevators, escalators, stoves, ranges, refrigerators, laundry machines, tools, machinery, boilers, incinerators, switchboards, conduits, compressors, vacuum cleaning systems, floor cleaning, waxing and polishing equipment, cabinets, lockers, shelving, dishwashers, garbage disposals, washer and dryers, gaming equipment and other casino equipment and all other hotel and casino resort equipment, supplies and other tangible property owned by Debtor, or in which Debtor has or shall have an interest, now or hereafter located at the Leased Property or used or held for use in connection with the present or future operation and occupancy of the Facility; provided, however, that FF&E shall not include items owned by subtenants that are neither Debtor nor affiliates of Debtor, by guests or by other third parties

“Fixtures” means all equipment, machinery, fixtures and other items of property, including all components thereof, that are now or hereafter located in or on, or used in connection with, and permanently affixed to or otherwise incorporated into the Leased Improvements or the Land.

“Gaming” means casino, racetrack, racino, video lottery terminal or other gaming activities, including, but not limited to, the operation of slot machines, video lottery terminals, table games, pari-mutuel wagering or other applicable types of wagering (including, but not limited to, sports wagering).

“Gaming Authority” means any gaming regulatory body or any agency or governmental authority which has, or may at any time after the Commencement Date have, jurisdiction over the gaming activities at the Leased Property or any successor to such authority.

“Gaming Facility” means a facility at which there are operations of slot machines, video lottery terminals, blackjack, baccarat, keno operation, table games, any other mechanical or computerized gaming devices, pari-mutuel wagering or other applicable types of wagering (including, but not limited to, sports wagering), or which is otherwise operated for purposes of Gaming, and all related or ancillary real property

“Gaming Licenses” means any license, qualification, registration, accreditation, permit, approval, finding of suitability or other authorization issued by a state or other governmental regulatory agency (including any Native American tribal gaming or governmental authority) or Gaming Authority to operate, carry on or conduct any gaming, gaming device, slot machine, video lottery terminal, table game, race book or sports pool on the Leased Property or any portion thereof, or to operate a casino at the Leased Property required by any Gaming Regulation, including those related to the Leased Property that may be added to the Non-CPLV Lease after the Commencement Date.

“Gaming Regulations” means any and all laws, statutes, ordinances, rules, regulations, policies, orders, codes, decrees or judgments, and Gaming License conditions or restrictions, as

amended from time to time, now or hereafter in effect or promulgated, pertaining to the operation, control, maintenance, alteration, modification or capital improvement of a Gaming Facility or the conduct of a person or entity holding a Gaming License, including, without limitation, any requirements imposed by a regulatory agency, commission, board or other governmental body pursuant to the jurisdiction and authority granted to it under applicable law, and all other rules, regulations, orders, ordinances and legal requirements of any Gaming Authority

“Guest Data” means any and all information and data identifying, describing, concerning or generated by prospective, actual or past guests, family members, website visitors and customers of casinos, hotels, retail locations, restaurants, bars, spas, entertainment venues, or other facilities or services, including without limitation any and all guest or customer profiles, contact information (e.g., addresses, phone numbers, facsimile numbers and email addresses), histories, preferences, game play and patronage patterns, experiences, results and demographic information, whether or not any of the foregoing constitutes personally identifiable information, together with any and all other guest or customer information in any database of Debtor, Caesars Enterprise Services LLC, Non-CPLV Manager, LLC or any of their respective affiliates, regardless of the source or location thereof, and including without limitation such information obtained or derived by Debtor, Caesars Enterprise Services LLC, Non-CPLV Manager, LLC or any of their respective affiliates from: (i) guests or customers of the Facilities (for the avoidance of doubt, including Property Specific Guest Data); (ii) guests or customers of any Other Facility (including any condominium or interval ownership properties) owned, leased, operated, licensed or franchised by Debtor or any of its affiliates, or any facility associated with any such Other Facility (including restaurants, golf courses and spas); or (iii) any other sources and databases, including websites, central reservations databases, operational data base (ODS) and any player loyalty programs.

“Intellectual Property” means all rights in, to and under any of the following, as they exist anywhere in the world, whether registered or unregistered: (i) all patents and applications therefor and all reissues, divisions, divisionals, renewals, extensions, provisionals, continuations and continuations-in-part thereof, and all patents, applications, documents and filings claiming priority to or serving as a basis for priority thereof, (ii) all inventions (whether or not patentable), invention disclosures, improvements, business information, confidential information, software, formulas, drawings, research and development, business and marketing plans and proposals, tangible and intangible proprietary information, and all documentation relating to any of the foregoing, (iii) all copyrights, works of authorship, copyrightable works, copyright registrations and applications therefor, and all other rights corresponding thereto, (iv) all industrial designs and any registrations and applications therefor, (v) all trademarks, service marks, trade dress, logos, trade names, assumed names and corporate names, Internet domain names and other numbers, together with all translations, adaptations, derivations and combinations thereof and including all goodwill associated therewith, and all applications, registrations and renewals in connection therewith, (vi) all databases and data collections (including all Guest Data) and all rights therein, (vii) all moral and economic rights of authors and inventors, however denominated, (viii) all Internet addresses, sites and domain names, numbers, and social media user names and accounts, (ix) any other similar intellectual property and proprietary rights of any kind, nature or description; and (x) any copies of tangible embodiments thereof (in whatever form or medium).

“Land” means the real property described in Exhibit B attached to the non-CPLV Lease, together with any ownership interests in adjoining roadways, alleyways, strips, gores and the like appurtenant thereto.

“Leased Improvements” means all buildings, structures, Fixtures and improvements of every kind now or hereafter located on the Land or the improvements located thereon or permanently affixed to the Land or the improvements located thereon, including, but not limited to, alleyways and connecting tunnels, sidewalks, utility pipes, conduits and lines appurtenant to such buildings and structures.

“Leased Property” has the meaning given to such term in the non-CPLV Lease (including the Land).

“Material Capital Improvements” means any single or series of related Capital Improvements that would or does (i) have a total budgeted or actual cost (as reasonably evidenced to the Secured Parties under the Non-CPLV Lease) (excluding land acquisition costs) in excess of Fifty Million and No/100 Dollars (\$50,000,000.00) and (ii) either (a) materially alter a Facility (e.g., shoring, permanent framework reconfigurations), (b) expand a Facility (i.e., construction of material additions to existing Leased Improvements) or (c) add improvements to undeveloped portion(s) of the Land.

“Non-CPLV Lease” means that certain Lease (Non-CPLV), dated as of October 6, 2017, by and between Debtor, as tenant, and the Secured Parties, as landlord.

“Non-CPLV Lease Reserve Account Collateral” means any funds, cash, cash equivalents or investment property (including any deposit accounts or securities accounts holding such items or to which such items are credited) pledged by Debtor to the Secured Parties pursuant to the non-CPLV Lease, including the “FF&E Reserve”, the “FF&E Reserve Funds”, any “Eligible Accounts” holding “Alteration Security”, any “Alteration Security”, any “Cap Ex Reserve”, any “Cap Ex Reserve Funds”, any “Fee Mortgage Reserve Accounts” and any funds held in any “Fee Mortgage Reserve Accounts” (each as defined in the Non-CPLV Lease as in effect on the date hereof).

“Other Facility” means a “Facility” as defined in each of the Other Leases, collectively or individually, as the context may require

“Other Leases” means, collectively or individually, as the context may require, (i) that certain Lease (CPLV), dated as of the date hereof, by and between various affiliates of the Secured Parties, as “Landlord,” and various affiliates of Debtor, as “Tenant,” with respect to various other Gaming Facilities and other real property assets, as amended, restated or otherwise modified from time to time, and (ii) that certain Lease (Joliet), dated as of the date hereof, by and between Harrah’s Joliet Landco LLC, as “Landlord,” and Des Plaines Development Limited Partnership, as “Tenant,” with respect to the Gaming Facility known as Harrah’s Joliet, located in Joliet, Illinois, as amended, restated or otherwise modified from time to time.

“Property Specific Guest Data” means any and all Guest Data, to the extent in or under the possession or control of Debtor, Caesars Enterprise Services LLC, Non-CPLV Manager, LLC, or their respective affiliates, identifying, describing, concerning or generated by

prospective, actual or past guests, website visitors and/or customers of the Facilities, including retail locations, restaurants, bars, casino and Gaming Facilities, spas and entertainment venues therein, but excluding, in all cases, (i) Guest Data that has been integrated into analytics, reports, or other similar forms in connection with the Total Rewards Program or any other customer loyalty program of Caesars Enterprise Services LLC and its affiliates (it being understood that this exception shall not apply to such Guest Data itself, i.e., in its original form prior to integration into such analytics, reports, or other similar forms in connection with the Total Rewards Program or other customer loyalty program), (ii) Guest Data that concerns facilities that are owned or operated by Caesars Entertainment Corporation or its affiliates, other than the Facilities and that does not concern the Facilities, and (iii) Guest Data that concerns Proprietary Information and Systems (as defined in that certain Management and Lease Support Agreement (Non-CPLV) dated of even date herewith by and among Caesars Entertainment Corporation, Non-CPLV Manager, affiliates of Non-CPLV Manager, Debtor and the Secured Parties (the “MLSA”)) and is not specific to any Facility.

“**Property Specific IP**” means all Intellectual Property that is both (i) specific to the Facilities and (ii) currently or hereafter owned by Caesars Entertainment Operating Company, Inc. or any of its subsidiaries.

“**System-wide IP**” means all of the Intellectual Property (in each case, excluding Property Specific IP and Property Specific Guest Data) that (i) Caesars Enterprise Services LLC or any of its subsidiaries currently license, contemplate to license or otherwise provide to facilitate the provision of services by or on behalf of Caesars Enterprise Services LLC or any of its subsidiaries to any properties owned by Caesars Entertainment Operating Company, Inc. or its affiliates, (ii) Caesars Enterprise Services LLC or any of its subsidiaries currently provide or contemplate to provide pursuant to, or is otherwise necessary for the performance of, any Property Management Agreement (as defined in the Omnibus Agreement referred to in the Non-CPLV Lease), (iii) is necessary for the provision of Enterprise Services (as defined in the Omnibus Agreement referred to in the Non-CPLV Lease) by Caesars Enterprise Services LLC, (iv) is generally used by Caesars Entertainment Operating Company, Inc., its affiliates and their respective subsidiaries for their respective properties, including any and all Intellectual Property comprising and/or related to the Total Rewards Program, or (v) is developed, created or acquired by or on behalf of Caesars Enterprise Services LLC or any of its subsidiaries and is not a derivative work of any Intellectual Property licensed to Caesars Enterprise Services LLC.

“**Tenant Material Capital Improvements**” means Material Capital Improvements by Debtor utilizing Third-Party MCI Financing or cash in accordance with Sections 10.4(c) or (d) of the non-CPLV Lease.

“**Tenant’s Pledged Property**” means all now owned and hereafter acquired FF&E not otherwise part of the Leased Property and all other now owned and hereafter acquired personal property (including all gaming equipment), licenses, permits, subleases, concessions, and contracts, in each case, located at the Leased Property or primarily related to or used or held for use in connection with the operation of the business conducted on or about the Leased Property as then being operated (including all Property Specific IP and Property Specific Guest Data and Debtor’s rights under System-wide IP, proprietary operating systems and customer data, including Guest Data) owned by or licensed or granted to Debtor and/or any subsidiaries of

Debtor), and any cash (including all cage cash) located on-site at the Facility but not any other cash, securities or investments; provided, that, Tenant's Pledged Property shall exclude, to the extent required by Gaming Regulations, any Gaming Licenses.

"Tenant's Property" means all assets of Debtor and its subsidiaries (other than the Leased Property and, for purposes of Article XXXVI of the non-CPLV Lease only, any Intellectual Property that will not be transferred to a Successor Tenant under Article XXXVI of the non-CPLV Lease) primarily related to or used in connection with the operation of the business conducted on or about the Leased Property or any portion thereof, together with all replacements, modifications, additions, alterations and substitutes therefor and including all goodwill and going concern value associated with Tenant's Property.

"Third-Party MCI Financing" means financing arrangements with any lender, preferred equity holder and/or other third-party financing source.

"Total Rewards System" has the meaning given in the MLSA.

EXHIBIT B

LEGAL DESCRIPTION

Harrah's Lake Tahoe

THE LAND REFERRED TO HEREIN BELOW IS SITUATED IN THE COUNTY OF DOUGLAS, STATE OF NEVADA AND IS DESCRIBED AS FOLLOWS:

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.

APN: 1318-27-002-005 and 007

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.

PARCEL 4:

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

The West 1/2 of the Southeast 1/4 of the Southeast 1/4 of the Northeast 1/4 of Section 31, Township 15 North, Range 20 East, M.D.B.&M.

EXCEPTING THEREFROM, any portion thereof, lying within Cochise Street, W. Roland Street, S. Carson Street or U.S. Highway 50 West.

APN: 9-284-01