EXHIBIT

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EXHIBIT B

Case	Creditor	Source	Amount of Claim (if secured/scheduled, without deducting value of collateral)	"Value" of Claim as Stated on Schedule	Date	Secured	Unsecured Priority(amount entitled to priority)	Unsecured Non-Priority (unsecured portion, if any)	Basis of Claim	Disputed	Contingent	Unliquidated	POC filed?	Duplicated	Notes/Comments
Sunrise	3-D Supply Inc.	Schedule	$214.00	NA	???	No	No	Yes	Supplies	No	No	No			
M&M	A&F Construction	Proof of Claim	$2,096,147.81	NA	07/27/99	Yes: real estate	No	No	Services performed	NA	NA	NA			
Mona	A&F Construction	Proof of Claim	$2,096,147.81	NA	07/27/99	Yes: real estate	No	No	Services performed	NA	NA	NA			
Sunrise	A&F Construction	Proof of Claim	$2,096,147.81	NA	07/27/99	Yes: real estate	No	No	Services performed	NA	NA	NA			
Sunrise	ABC Travel Service	Schedule	$6.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	Able Lock and Key	Schedule	$1,716.76	NA	???	No	No	Yes	Keys	No	No	No			
Sunrise	Accomodations Express	Schedule	$16.80	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	Accountemps	Schedule	$701.20	NA	???	No	No	Yes	Labor	No	No	No			
M&M	Accuracy Glass and Mirror	Schedule	$1,690.00	NA	???	No	No	Yes	Trade Debt: glass door	No	No	No		SS	
Sunrise	Accuracy Glass and Mirror	Schedule	$1,690.00	NA	???	No	No	Yes	Glass Door	No	No	No		MMS	
Sunrise	ACME Laundry	Proof of Claim	$55,160.37	NA	04/26/99	No	No	Yes	Goods sold	NA	NA	NA			
Sunrise	Advanced lodging deposits less that $1800 collected by Debtor	Schedule	$13,075.73	NA	???	No	Yes	No	Lodging Deposits	No	No	No			
Sunrise	AF Construction Company Inc.	Schedule	$1,921,852.18	NA	???	No	No	Yes	Construction Contractor for Casino	Yes	No	No			
Sunrise	Ahern Rental	Schedule	$747.97	NA	???	No	No	Yes	Equipment Rental	No	No	No			
Sunrise	Ahern Rentals	Proof of Claim	$5,146.45	NA	07/07/99	Yes: real estate	No	No	Construction Equ. Rental	NA	NA	NA			
Sunrise	Alarmco	Schedule	$73.88	NA	???	No	No	Yes	Hotel Alarm System	No	No	No			
Sunrise	All Around Travel	Schedule	$6.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	American Express Travel c/o Del Webb	Schedule	$12.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	American Express Travel c/o Monsanto	Schedule	$42.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	American Express Travel, 17th Ave, Nashville, TN	Schedule	$12.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	American Express Travel, Drum Hill Rd, Chelsford, MA	Schedule	$6.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	American Express Travel, E Main Spartanburg SC	Schedule	$6.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	American Express Travel, Fairway Dr Vernon Hills IL	Schedule	$6.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	American Express Travel, Gears Rd, Houton TX	Schedule	$6.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	American Express Travel, Via Ora, Long Beach CA	Schedule	$6.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	American Express Travel, Wilshire Blvd. LA, CA	Schedule	$6.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	American Gaming & Electronics, NV	Schedule	$11,800.00	NA	???	No	No	Yes	Bag Ties	No	No	No			
Sunrise	American Hotel Register	Schedule	$637.56	NA	???	No	No	Yes	Guest Room Supplies	No	No	No			
Sunrise	American Int'l Dr	Schedule	$12.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	American Printing	Schedule	$14,584.10	NA	???	No	No	Yes	Business Cards	No	No	No			
Sunrise	American Shooters Supply	Schedule	$298.05	NA	???	No	No	Yes	Uniforms	No	No	No			
Sunrise	Anderson Commercial Travel	Schedule	$6.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	Andrew Whitlock	Schedule	$2,539.20	NA	???	No	Yes(but lists $0.00 as amount entitled to priority)	No	Vacation	No	No	No			Listed as a priority claim but also lists $0.00 as amount entitled to priority
Sunrise	Andrew Whitlock	Proof of Claim	$1,259.93	NA	07/19/99	No	Yes	No	Wages	NA	NA	NA			
Sunrise	Arrington Travel Center	Schedule	$16.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	Arthur Anderson LLP	Schedule	$17,850.00	NA	???	No	No	Yes	Accounting Services	No	No	No			
Sunrise	Arthur Anderson LLP	Proof of Claim	$17,850.00	NA	06/24/99	No	No	Yes	Services performed	NA	NA	NA			
Sunrise	Associated Entertainment	Proof of Claim	$9,875.00	NA	04/29/99	No	No	Yes	11 USC 507(a)(2), (a)(5), (a)(7).	NA	NA	NA			
Sunrise	Associates Credit Card Services	Proof of Claim	$676.49	NA	06/11/99	No	No	Yes	Credit Card Bill	NA	NA	NA			
Sunrise	AT&T Wireless	Schedule	$1,769.19	NA	???	No	No	Yes	Cellular and Paging	No	No	No			
Sunrise	AT&T Wireless	Proof of Claim	$2,667.74	NA	04/29/99	No	No	Yes	Phone Bills	NA	NA	NA			
Sunrise	ATA Services	Schedule	$6.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	Atlas Match Co.	Schedule	$3,319.42	NA	???	No	No	Yes	Matches	No	No	No			
Sunrise	Atlas Match Co.	Proof of Claim	$3,319.42	NA	05/26/99	No	No	Yes	Goods sold	NA	NA	NA			
Sunrise	Austin Hardwoods	Schedule	$824.68	NA	???	No	No	Yes	Restocking Fee	No	No	No			
Sunrise	Austin Hardwoods	Proof of Claim	$824.68	NA	05/20/99	No	No	Yes	Goods sold	NA	NA	NA			
Sunrise	Azumano Travel	Schedule	$16.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	B&D Engraving	Schedule	$22.47	NA	???	No	No	Yes							

Status Sheet

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EXHIBIT 3

Case	Creditor	Source	Amount of Claim (if secured/scheduled, without deducting value of collateral)	"Value" of Claim as Stated on Schedule	Date	Secured	Unsecured Priority (amount entitled to priority)	Unsecured Non-Priority (unsecured portion, if any)	Basis of Claim	Disputed	Contingent	Unliquidated	POC filed?	Duplicated	Notes/Comments
Sunrise	Bailey Travel Service	Schedule	$6.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Mona	Bank of America	Schedule	$1,543,242.56	$2,600,000.00	???	Yes: First Trust Deed on res. property	No	No		No	No	No		Unsecured BofA debt in SS	Codebtor; Joint property
Sunrise	Bank of America	Schedule	$1,342.20	NA	???	No	No	Yes	Vehicle Lease Payments	No	No	No		Secured BofA debt in MS	
Mona	Bank of America NT & SA	Schedule	$38,963.33	$28,150.00	???	Yes: Security interests in two Suburbans	No	Yes: $10,833.33		No	No	No			Codebtor; Joint property
Mona	Bank of America NT & SA	Schedule	$25,000.00	NA	???	No	No	Yes	Unsecured line of credit	No	No	No			
Mona	Bank of America NT and SA	Proof of Claim	$25,546.06	NA	07/02/99	No	No	Yes	Money Loaned	NA	NA	NA			
Sunrise	Belle Meade Travel	Schedule	$6.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	Bennet Rasebaraau A/S	Schedule	$80.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	Bens Rents All	Schedule	$669.27	NA	???	No	No	Yes	Equipment Rental	No	No	No			
Sunrise	Berta Gutierrez	Schedule	$280.00	NA	???	No	Yes	No	Vacation	No	No	No			
M[illegible]	Bevco Inc.	Schedule	$572.30	NA	???	No	No	Yes	Trade debt; labor	No	No	No		SS	
S[illegible]	Bevco Inc.	Schedule	$572.30	NA	???	No	No	Yes	Labor	No	No	No		MMS	
S[illegible]	Bicycle Depot	Schedule	$74.76	NA	???	No	No	Yes	Assembly	No	No	No			
Sunrise	BNA Travel	Schedule	$6.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	Bonneville Travel	Schedule	$28.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	Bowers Travel	Schedule	$24.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	Brady Industries	Schedule	$8,249.71	NA	???	No	No	Yes	Supplies	No	No	No	Yes		
Sunrise	Brady Industries	Proof of Claim	$8,718.53	NA	05/19/99	No	No	Yes	Goods sold	NA	NA	NA			
Sunrise	Bruce Kaplan Photography	Schedule	$139.55	NA	???	No	No	Yes	Casino Photos	No	No	No			
Sunrise	BTI Americas, Inc.	Schedule	$12.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
M&M	Bud Jones Company	Schedule	$27,945.00	NA	???	No	No	Yes	Trade debt; casino tables	No	No	No		SS	
Sunrise	Bud Jones Company	Schedule	$27,945.00	NA	???	No	No	Yes	Casino Tables	No	No	No		MMS	
Sunrise	Bulbman	Schedule	$140.04	NA	???	No	No	Yes	Supplies	No	No	No			
M&M	Burke & Ass. c/o Mulje and Varricchio	Schedule	NA	NA	????	No	No	Yes	Litigation	No	No	No			Listed for notice purposes only
M&M	Burke & Associates	Proof of Claim	942,113.35	NA	05/07/99	No	No	Yes		NA	NA	NA		FIM	
Mona	Burke & Associates	Proof of Claim	942,113.35	NA	05/07/99	No	No	Yes		NA	NA	NA		FMM	
M&M	Burke & Associates c/o Chance	Schedule	$961,000.00	NA	???	No	No	Yes	Litigation	Yes	No	No	Yes	MS	
Mona	Burke & Associates c/o Chance	Schedule	$961,000.00	NA	???	No	No	Yes	Litigation	Yes	No	No	Yes	MMS; Also, scheduled as a secured debt.	Codebtor
Mona	Burke & Associates c/o Mulje	Schedule	NA	NA	???	No	No	Yes	Notice	No	No	No			Codebtor; Listed strictly for notice purposes only
Mona	Burke &Associates	Schedule	$961,000.00	Unknown	???	Yes: potential judgment liens	No	Unknown		Yes	No	No		Also scheduled the debt as unsecured	Codebtor
Sunrise	CableRep	Schedule	$1,365.00	NA	???	No	No	Yes	Cable TV	No	No	No			
Sunrise	Cahners Travel Group	Schedule	$3,493.50	NA	???	No	No	Yes	Advertising	No	No	No			
M&M	Capco, Enterprises, Inc.	Schedule	$178.11	NA	???	No	No	Yes	Trade Debt; shredder/tables	No	No	No			
Sunrise	Cassiopeia	Schedule	$6.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	CC and D Communications	Proof of Claim	$102,786.43	NA	05/04/99	No	No	Yes	Services Provided	NA	NA	NA			
Sunrise	CC&D	Schedule	$68,728.79	NA	???	No	No	Yes	Advertising	No	No	No			
Sunrise	CDS Moving Equipment	Schedule	$453.01	NA	???	No	No	Yes	Carts for F&B	No	No	No			
Sunrise	CDS Signs	Schedule	$68,738.00	NA	???	No	No	Yes	Change Signs	No	No	No			
Sunrise	Celia Travel	Schedule	$44.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	Center Travel of Bensalem	Schedule	$24.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	Century Maintenance Supply	Schedule	$1,780.18	NA	???	No	No	Yes	Supplies	No	No	No	Yes		
Sunrise	Century Maintenance Supply	Proof of Claim	$2,105.86	NA	04/16/99	No	No	Yes	Goods sold	NA	NA	NA			
Sunrise	Chancellor Media Corp.	Schedule	$38,619.00	NA	???	No	No	Yes	Advertising	No	No	No	appears so		
Sunrise	Chancellor Outdoor Group	Proof of Claim	$38,365.00	NA	05/25/99	No	No	Yes	Services Provided	NA	NA	NA			
Sunrise	Charisma Design	Schedule	$1,548.60	NA	???	No	No	Yes	Gift Store Bags	No	No	No			
M&M	Charter Furniture	Schedule	$15,096.00	NA	???	No	No	Yes	Trade debt;	No	No	No		SS	
Sunrise	Charter Furniture	Schedule	$15,096.00	NA	???	No	No	Yes	Furniture	No	No	No		MMS	
Sunrise	Chef Works	Schedule	$141.70	NA	???	No	No	Yes	Uniforms	No	No	No			
Sunrise	Chipco International	Schedule	$13,060.79	NA	???	No	No	Yes	Chips	No	No	No			
Sunrise	Choice Transportation	Schedule	$2,200.00	NA	???	No	No	Yes	Beds	No	No	No			

Case	Creditor	Source	Amount of Claim (if secured/scheduled, without deducting value of collateral)	"Value" of Claim as Stated on Schedule	Date	Secured	Unsecured Priority(as entitled to priority)	Unsecured Non-Priority (unsecured portion, if any)	Basis of Claim	Disputed	Contingent	Unliquidated	POC filed?	Duplicated	Notes/Comments
Sunrise	Christina Harris	Schedule	$720.00	NA	???	No	Yes(but lists $0.00 as amount entitled to priority)	No	Vacation	No	No	No			Listed as a priority claim but also lists $0.00 as amount entitled to priority
Sunrise	Christina Harris	Proof of Claim	$1,120.00	NA	07/21/99	No	Yes	No	Wages	NA	NA	NA			
Mona	CIT Group	Proof of Claim	$389,745.09	NA	05/14/99	Yes: real estate at 4575 Boulder Hwy	No	No	Money Loaned	NA	NA	NA			
Mona	CIT Group	Proof of Claim	$389,745.09	NA	07/15/99	Yes: 4575 Boulder Hwy	No	No	Money Loaned	NA	NA	NA			
Mona	City of Las Vegas	Proof of Claim	$488.48	NA	06/09/99	Yes	No	No	Taxes: 11 USC 507(a)(8)	NA	NA	NA			
Mona	City of Las Vegas	Schedule	$12,420.12	NA	???	No	No	Yes	Special Assessment of residential property	No	No	No			Codebtor
Sunrise	Clark County Business License	Schedule	$14,412.91	NA	Through 3/31/99	No	Yes	No	Room tax	No	No	No			
Sunrise	Clark County Business License	Schedule	$377.50	NA	???	No	Yes	No	Gaming License	No	No	No			
	Clark County Business License	Schedule	$99.00	NA	Sept. 98 to Feb. 99 license	No	Yes	No	License	No	No	No			
	Clark County Tax Assessor	Schedule	Unknown	NA	???	No	Unknown	Unknown		NO	No	No		MS; SS	
	Clark County Tax Assessor	Schedule	Unknown	NA	???	No	Yes	Unknown		No	No	No		MMS; SS	
Sunrise	Clark County Tax Assessor	Schedule	Unknown	NA	???	No	Yes	No		No	No	No		MS; MMS	
Mona	Clark County Treasurer	Schedule	Unknown	NA	???	No	Yes	Unknown		No	No	No			
Sunrise	Claudine McCann	Schedule	$1,962.12	NA	???	No	Yes	No	Vacation	No	No	No			
Sunrise	Collegiate Sports Travel	Schedule	$5.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	Commercial Hardware	Schedule	$3,967.17	NA	???	No	No	Yes	Slot Supplies	No	No	No			
Sunrise	Comp. USA	Schedule	$9,179.51	NA	???	No	No	Yes	Computer Modem, printer, and supplies	No	No	No	It appears so		
Sunrise	Comp. USA	Proof of Claim	$8,207.24	NA	04/26/99	No	No	Yes	Goods sold	NA	NA	NA			
Sunrise	Compe Cash	Schedule	$500.00	NA	???	No	No	Yes	Computer Supplies	No	No	No			
Sunrise	Cooks Commercial Kitchen	Schedule	$120,007.00	NA	???	No	No	Yes	Kitchen	No	No	No		MMS	
M&M	Cook's Commercial Kitchen	Schedule	$120,007.00	NA	???	No	No	Yes	Trade debt; kitchen	No	No	No		SS	
Sunrise	Cori Eggers	Schedule	$264.00	NA	???	No	Yes(but lists $0.00 as amount entitled to priority)	No	Vacation	No	No	No			Listed as a priority claim but also lists $0.00 as amount entitled to priority
M&M	Coronet Contract Lighting	Schedule	$4,034.00	NA	???	No	No	Yes	Trade Debt; Lights	No	No	No		SS	
Sunrise	Coronet Contract Lighting	Schedule	$5,550.09	NA	???	No	No	Yes	Hotel Lamps	No	No	No			
Sunrise	Coronet Contract Lighting	Schedule	$4,034.00	NA	???	No	No	Yes	Lights	No	No	No		MMS	
Sunrise	Corporate Graffiti Inc.	Schedule	$524.66	NA	???	No	No	Yes	Shirts for Gift	No	No	No			
Sunrise	Credit Communication System	Schedule	$92.00	NA	???	No	No	Yes	Credit Checks	No	No	No			
Mona	Credit Suisse First Boston	Proof of Claim	$5,517,624.16	NA	07/23/99	Yes: real estate	No	No	Money Loaned	NA	NA	NA			
Sunrise	Credit Suisse First Boston	Schedule	$5,000,000.00	Unknown	03/12/98	Yes: 2nd Trust Deed in parcel 161-17-202 003 and 3rd Trust Deed in Parcel 161-17-202-004	No	Unknown		Yes	No	No		Scheduled as unsecured in Mona	Codebtor
Mona	Credit Suisse First Boston	Schedule	NA	NA	???	No	No	Yes	Notice	No	No	No			Listed for notice purposes only
Mona	Credit Suisse First Boston	Schedule	$5,517,624.16	NA	???	No	No	Yes	Potential Liability	No	No	No		Scheduled as secured in Sunrise	Codebtor; Joint property
Sunrise	Crown Lift Trucks	Schedule	$3,304.61	NA	???	No	No	Yes	Handtrucks	No	No	No			
Sunrise	CSE Inc.	Schedule	$12,851.39	NA	???	No	No	Yes	Shirts/caps	No	No	No			
Sunrise	CUC Travel	Schedule	$12.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	Cummins-Allison Corp.	Schedule	$100,461.11	NA	???	No	No	Yes	Equipment- casino cage	No	No	No			
M&M	Custom Business Interiors, LLC	Schedule	$141,185.81	NA	???	No	No	Yes	Trade Debt; Millwork	No	No	No	It appears so	SS	
M&M	Custom Business Interiors, LLC	Proof of Claim	$222,496.81	NA	05/07/99	No	No	Yes	Services Provided	NA	NA	NA		FIS	
Sunrise	Custom Business Interiors, LLC	Schedule	$141,185.81	NA	???	No	No	Yes	Millwork	No	No	No	It appears so	MMS	
Sunrise	Custom Business Interiors, LLC	Proof of Claim	$222,496.81	NA	05/07/99	No	No	Yes	Services Provided	NA	NA	NA		FMM	
M&M	Dan Security Systems	Schedule	$18,730.00	NA	???	No	No	Yes	Trade Debt; Security System	No	No	No			
Sunrise	Davis Freight Management Inc.	Schedule	$4,600.00	NA	???	No	No	Yes	Freight for Osborne Coinage	No	No	No			

Case	Creditor	Source	Amount of Claim (if secured/scheduled, without deducting value of collateral)	"Value" of Claim as Stated on Schedule	Date	Secured	Unsecured Priority(amount entitled to priority)	Unsecured Non-Priority (unsecured portion, if any)	Basis of Claim	Disputed	Contingent	Unliquidated	POC filed?	Duplicated	Notes/Comments
Sunrise	Davis Travel Network	Schedule	$14.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	De La Rue Card Systems	Schedule	$6,599.74	NA	???	No	No	Yes	Trade Debt	No	No	No			
Sunrise	De La Rue Card Systems	Proof of Claim	$6,599.74	NA	07/27/99	No	No	Yes	Goods sold	NA	NA	NA			
Sunrise	Desert Pontiac GMC Buick	Schedule	$26,466.62	$46,919.00	03/23/99	Yes: Security interest in leased '99 Suburban	No	???		No	No	No			
Sunrise	Desert Printing & Mailing Services	Schedule	$1,576.73	NA	???	No	No	Yes	Trade Debt	No	No	No	Yes		
Sunrise	Desert Printing & Mailing Services	Proof of Claim	$1,576.73	NA	04/19/99	No	No	Yes	Goods sold	NA	NA	NA			
Sunrise	Destinations Travel	Schedule	$6.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Mona	Developers Insurance Co.	Proof of Claim	$3,229.00	NA	07/20/99	No	No	Yes	Loss incurred on a guaranty	NA	NA	NA			
Sunrise	Developers Insurance Co.	Proof of Claim	$3,229.00	NA	07/20/99	No	No	Yes	Loss incurred on a guaranty	NA	NA	NA			
Sunrise	DG Associates	Schedule	$1,260.19	NA	???	No	No	Yes	Menu Boards	No	No	No	Yes		
Sunrise	DGA	Proof of Claim	$1,260.19	NA	06/11/99	No	No	Yes	Goods sold	NA	NA	NA			
Sunrise	Direct Mail Source	Schedule	$509.84	NA	???	No	No	Yes	Mailing Labels	No	No	No			
	Discovery World Travel	Schedule	$6.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	Donald Blanton	Schedule	$370.00	NA	???	No	Yes(but lists $0.00 as amount entitled to priority)	No	Vacation	No	No	No			Listed as a priority c ut also lists $0.00 as amount entitled to priority
Sunrise	DonRey Outdoors	Schedule	$21,215.14	NA	???	No	No	Yes	Advertising	No	No	No			
Sunrise	Door Pro Inc.	Schedule	$300.96	NA	???	No	No	Yes	Doors	No	No	No			
M&M	Double K Painting	Schedule	$27,840.00	NA	???	No	No	Yes	Trade debt; labor	No	No	No		SS	
Sunrise	Double K Painting	Schedule	$27,840.00	NA	???	No	No	Yes	Labor	No	No	No		MMS	
Sunrise	Dover Elevator Inc.	Schedule	$785.24	NA	???	No	No	Yes	Elevator maintenance contract	No	No	No			
Mona	Eagle HillsCommunity Association	Schedule	$200.00	NA	???	No	No	Yes	Association Fees	No	No	No			
Sunrise	Edgerton Travel Services	Schedule	$12.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	Edmonds Travel	Schedule	$11.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	EDS Electronics	Schedule	$200.00	NA	???	No	No	Yes	Fire Alarm System Maintenance	No	No	No			
Sunrise	Elan Travel, Glendale AZ	Schedule	$6.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	Elan Travel, Goodyear AZ	Schedule	$6.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	Elite Comsprites Worldwide	Schedule	$699.05	NA	???	No	No	Yes	Guest Room Supplies	No	No	No			
Sunrise	Ellen Mullinax	Schedule	$79.88	NA	???	No	No	Yes	Drycleaning table cloths	No	No	No			
M&M	Employees Ins. Co. of Nevada	Proof of Claim	55,854 est.	NA	05/03/99	No	Yes	No	Taxes	NA	NA	NA			Claim is non dischargeable under 11USC 523(a)(1)(A)
	Employers Insurance Co. of Nevada	Schedule	$6,918.00	NA	2/1/99-3/31/99	No	Yes	No	Employers insurance	No	No	No	Yes: But filed in M&M		
Sunrise	Employers Insurance Co. of Nevada	Proof of Claim	$26,567.00	NA	06/25/99	No	Yes	No	Taxes	NA	NA	NA			
M&M	Employment Security Dept.	Schedule	$26.66	NA	1/1/99-3/31/99	No	???	???		No	No	No			
Mona	Employment Security Dept.	Schedule	Unknown	NA	???	No	Yes	Unknown		No	No	No			
Sunrise	Employment Security Dept.	Schedule	$6,050.84	NA	1/1/99-3/31/99	No	Yes	No	Unpaid payroll	No	No	No			
Sunrise	Estates Express Lines	Schedule	$942.20	NA	???	No	No	Yes	Trade Debt	No	No	No			
Sunrise	Eugenia Soderberg	Schedule	$600.00	NA	???	No	Yes(but lists $0.00 as amount entitled to priority)	No	Vacation	No	No	No			Listed as a priority claim but also lists $0.00 as amount entitled to priority
Sunrise	Executive Meeting and Travel	Schedule	$27.50	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	Experimental Nylon	Schedule	$37.40	NA	???	No	No	Yes	Coin Cans	No	No	No			
Sunrise	F Gvine & Sons Inc.	Schedule	$266.67	NA	???	No	No	Yes	Food Inventory	No	No	No			
Sunrise	Fabrichem	Schedule	$1,262.61	NA	???	No	No	Yes	Laundry Chemicals	No	No	No			
Sunrise	Farmer's New World Insurance	Schedule	$2,796.30	NA	???	No	No	Yes	Insurance	No	No	No			
Sunrise	Fax Source	Schedule	$190.64	NA	???	No	No	Yes	Advertising	No	No	No			
Sunrise	Federal Express	Schedule	$716.85	NA	???	No	No	Yes	Delivery	No	No	No			
Sunrise	Updated 9/13/99 Federal Sign	Schedule	$292,645.42	Unknown	07/28/98	Yes: security interest in sign fixtures and proceeds	No	Unknown		No	No	No		MMS	

Case	Creditor	Source	Amount of Claim (if secured/scheduled, without deducting value of collateral)	"Value" of Claim as Stated on Schedule	Date	Secured	Unsecured Priority(amount entitled to priority)	Unsecured Non-Priority (unsecured portion, if any)	Basis of Claim	Disputed	Contingent	Unliquidated	POC filed?	Duplicated	Notes/Comments
Mona	Federal Sign	Proof of Claim	$318,493.93	NA	07/14/99	Yes	No	No	Money Loaned	NA	NA	NA			
Mona	Federal Sign	Proof of Claim	$318,493.00	NA	06/29/99	Yes	No	No	Money Loaned	NA	NA	NA			
Sunrise	Federal Sign	Proof of Claim	$318,493.93	NA	07/14/99	Yes	No	No	Money Loaned	NA	NA	NA			
Sunrise	Federal Sign	Proof of Claim	$318,493.93	NA	07/07/99	Yes	No	No	Money Loaned	NA	NA	NA			
M&M	Federal Sign	Schedule	$292,645.00	NA	???	No	No	Yes	Trade Debt; Directional Signage	No	No	No		SS	
Sunrise	Filip Design Group, Inc.	Schedule	$7,006.25	NA	???	No	No	Yes	Casino Design Work	No	No	No	Yes		
Sunrise	Filip Design Group, Inc.	Proof of Claim	$7,026.25	NA	04/27/99	No	No	Yes	Services Provided	NA	NA	NA			
Mona	First Republic Bank	Schedule	$8,337,853.21	NA	???	No	No	Yes	Personal Guaranty	No	No	No		SS	Codebtor
Sunrise	First Republic Savings Bank	Schedule	NA	Unknown	???	Yes: Assignor of 1st Trust Deed on Parcel 161-17-202-004	No	NA	Notice	No	No	No			Codebtor; Listed for notice purposes only
Sunrise	First Republic Thrift and Loan	Schedule	$8,337,853.21	Unknown	12/28/95	Yes: Asignee of 1st Trust Deed in Parcel #161-17-202-004.	No	Unknown		No	No	No		MS	Codebtor
	First Security Bank	Proof of Claim	$1,111,240.36	NA	07/20/99	Yes: $38,744.21	No	Yes	Money Loaned	NA	NA	NA			
Mona	First Security Bank	Schedule	$1,040,000.00	NA	???	No	No	Yes	Personal Line of Credit.	No	No	No			Codebtor; Joint Property
Mona	First Security Bank	Schedule	NA	NA	???	No	No	Yes	Notice	No	No	No			Listed for notice purposes only.
Sunrise	First Security Bank	Schedule	$6,507.93	NA	???	No	No	Yes	Potential Liability	No	Yes	No			
Sunrise	First Travel Assoc.	Schedule	$8.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
M&M	Flower Factory	Schedule	$16,317.50	NA	???	No	No	Yes	Trade Debt; Artificial Flowers	No	No	No		SS	
Sunrise	Flower Factory	Schedule	$16,317.50	NA	???	No	No	Yes	Artificial Flowers	No	No	No		MMS	
M&M	Ford Motor Company	Schedule	$13,657.00	$13,630.00	04/01/98	Yes: interest in '98 Explorer	No	$27.00		No	No	No	Yes		
M&M	Ford Motor Credit Corp.	Proof of Claim	$13,657.00	NA	05/10/99	Yes: motor vehicle	No	No	Money Loaned	NA	NA	NA			
Sunrise	French Consulting Services, Inc.	Proof of Claim	$2,692.50	NA	05/03/99	No	No	Yes	Services Provided	NA	NA	NA			
Sunrise	Frito Lay Inc.	Schedule	$139.57	NA	???	No	No	Yes	Food Inventory	No	No	No			
Sunrise	Gary Sawina	Schedule	$230.76	NA	???	No	Yes	No	Vacation	No	No	No			
M&M	Gasser Chair Company	Schedule	$8,567.00	NA	???	No	No	Yes	Trade Debt; Chairs	No	No	No		SS	
Sunrise	Gasser Chair Company	Schedule	$8,567.00	NA	???	No	No	Yes	Chairs	No	No	No		MMS	
Sunrise	General bank	Proof of Claim	$32,880,563.79	NA	07/26/99	Yes: real estate	No	No	Money Loaned	NA	NA	NA			
Sunrise	General Bank	Schedule	$32,500,000.00	Unknown	03/10/96	Yes: 1st Trust Deed on Parcel 161-17-202-003, 2nd Trust Deed in Parcel 161-17-202-004	No	Unknown		No	No	No		MS; MMS	Codebtor
M&M	General Bank	Schedule	$32,500,000.00	NA	???	No	No	Yes	Potential Liability	No	Yes	No		MS; SS	Listed as codebtors
Mona	General Bank	Schedule	NA	NA	???	No	No	Yes	Notice	No	No	No			Listed for notice purposes only.
Mona	General Bank	Schedule	$32,500,000.00	NA	???	No	No	Yes	Personal Guaranty of debts	No	No	No		MMS; SS	Codebtor
Mona	General bank	Proof of Claim	$31,270,331.63	NA	07/26/99	No	No	Yes	Money Loaned	NA	NA	NA			
Sunrise	General Motors Acceptance Corp.	Proof of Claim	$50,811.52	NA	06/14/99	Yes: motor vehicle	No	No	Money Loaned	NA	NA	NA			Vin # 1gdfk16r1xj760793
M&M	Genesis Associates	Schedule	$2,075.00	NA	???	No	No	Yes	Trade Debt-Design	No	No	No		SS	
Sunrise	Genesis Associates	Schedule	$2,075.00	NA	???	No	No	Yes	Design	No	No	No		MMS	
Sunrise	George D. Lewis Company	Schedule	$580.42	NA	???	No	No	Yes	Ice Machine Service	No	No	No			
Sunrise	Georgina Cabrera	Schedule	$192.00	NA	???	No	Yes(but lists $0.00 as amount entitled to priority)	No	Vacation	No	No	No			Listed as a priority claim but also lists $0.00 as amount entitled to priority
M&M	Gibson Tile Inc.	Proof of Claim	$11,925.00	NA	04/23/99	No	No	Yes	goods and services	NA	NA	NA			
Sunrise	Gibson Tile Inc.	Schedule	$8,410.00	NA	???	No	No	Yes	Tile	No	No	No	Yes	MMS	Named spelled "Givson" on the schedule but same address as Gibson listed on other schedules
Sunrise	Gibson Tile Inc.	Proof of Claim	$11,925.00	NA	04/23/99	No	No	Yes	goods and services	NA	NA	NA			
M&M	Gibson, Tile Co. Inc.	Schedule	$8,410.00	NA	???	No	No	Yes	Trade Debt-tile contractor	No	No	No	Yes	SS	

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Sunrise	Global Discount Travel Service	Schedule	$9.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
M&M	Globe Business Resources	Proof of Claim	$12,567.91	NA	04/20/99	No	No	Yes	Goods sold	NA	NA	NA			
M&M	Globe Instant Office	Schedule	$12,567.91	NA	???	No	No	Yes	Trade Debts; modular units	No	No	No	Yes: Under Globe Bus. Resources	SS	
Sunrise	Globe Instant Office	Schedule	$12,567.91	NA	???	No	No	Yes	Module Units	No	No	No		MMS	
Sunrise	Go Travel	Schedule	$12.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	Graham Raymond	Schedule	$2,076.48	NA	???	No	Yes	No	Vacation	No	No	No			
Sunrise	Graner School Music	Schedule	$1,995.00	NA	???	No	No	Yes	Drum Set	No	No	No			
Sunrise	Great PLJ Enterprises	Schedule	$1,300.00	NA	???	No	No	Yes	Trade Debt	No	No	No			
Sunrise	Great PLJ Enterprises	Proof of Claim	$1,300.00	NA	06/25/99	No	No	Yes	Goods sold	NA	NA	NA			
Sunrise	H2O to Go	Schedule	$736.50	NA	???	No	No	Yes	Laundry Chemicals	No	No	No			
Sunrise	Halo	Schedule	$3,735.45	NA	???	No	No	Yes	Tumblers	No	No	No			
Sunrise	Halo	Proof of Claim	$6,217.68	NA	06/29/99	No	No	Yes	Goods sold	NA	NA	NA			
Sunrise	Happ Controls	Schedule	$4,292.67	NA	???	No	No	Yes	Slot Supplies	No	No	No			
Sunrise	Henderson Chamber of Commerce	Schedule	$325.00	NA	???	No	No	Yes	Dues and Subscriptions	No	No	No			
Sunrise	Hemdon Sterling Travel	Schedule	$12.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
[illegible]	Home Depot	Schedule	$3,945.65	NA	???	No	No	Yes	Supplies	No	No	No			
[illegible]	Hudsons Corp. Travel	Schedule	$8.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	IBM Corp.	Schedule	$5,488.14	NA	???	No	No	Yes	Computer Lease Payments	No	No	No			
Sunrise	IBM Credit Corp.	Schedule	Unknown	Unknown	Year '95	Security interest in leased computer equ. and products	No	Unknown		No	No	No			
Sunrise	Idea Center Signs	Schedule	$13,320.00	NA	???	No	No	Yes	Refurbish signs	No	No	No			
Sunrise	IDX Inc.	Schedule	$11,567.57	NA	???	No	No	Yes	Coin Acceptors	No	No	No	Yes, but for slightly different amounts		
Sunrise	IDX Incorp.	Proof of Claim	$11,680.96	NA	04/26/99	No	No	Yes	Goods sold	NA	NA	NA			
Sunrise	IGT	Schedule	$369.44	NA	???	No	No	Yes	Drop Buckets	No	No	No			
Sunrise	IKON Office Solutions	Schedule	$3,091.70	NA	???	No	No	Yes	Copier Maintenance and Lease Payments	No	No	No			
Mona	Integrity Dodge	Schedule	$26,848.80	$31,848.80	???	Yes: Security interest in 98 Durango	No	No		No	No	No			Codebtor
Sunrise	InterAmerican Data Inc.	Schedule	$2,827.92	NA	???	No	No	Yes	Software	No	No	No			
Sunrise	Int'l Game Technology Credit Dept.	Proof of Claim	$363.96	NA	04/14/99	No	No	Yes	Goods sold	NA	NA	NA			
	IOS Capital	Schedule	$9,280.12	Unknown	12/01/96	Yes: interest in leased copier	No	No		No	No	No		SS	
Sunrise	IOS Capital	Schedule	$642.73	NA	???	No	No	Yes	Copier Lease Payments	No	No	No	Yes, but for much more money	MMS	
Sunrise	IOS Capital	Proof of Claim	$14,944.24	NA	05/03/99	No	Yes	No	Executory contracts	NA	NA	NA			
Mona	IRS	Proof of Claim	$718,037.60	NA	04/07/99	No	706,996.33	9,041.27	Taxes: 11 USC 507(a)(8)	NA	NA	NA			
M&M	IRS Special Procedures Penction	Schedule	$23.88	NA	1/1/99-3/31/99	No	Yes: $23.88. Consideration: FUTA	No		No	No	No			
Mona	IRS Special Procedures Penction	Schedule	Unknown	NA	???	No	Yes	Unknown		No	No	No	It appears so		
Sunrise	IRS Special Procedures Penction	Schedule	$3,453.92	NA	1/1/99 - 3/31/99	No	Yes	No	Employee FUTA taxes	No	No	No			
Mona	Jaguar Credit Corp.	Schedule	$17,207.25	$33,649.00	???	Yes: Security interest in leased 97 XJ6	No	No		No	No	No			Codebtor; Joint property
Sunrise	James Travel Points	Schedule	$36.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
M&M	Jayar Manufacturing Co.	Schedule	$24,910.34	NA	???	No	No	Yes	Trade Debt; countertops	No	No	No		SS	
Sunrise	Jayar Manufacturing Co.	Schedule	$24,910.34	NA	???	No	No	Yes	Countertops	No	No	No		MMS	
Sunrise	JK/MK Precast	Schedule	$1,572.90	NA	???	No	No	Yes	Casino Boxes	No	No	No			
M&M	JM Lynne	Schedule	$2,989.04	NA	???	No	No	Yes	Trade Debt; wallcovering	No	No	No		SS	

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Sunrise	JM Lynne	Schedule	$2,969.04	NA	???	No	No	Yes	Wallcovering	No	No	No		MMS	
Sunrise	John Martinez	Schedule	$740.00	NA	???	No	Yes	No	Vacation	No	No	No			
Sunrise	John Martinez	Proof of Claim	$780.00	NA	07/20/99	No	Yes	No	Wages	NA	NA	NA			
Sunrise	Jose Gomez	Schedule	$490.00	NA	???	No	Yes	No	Vacation	No	No	No			
Sunrise	Joy McLauchlin	Schedule	$3,462.00	NA	???	No	Yes	No	Vacation	No	No	No			
Sunrise	Juana Moreno	Schedule	$1,140.00	NA	???	No	Yes	No	Vacation	No	No	No			
Sunrise	KDM Travel	Schedule	$13.50	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
M&M	Keefer, O'Reilly, Ferrario, & Lubbers	Proof of Claim	$33,355.74	NA	07/26/99	No	No	Yes	Services performed	NA	NA	NA			
Mona	Keefer, O'Reilly, Ferrario, & Lubbers	Schedule	Unknown	NA	???	No	No	Yes	Legal Fees	No	No	No		SS?	Codebtor
Sunrise	Keefer, O'Reilly, Ferrario, & Lubbers	Schedule	$28,700.18	NA	???	No	No	Yes	Legal Fees	No	No	No		MMS?	
M&M	Kittrell Garlock & Associates	Schedule	$44,005.00	NA	???	No	No	Yes	Trade debt; plans	No	No	No		SS	
Sunrise	Kittrell, Garlock, & Assoc.	Schedule	$44,005.00	NA	???	No	No	Yes	Plans	No	No	No		MMS	
Sunrise	KJUL-FM & KKLZ FM	Proof of Claim	$2,715.00	NA	07/12/99	No	No	Yes	Services performed	NA	NA	NA			
Sunrise	KJUL FF 104-3	Schedule	$12,066.75	NA	???	No	No	Yes	Advertising	No	No	No			
Sunrise	Klassy 100 FM	Schedule	$4,054.50	NA	???	No	No	Yes	Advertising	No	No	No			
M&M	Koroseal Wallcovering West	Schedule	$2,814.10	NA	???	No	No	Yes	Trade debt; wallpaper	No	No	No		SS	
Sunrise	Koroseal Wallcovering West	Schedule	$2,814.10	NA	???	No	No	Yes	Wallpaper	No	No	No	Yes	MMS	
Sunrise	Koroseal Wallcovering West	Proof of Claim	$2,814.00	NA	04/26/99	No	No	Yes	Goods sold	NA	NA	NA			
[illegible]	KXTE FM	Schedule	$487.00	NA	???	No	No	Yes	Advertising	No	No	No			
Sunrise	Lady A Productions	Schedule	$9,523.00	NA	???	No	No	Yes	Lounge Lighting	No	No	No	Yes, for much less money		
Sunrise	Lady A Productions	Proof of Claim	$5,694.00	NA	05/28/99	No	$600	$5,094	goods and services	NA	NA	NA			
M&M	Landesigns	Schedule	$125,717.72	NA	???	No	No	Yes	Trade Debt; landscaping	No	No	No		SS	
Sunrise	Landesigns	Schedule	$125,717.72	NA	???	No	No	Yes	Landscaping	No	No	No		MMS	
Sunrise	Las Vegas Tourist Connection	Schedule	$6.60	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	Las Vegas Travel Network	Schedule	$5.50	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	Las Vegas Valley Water	Schedule	$3,790.00	NA	???	No	No	Yes	Utilities	No	No	No			
Sunrise	Las Vegas Welcome Center	Schedule	$27.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	Laser World	Schedule	$74.85	NA	???	No	No	Yes	Office Supplies	No	No	No			
Sunrise	Lato Supply Co.	Proof of Claim	$927.98	NA	05/03/99	No	No	Yes	Hotel Supplies	NA	NA	NA			
Sunrise	Lato Supply Co.	Schedule	$927.98	NA	???	No	No	Yes	Guest Room Supplies	No	No	No	Yes		
M&M	Lavelle-Stubberud & Ass.	Proof of Claim	$43,679.64	NA	04/21/99	No	No	Yes	Services Provided	NA	NA	NA		FIM	
Mona	Lavelle-Stubberud & Ass.	Schedule	Unknown	NA	???	No	No	Yes	Legal Fees	Yes	No	No	Yes		Codebtor
Mona	Lavelle-Stubberud & Ass.	Proof of Claim	$43,679.64	NA	04/21/99	No	No	Yes	Services Provided	NA	NA	NA		FMM	
Sunrise	Leslies Pool Supply	Schedule	$998.56	NA	???	No	No	Yes	Pool Supplies	No	No	No	Yes, but for much more money		
Sunrise	Leslies Pool Supply	Proof of Claim	$2,680.71	NA	04/19/99	No	No	Yes	Goods sold	NA	NA	NA			
Sunrise	Leticia Moreno	Schedule	$1,020.00	NA	???	No	Yes	No	Vacation	No	No	No			
Sunrise	Lewiskerr Inc.	Schedule	$6.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
[illegible]	Lodgenet Entertainment	Schedule	$4,904.57	NA	???	No	No	Yes	Cable and Movie System	No	No	No			
[illegible]	Lodgenet Entertainment	Proof of Claim	$2,923.65	NA	08/25/99	No	No	Yes	Services performed	NA	NA	NA			
Sunrise	Lodging and Gaming Systems	Schedule	$2,430.00	NA	???	No	No	Yes	Maintenance Contract Payments	No	No	No			
Sunrise	Logo Vision, Inc.	Schedule	$10,626.04	NA	???	No	No	Yes	Gift Shop	No	No	No	Yes, for slightly different amount		
Sunrise	Logo Vision, Inc.	Proof of Claim	$11,272.04	NA	05/10/99	No	No	Yes	Goods sold	NA	NA	NA			
Sunrise	M&M Development	Schedule	$915,465.54	NA	???	No	No	Yes	Intercompany Debt	No	No	No			
M&M	M&S Drapery	Schedule	$8,646.00	NA	???	No	No	Yes	Trade Debt; draperies	No	No	No		SS	
Sunrise	M&S Drapery	Schedule	$8,646.00	NA	???	No	No	Yes	Draperies	No	No	No		MMS	
Sunrise	Manifest Information Services	Schedule	$200.00	NA	???	No	No	Yes	Advertising	No	No	No			
Sunrise	Mark Pierre	Schedule	$2,292.05	NA	???	No	No	Yes	Advertising Consultant	No	No	No			
M&M	McCarran Plaza	Schedule	$1,300,000.00	NA	???	No	No	Yes	Note Payable	No	No	Yes			
Sunrise	McCarran Plaza	Schedule	$46,700.00	NA	???	No	No	Yes	Intercompany Debt	No	No	No			
Sunrise	Southern Nevada Paving	Proof of Claim	$169,568.58	NA	06/17/99	Yes: real estate	No	No	Services performed	NA	NA	NA			
Sunrise	McGladrey & Pullen LLP	Schedule	$1,658.00	NA	???	No	No	Yes	Services Provided	No	No	No			
Sunrise	McKesson Water Products	Schedule	$239.00	NA	???	No	No	Yes	Employee Relations	No	No	No			
Sunrise	Mercury Blueprint	Schedule	$3,466.73	NA	???	No	No	Yes	Blueprints	No	No	No			
Sunrise	Metrocall	Schedule	$172.06	NA	???	No	No	Yes	Pagers	No	No	No			
Mona	Michael Aahe Inc.	Schedule	$1,619.59	NA	???	No	No	Yes	Insurance	No	No	No			
M&M	Michael Mona	Schedule	$5,249,617.64	NA	???	No	No	Yes	Note Payable	No	No	No			Codebtor

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M&M	Michael Mona	Schedule	$10,596.94	NA	1/11/99-3/28/99	No	Yes: $4300. Consideration: payroll	Yes		No	No	No			
Sunrise	Michael Mona	Schedule	$2,325,063.37	NA	???	No	No	Yes	Unsecured note	No	No	No			
M&M	Mikohn Gaming Corp.	Schedule	$459,750.00	NA	???	No	No	Yes	Trade Debt; slot system	No	No	No		SS	
Sunrise	Mikohn Gaming Corp.	Schedule	$459,975.00	NA	???	No	No	Yes	Slot System	No	No	No		MMS	
Sunrise	Mikohn Gaming Corp.	Proof of Claim	$459,750.00	NA	07/22/99	No	No	Yes	Goods sold	NA	NA	NA			
Sunrise	Miller & Schroeder Investments Corp.	Schedule	Unknown	NA	12/08/98	No	No	Yes	Assignee of PDS Financial Corp., potential equ. lessor	Yes	No	No			
Sunrise	Mission Industries	Schedule	$36,799.51	NA	???	No	No	Yes	Uniforms	No	No	No			
Sunrise	Mix 94-1	Schedule	$2,924.00	NA	???	No	No	Yes	Advertising	No	No	No			
Sunrise	Mobile Storage Group	Schedule	$368.11	NA	???	No	No	Yes	Storage	No	No	No			
Sunrise	Mocrosoft Travel	Schedule	$8.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	Monarch Promotions	Schedule	$7,902.79	NA	???	No	No	Yes	Printing	No	No	No			
Sunrise	Monarch Promotions	Proof of Claim	$7,903.29	NA	06/23/99	No	No	Yes	Goods sold	NA	NA	NA			Two copies of same POC filed
Sunrise	Morris Travel	Schedule	$5.50	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	Murdock Travel	Schedule	$12.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
[illegible]	National Fire Protection	Schedule	$499.81	NA	???	No	No	Yes	Fire extinguisher maintenance	No	No	No			
Sunrise	NEC America, Inc	Proof of Claim	$324,822.12	NA	06/25/99	Yes: phone equ. worth $238,403	No	Yes	Lease Agreement	NA	NA	NA			
Sunrise	NEC America, Inc	Schedule	$324,822.12	NA	03/24/98	No	No	Yes	Potential Security interest in telephone system lease, equ. not yet delivered	Yes	No	No			
Sunrise	Nevada Construction Services	Schedule	$5,920.36	NA	???	No	No	Yes	Services Provided	No	No	No			
Sunrise	Nevada Department of Taxation Bankruptcy Section	Schedule	Unknown	NA	???	No	Yes	No		No	No	No			
M&M	Nevada Dept. of Taxation	Schedule	$8.50	NA	1/1/99-3/31/99	No	Yes. Consideration, employee taxes	No		No	No	No			
Mona	Nevada Dept. of Taxation	Schedule	Unknown	NA	???	No	Yes	Unknown		No	No	No			
Sunrise	Nevada Dept. of Taxation	Schedule	$2,040.50	NA	1/1/99 - 3/31/99	No	Yes	No	Employee tax	No	No	No			
Sunrise	Nevada Dept. of Taxation	Schedule	$186.80	NA	3/1/99-3/31/99	No	Yes	No	Sales and Use tax	No	No	No		This creditor/debt is listed twice on Sunrise's Schedule E	
Sunrise	Nevada Dept. of Taxation	Schedule	$186.80	NA	3/1/99 - 3/31/99	No	Yes	No	Sales and Use tax	No	No	No		This creditor/debt is listed twice on Sunrise's Schedule E	
Sunrise	Nevada Dept. of Taxation Bankruptcy Section	Schedule	Unknown	NA	???	No	Yes	Unknown		No	No	No			
Mona	Nevada Dept. of Taxation Revenue Division	Schedule	Unknown	NA	???	No	Yes	No		No	No	No			
M&M	Nevada Dept. of Taxation Revenue Section	Schedule	Unknown	NA	???	No	Yes	Unknown		No	No	No			
M&M	Nevada Dept. of Taxation, Bankruptcy Div.	Schedule	Unknown	NA	???	No	Unknown	Unknown		No	No	No			
Sunrise	Nevada Dept. of Taxation, Revenue Div.	Schedule	Unknown	NA	???	No	Unknown	Unknown		No	No	No			
M&M	Nevada Hotel and Motel Association	Schedule	$400.31	NA	???	No	No	Yes	Dues and Subscriptions	No	No	No			
Mona	Nevada Labor Commissioner	Schedule	Unknown	NA	???	No	Unknown	Unknown		No	No	No			
Sunrise	Nevada Labor Commissioner	Schedule	Unknown	NA	???	No	Yes	Unknown		No	No	No			
Sunrise	Nevada Power Company	Schedule	$1,959.75	NA	03/06/99	No	No	Yes	Utilities to 3/8/99	No	No	No			
Sunrise	New Chef Fashion	Schedule	$66.99	NA	???	No	No	Yes	Uniforms	No	No	No			
Sunrise	New Image Marketing	Schedule	$8.80	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	Nextel	Schedule	$399.00	NA	???	No	No	Yes	Long Distance Service	No	No	No			
M&M	Nextlink Comm., Inc.	Proof of Claim	$2,619.50	NA	05/17/99	No	Yes	No	Services Provided	NA	NA	NA		No	
Sunrise	Nextlink Comm., Inc.	Schedule	$2,167.74	NA	???	No	No	Yes	Phone Service	No	No	No	Filed in M&M		
Mona	Norwest Bank	Schedule	$4,560,594.73	NA	???	No	No	Yes	Personal Guaranty of debts	No	No	No			
Mona	Norwest Bank Nevada	Proof of Claim	$4,679,873.69	NA	07/22/99	Yes: real estate	No	No	Money Loaned	NA	NA	NA			Codebtor

Case	Creditor	Source	Amount of Claim (if secured/scheduled, without deducting value of collateral)	"Value" of Claim as Stated on Schedule	Date	Secured	Unsecured Priority(amount entitled to priority)	Unsecured Non-Priority (unsecured portion, if any)	Basis of Claim	Disputed	Contingent	Unliquidated	POC filed?	Duplicated	Notes/Comments
Sunrise	NTI Telecom	Schedule	$1,989.43	NA	???	No	No	Yes	Long Distance and 800 Sevice	No	No	No			
M&M	Office Depot, Inc.	Proof of claim	$5,593.12	NA	05/03/99	No	No	Yes	Goods sold	NA	NA	NA			
Sunrise	Office Depot, Inc.	Schedule	$605.30	NA	???	No	No	Yes	Office Supplies	No	No	No	Filed in M&M for much more money		
M&M	Office of County Treasurer	Schedule	Unknown	NA	???	No	Unknown	Unknown		No	No	No			
Mona	Office of County Treasurer	Schedule	Unknown	NA	???	No	Yes	Unknown		No	No	No			
Sunrise	Office of County Treasurer	Schedule	Unknown	NA	???	No	Yes	No		No	No	No			
Mona	Ohio Savings Bank	Schedule	$160,344.77	$250,000.00	???	Yes: 1st Trust Deed on Brianhead Condo	No	No		No	No	No			Codebtor; Joint property
Sunrise	Omega World Travel, Inc, OH	Schedule	$18.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	Omega World Travel, MD	Schedule	$12.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	Omega World Travel, VA	Schedule	$12.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	O'Malleyvyen's	Schedule	$448.65	NA	???	No	No	Yes	Advertising	No	No	No			
[illegible]	Osborne Coinage	Schedule	$51,847.66	NA	???	No	No	Yes	Tokens	No	No	No			
[illegible]	Osborne Coinage	Proof of Claim	$51,847.66	NA	07/23/99	No	No	Yes	Goods sold	NA	NA	NA			
[illegible]	Otis Spunkmeyer	Schedule	$117.60	NA	???	No	No	Yes	Food Inventory	No	No	No			
Sunrise	Owis Supply	Schedule	$12,915.33	NA	???	No	No	Yes	Colored bank bags	No	No	No			
Sunrise	Pacific Bowler	Schedule	$240.00	NA	???	No	No	Yes	Advertising	No	No	No			
Sunrise	Pacific Life Insurance Co.	Schedule	Unknown	Unknown	???	Yes: Servicing agent for Credit Suisse First Boston	No	Unknown		Yes	No	No			
Mona	Pacific Life Insurance Co.	Schedule	NA	NA	???	No	No	Yes	Servicing agent for First Bostson	No	No	No			
Mona	Panda Express, Inc.	Proof of Claim	$1,995,443.00	NA	07/26/99	No	No	Yes	Lease Agreement	NA	NA	NA			
Sunrise	Panda Express, Inc.	Proof of Claim	$1,995,443.00	NA	07/26/99	No	No	Yes	Lease Agreement	NA	NA	NA			
Sunrise	Pasekey Sytems	Schedule	$1,740.36	NA	???	No	No	Yes	Postage (bulk mailing)	No	No	No			
Sunrise	Passport Travel Inc.	Schedule	$12.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	Passport Travel Padgett	Schedule	$6.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	Paulson Gaming Supplies Inc.	Schedule	$23,940.00	NA	???	No	No	Yes	Playing Cards	No	No	No			
Sunrise	Payless Cashways	Schedule	$648.63	NA	???	No	No	Yes	Supplies	No	No	No			
Sunrise	PDS Financial Corp.	Schedule	Unknown	NA	12/08/96	No	No	Yes	Potential equipment lessor, lease not completed	Yes	No	No	Yes		
Sunrise	PDS Financial Corp.	Proof of Claim	$145,216.77	NA	06/01/99	No	No	Yes	Goods sold	NA	NA	NA			
Sunrise	PDS Financial Corp.	Proof of Claim	$362,299.85	NA	06/16/99	No	No	Yes	Goods Sold	NA	NA	NA			
[illegible]	Peerless Uniform	Schedule	$54,419.36	NA	???	No	No	Yes	Casino Uniforms	No	No	No			
[illegible]	Pepsi-Cola	Schedule	Unknown	NA	???	No	No	Yes	Potential Liability	No	No	No			
Sunrise	Pepsi-Cola	Schedule	$183.96	NA	???	No	No	Yes	Food Inventory	No	No	No			
Sunrise	Pepsi-Cola	Proof of Claim	$252.48	NA	06/28/99	No	No	Yes	Goods sold	NA	NA	NA			
Sunrise	Picker International	Schedule	$6.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
M&M	Pitney Bowes Credit Corp.	Proof of Claim	$411.41	NA	07/06/99	No	No	Yes	???	NA	NA	NA			
Sunrise	Plaza Travel	Schedule	$18.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	Pompeii Furniture	Schedule	$1,546.85	NA	???	No	No	Yes	Chairs	No	No	No			
M&M	Potter Electric	Proof of Claim	$159,437.00	NA	06/18/99	Yes: real estate	No	No	Services performed	NA	NA	NA		FIS	
M&M	Potter Electric	Proof of Claim	$159,437.00	NA	07/18/99	Yes: real estate	No	No	Services performed	NA	NA	NA			
Sunrise	Potter Electric	Proof of Claim	$145,958.14	NA	06/18/99	Yes: real estate	No	No	Services performed	NA	NA	NA			Also filed a POC for $159,437.00 in the same case
Sunrise	Potter Electric	Proof of Claim	$159,437.00	NA	06/18/99	Yes: real estate	No	No	Services performed	NA	NA	NA			
Sunrise	Potter Electric	Proof of Claim	$159,437.00	NA	06/18/99	Yes	No	No	Services performed	NA	NA	NA		FMM	Also filed a POC for $145,958.14 in same case
M&M	Potter Electric	Schedule	$85,645.00	NA	???	No	No	Yes	Trade Debt; electrical	No	No	No	Yes, for much more money	SS	
Sunrise	Potter Electric	Schedule	$85,645.00	NA	???	No	No	Yes	Electrical	No	No	No	Yes, for much more money	MMS	

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Sunrise	Purchase Power	Schedule	$377.41	NA	???	No	No	Yes	Postage	No	No	No			
Sunrise	Quality Mechanical Contractors	Proof of Claim	$158,979.03	NA	05/25/99	Yes: real estate worth $1.5 million	No	No	Notice and claim of lien	NA	NA	NA			
Sunrise	Quality Mechanical Contractors	Schedule	$1,900.00	NA	???	No	No	Yes	Labor relocation of hotel heaters	No	No	No	Yes, for much more money		
Sunrise	R&R Electronics	Schedule	$169.06	NA	???	No	No	Yes	PC Memory	No	No	No			
Sunrise	Randall Sansom, CPA	Schedule	$7,850.00	NA	???	No	No	Yes	Accountant	No	No	No			
Sunrise	Rawhide Travel	Schedule	$15.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	Raymond Graham	Proof of Claim	$1,153.65	NA	07/16/99	No	Yes	No	Wages	NA	NA	NA			
Sunrise	Rebel Party Supplies	Schedule	$882.00	NA	???	No	No	Yes	Equipment Rental	No	No	No	Yes, for more money		
Sunrise	Rebel Party Supplies	Proof of Claim	$1,550.00	NA	05/03/99	No	No	Yes	Services Provided	NA	NA	NA			
Sunrise	Reisebuero Baedeker GMBH	Schedule	$12.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
M&M	Rel-Cart	Schedule	$2,787.60	NA	???	No	No	Yes	Trade Debt; Bill Validators	No	No	No			
[illegible]	Reservations Plus	Schedule	$838.10	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
M&M	Rhonda Mons	Schedule	$5,841.00	NA	1/11/99-3/28/99	No	Yes: $4300. Consideration: payroll	Yes		No	No	No			
Sunrise	Rick Nowicki	Schedule	$892.40	NA	???	No	Yes(but lists $0.00 as amount entitled to priority)	No	Vacation	No	No	No			Listed as a priority claim but also lists $0.00 as amount entitled to priority
M&M	Rip-n-Firz	Schedule	$21,154.00	NA	???	No	No	Yes	Trade Debt; Labor	No	No	No		SS	
Sunrise	Rip N Firz	Schedule	$21,154.00	NA	???	No	No	Yes	Labor	No	No	No		MMS	
Sunrise	Rivera Travel Inc.	Schedule	$8.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	Road Express	Schedule	$1,177.34	NA	???	No	No	Yes	Trade Debt	No	No	No	Yes, under Roadway Express		
Sunrise	Roadway Express, Inc.	Proof of Claim	$1,177.34	NA	06/11/99	No	No	Yes	Services Provided	NA	NA	NA			
Sunrise	Robert Half Industries	Proof of Claim	$701.20	NA	06/01/99	No	No	Yes	Services Provided	NA	NA	NA			
M&M	Rosenthal and Rosenthal	Proof of Claim	$2,014.50	NA	05/13/99	No	No	Yes	Goods sold	NA	NA	NA			
Sunrise	RTSI	Schedule	$63.00	NA	???	No	No	Yes	Gift Shop Inventory	No	No	No			
Sunrise	Ryans Regent Travel	Schedule	$11.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	Safeguard Business Systems	Schedule	$1,622.69	NA	???	No	No	Yes	Printing	No	No	No			
Sunrise	Sale travel	Schedule	$6.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	Sally Commerford	Schedule	$162.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	Salo Travel	Schedule	$30.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	Security Locking Sytem	Schedule	$979.97	NA	???	No	No	Yes	Locks	No	No	No			
[illegible]	Seth Smith	Schedule	$168.00	NA	???	No	Yes(but lists $0.00 as amount entitled to priority)	No	Vacation	No	No	No			Listed as a priority [illegible] but also lists $0.00 [illegible] entitled to pri[illegible]
[illegible]	Shafer Commercial Seating	Schedule	$534.00	NA	???	No	No	Yes	Trade Debt; Tables	No	No	No		SS	
Sunrise	Shafer Commercial Seating	Schedule	$534.00	NA	???	No	No	Yes	Tables	No	No	No		MMS	
Sunrise	Sharp Advertising	Schedule	$8,549.52	NA	???	No	No	Yes	Printing	No	No	No			
Sunrise	Sherwin Williams	Schedule	$435.65	NA	???	No	No	Yes	Supplies	No	No	No			
Sunrise	Shirley Corolla	Schedule	$1,380.00	NA	???	No	Yes	No	Vacation	No	No	No			
M&M	Sign Art	Proof of Claim	$8,325.64	NA	07/16/99	No	No	Yes	Goods & Services	NA	NA	NA			
Sunrise	Sign Art	Proof of Claim	$8,325.64	NA	07/16/99	No	No	Yes	goods and services	NA	NA	NA			
M&M	Silver State Bank	Schedule	$86,526.66	$86,526.66	06/01/98	Yes: security in leased Mercedes	No	Unknown		No	No	No			
Mons	Silver State Bank	Proof of Claim	$79,140.87	NA	06/22/99	Yes: car	No	No	Money Loaned	NA	NA	NA			
M&M	Silver State Bank	Proof of Claim	$79,140.87	NA	07/21/99	Yes: by Mercedes	No	No	Auto Loan	NA	NA	NA			
Mons	Silver State Bank	Schedule	$1,000,000.00	NA	???	No	No	Yes	Personal Line of Credit.	No	No	No			
Mons	Silver State Bank	Proof of Claim	$1,005,273.97	NA	06/16/99	No	No	Yes	Money Loaned	NA	NA	NA			Codebtor; Joint propoerty
Sunrise	SIS Las Vegas	Schedule	$1,050.00	NA	???	No	No	Yes	Trade Debt	No	No	No			
M&M	SK Textiles Inc.	Schedule	$7,981.65	NA	???	No	No	Yes	Trade Debt; Fabric	No	No	No		SS	
Sunrise	SK Textiles Inc.	Schedule	$7,981.65	NA	???	No	No	Yes	Fabric	No	No	No		MMS	
Sunrise	Smart and Final	Schedule	$72.21	NA	???	No	No	Yes	Food inventory	No	No	No			
Sunrise	Sobel Westex	Schedule	$6,519.81	NA	???	No	No	Yes	Linen inventory	No	No	No			
Sunrise	Sobel Westex	Proof of Claim	$6,519.81	NA	06/07/99	No	No	Yes	Goods sold	NA	NA	NA	Yes		
Mons	Southwest Gas Corp.	Schedule	$357.03	NA	???	No	No	Yes		No	No	No			
Sunrise	Southwest Gas Corp.	Schedule	$2,761.96	NA	???	No	No	Yes	Utilities	No	No	No			
Sunrise	Southwest Gas Corp.	Proof of Claim	$0.00	NA	07/22/99	No	No	Yes	Other	NA	NA	NA			
Sunrise	Southwest Gas Corp.	Proof of Claim	$3,229.00	NA	07/19/99	No	No	Yes	Gas Service	NA	NA	NA			Amends 7/16 claim

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Sunrise	Southwest Host Design	Schedule	$135.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No	Yes, for much more money		
Sunrise	Southwest Host Design	Proof of Claim	$612.00	NA	04/28/99	No	Yes	No	Services Provided	NA	NA	NA			
Sunrise	Southland Sign Supplies	Schedule	$24.75	NA	???	No	No	Yes	Paint	No	No	No			
Sunrise	Sprint	Schedule	$1,625.18	NA	???	No	No	Yes	Utilities	No	No	No			
Sunrise	Standard Register Company	Schedule	$14,787.06	NA	???	No	No	Yes	Forms	No	No	No	Yes, for less money		
Sunrise	Standard Register Company	Proof of Claim	$11,608.54	NA	05/24/99	No	No	Yes	Goods sold	NA	NA	NA			
Sunrise	Star Nursery	Schedule	$253.73	NA	???	No	No	Yes	Landscaping Supplies	No	No	No			
MSM	State of Nevada Industrial Ins. Sys.	Schedule	Unknown	NA	???	No	Unknown	Unknown		No	No	No			
Mona	State of Nevada Industrial Ins. Sys.	Schedule	Unknown	NA	???	No	Yes	Unknown		No	No	No			
Sunrise	State of Nevada Industrial Ins. Sys.	Schedule	Unknown	NA	???	No	Yes	No		No	No	No			
Sunrise	State Restaurant Equipment	Schedule	$90,000.00	NA	???	No	No	Yes	Restaurant Supplies (not received)	Yes	Yes	No			
Sunrise	State Restaurant Equipment	Proof of Claim	$4,939.64	NA	04/12/99	No	No	Yes	Goods sold	NA	NA	NA			
[illegible]	Stevens Travel Man	Schedule	$6.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	Summit Fire Protection	Schedule	$150.00	NA	???	No	No	Yes	Fire sprinkler maintenance	No	No	No			
Sunrise	Sunbound Travel	Schedule	$6.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	Sunrise RV Park	Schedule	$169,300.84	NA	???	No	No	Yes	Intercompany Debt	No	No	No			
Sunrise	Susan Armstrong	Schedule	$2,153.78	NA	???	No	Yes	No	Vacation	No	No	No			
Sunrise	TDM Money Systems	Schedule	$606.89	NA	???	No	No	Yes	Toke Boxes	No	No	No			
Sunrise	Techplus Communications	Schedule	$2,339.80	NA	???	No	No	Yes	Phone Maintenance Contract Payments	No	No	No			
MSM	Teledata Contractors	Schedule	$16,293.97	NA	???	No	No	Yes	Trade debt; wiring	No	No	No		SS	
Sunrise	Teledata Contractors	Schedule	$16,293.97	NA	???	No	No	Yes	Wiring	No	No	No		MMS	
Mona	Telerent Leasing Corp.	Schedule	$45,473.00	Unknown	???	Yes: Security interest in NEC PBX system	No	Unknown		No	No	No	Yes, for much less money	Telerent also scheduled in MMS, SS	Codebtor; Joint property
Sunrise	Telerent Leasing Corp.	Schedule	$381,750.29	Unknown	12/09/98	Yes: Security interest in Kronas System, Micros POS Sytem, and televisions	No	Unknown		No	No	No	Yes, for much less money	Telerent also scheduled in MMS, MS	Codebtor
[illegible]	Telerent Leasing Corp.	Proof of Claim	7411.88 prepiition 18,026.72 arrearers	NA	05/27/99	Yes: personal property	No	No	Lease of Equipment	NA	NA	NA		FIM; FIS	Creditor Claims this is an executorycor alternatively th. secured clai.
Mona	Telerent Leasing Corp.	Proof of Claim	7411.88 prepiition 18,026.72 arrearers	NA	05/27/99	Yes: personal property	No	No	Lease of Equipment	NA	NA	NA		FMM; FIS	Creditor Claims this is an executorycontract-alternatively that it is a secured claim
Sunrise	Telerent Leasing Corp.	Proof of Claim	7411.88 prepiition 18,026.72 arrearers	NA	05/27/99	Yes: personal property	No	No	Lease of Equipment	NA	NA	NA		FMM; FIM	Creditor Claims this is an executorycontract-alternatively that it is a secured claim
MSM	Telerent Leasing Corp.	Schedule	$295,416.00	Unknown	??	Yes	No	Unknown		No	No	No	Yes, for much less money	Telerent also scheduled in MS, SS	Lisated as a codebtor
Mona	Telerent Leasing Corp.	Schedule	$3,028,655.73	NA	???	No	No	Yes	Personal Guaranty of debts	No	No	No	Yes, for much less money	Telerent also scheduled in MMS, SS	Codebtor
Sunrise	Teleservice Resources Inc.	Schedule	$42.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
MSM	Tarracon	Schedule	$2,000.00	NA	???	No	No	Yes	Trade debt; Engineering	No	No	No			
Sunrise	Texaco	Schedule	$240.65	NA	???	No	No	Yes	Gasoline	No	No	No			
Mona	The CIT Group	Schedule	$390,508.67	$2,600,000.00	???	Yes: 2nd Deed of Trust on real prop.	No	No		No	No	No			Codebtor; Joint property
MSM	The Halligan Co. of Nevada	Schedule	$1,073.36	NA	???	No	No	Yes	Trade Debt; Push Pull Plates	No	No	No		SS	
Sunrise	The Halligan Co. of Nevada	Schedule	$1,073.36	NA	???	No	No	Yes	Push/pull plates	No	No	No		MMS	
MSM	The Mahoney Group	Schedule	Unknown	NA	???	No	No	Yes	Potential Liability	No	No	No			

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Sunrise	The Spectrum	Schedule	$101.64	NA	???	No	No	Yes	Advertising	No	No	No			
M&M	Thomas Associates	Schedule	$2,400.00	NA	???	No	No	Yes	Trade Debt; Furniture	No	No	No		SS	
Sunrise	Thomas Associates	Schedule	$2,400.00	NA	???	No	No	Yes	Furniture	No	No	No		MMS	
Sunrise	Tiger Lily Flower Shop	Schedule	$59.00	NA	???	No	No	Yes	Gifts	No	No	No			
Sunrise	Timely Travel	Schedule	$6.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	Travel Care	Schedule	$8.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	Travel Headquarters	Schedule	$12.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	Travel Management	Schedule	$84.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	Travel One	Schedule	$12.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	Travelcorp Inc.	Schedule	$36.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	Tri-State Refrigeration	Schedule	$610.00	NA	???	No	No	Yes	A C R & M	No	No	No			
Sunrise	Uhaul	Schedule	$54.17	NA	???	No	No	Yes	Equipment Rental	No	No	No			
Sunrise	Uniforms Inc.	Schedule	$3,422.07	NA	???	No	No	Yes	Uniforms	No	No	No			
Sunrise	Uniforms Inc.	Proof of Claim	$3,525.50	NA	06/02/99	No	No	Yes	Goods sold	NA	NA	NA			
Sunrise	Uniglobe Travel	Schedule	$5.50	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
e	United Parcel Service	Schedule	$532.70	NA	???	No	No	Yes	Postage and Delivery	No	No	No			
...nd/M	US Dept. of Justice Tax Division	Schedule	Unknown	NA	???	No	Unknown	Unknown		No	No	No			
Mona	US Dept. of Justice Tax Division	Schedule	Unknown	NA	???	No	Yes	Unknown		No	No	No			
Sunrise	US Dept. of Justice Tax Division	Schedule	Unknown	NA	???	No	Yes	No		No	No	No			
Sunrise	US Food Service	Schedule	$300.99	NA	???	No	No	Yes	Food Inventory	No	No	No			
Sunrise	USA Today-Phoenix	Schedule	$24.00	NA	???	No	No	Yes	Gift Shop Inventory	No	No	No			
M&M	Wickine Bedding	Schedule	$18,693.00	NA	???	No	No	Yes	Trade Debt; Beds	No	No	No		SS	
Sunrise	Wickine Bedding	Schedule	$18,693.00	NA	???	No	No	Yes	Beds	No	No	No		MMS	
Sunrise	William Trudell	Schedule	$1,140.00	NA	???	No	Yes	No	Vacation	No	No	No			
Sunrise	Wilson Beers	Schedule	$362.50	NA	???	No	No	Yes	Training	No	No	No			
Sunrise	Winfield Locks	Schedule	$1,217.02	NA	???	No	No	Yes	Door Locks	No	No	No			
Sunrise	World Travel Partners	Schedule	$36.00	NA	???	No	No	Yes	Travel Agent Commissions	No	No	No			
Sunrise	XPEDX	Schedule	$608.55	NA	???	No	No	Yes	Freight	No	No	No			
Sunrise	Zee Medical Supply	Schedule	$170.45	NA	???	No	No	Yes	Supplies	No	No	No	Yes		
Sunrise	Zee Medical Supply	Proof of Claim	$170.45	NA	04/19/99	No	No	Yes	Goods sold	NA	NA	NA			

EXHIBIT D

CASE	SOURCE	LEASE DATE	START DATE	END DATE / DURATION	PARTY	AMOUNT OWED (from POC)	MONTHLY PAYMENT	TOTAL LEASE AMOUNT	LEASED PROPERTY	HOW PERFECTED?	UCC ATTACHED?	CO-LESSEE / GUARANTOR	NOTES	PROBLEMS / DISCREPANCIES
Mona	Exhibit / Scheduled	10/27/94	11/1/94	11/1/04 / 10yrs	Web Service Co.		The greater of $5,00 or 45% of income	$16,500 plus monthly payments	Coin operated laundry systems located at 4575 Boulder Hwy	No mention made	No	No	Lessor is Michael and Rhonda Mona Husband and Wife Community Property with Right of Survivorship	
M&M	Schedules			36 months	Telerent Leasing Corp. *				11,000 Square foot office trailers					No Proof of Claim filed
M&M	Schedules	11/30/1995 (Sunrise POC)	12/1/95	60 months	IOS Capital	$9,280.12 (Schedule) $14,944.24, from Sunrise POC			Copy Machine	No mention made			IOS is IKON Office Solutions	Lease is between Sunrise and IOS, not M&M and IOS
M&M	Schedules	6/12/1996 (POC)	6/1/96	36 months	Silver State Bank	$79,140.67			1999 Mercedes Benz	Commercial Security Agreement; see POC				
M&M	Schedules	5/08/96 (POC)	4/1/96	36 months	Ford Motor Credit Company	$13,857.00			Purchase agreement for a 1996 Ford Explorer	Security agreement in lease agreement				This lease is not attached as an exhibit;
Sunrise	Schedules				Telerent Leasing Corp. *				Equipment located at 4575 Boulder Hwy: Kronos System, Micros POS System, televisions, restaurant equipment, message center and sign equipment.	No mention made				This lease is not attached as an exhibit.
Sunrise	Schedules	3/1/95		84 Months	NEC America	$324,822.12	$3,868.93	$238,405.00	Telephone communications system	UCC-1	Yes; in POC		Lease signed but equipment not installed prior to petition	Copies of leases outlined below Lease enclosed as an Exhibit appears to be more of a purchase contract than a lease; Lease in the POC is better source
Sunrise	Schedules				IOS Capital	$3,734.43 (Schedule) $14,944.24 (POC)			3 Canon Copiers at 4575 Boulder Hwy	No mention made			IOS is IKON Office Solutions	
Sunrise	Schedules		12/1/94	60 months	IBM	$5,468.14 (schedule)			Computers and Computer System	No mention made				Lease appears to be for only two copiers
Sunrise	Schedules		3/1/99	3 years	Desert Pontiac GMC Buick	$26,466.52 (Schedule)			1999 GMC Suburban	No mention made				No Proof of Claim filed
Sunrise	Exhibit	8/31/99		3 years	LeRoys Horse & Sports Book		50% of gross gaming revenue		Space in Casino for Sportsbook operation	No mention made	No	No		No Proof of Claim filed
RV Park	Exhibit	11/4/98		10 to 15 years	Donney Outdoor Advertising	$21,218.14 (Sunrise schedule)	$0.00	$0.00	Advertising signage	No mention made	No	No	Mona allows them to use half of the signs they build on his property; signed as Sunrise RV Park	No Proof of Claim filed Scheduled as a debt to Sunrise Suites although the lease attached as an Exhibit has Sunrise RV Park as the Lessor. No POC filed
Sunrise	Exhibit	11/1/95		5 to 15 years	Panda Express	$1,995,443.00	Every 4 weeks: $2,308 plus 5% of amount over $64,000	$100,000 plus $30,000 per year	Restaurant space in the Casino food court	No mention made	No	No	Mona is lessor	
RV Park	Exhibit	2/9/99		48 months	Card Acceptance Systems		$99.00	$4,752.00	Lipman Nurit 2065 (2 terminals)	No mention made	No	Yes; Mona	Personally guaranteed by Mona	POC filed in both Mona and Sunrise No debt scheduled by any of the entities and no POC filed in any of the cases, yet the RV Park lease is attached as an Exhibit
RV Park	Exhibit	2/14/95		60 months	Telerent Leasing Corp. *		$1,588.05		PBX System, Phones, Automated Attendant, DTMF Receiver, and NANP Complaint Call	No mention made				
Sunrise	Exhibit	10/28/96		60 months	IOS Capital	$14,944.24	$830.00		Two Copiers	No mention made	No	No	IOS is IKON Office Solutions	POC lists monthly payments at $272.09
Sunrise	Exhibit	11/4/97			NEC Business Communications Systems	$324,822.12		$238,405.00	PBX and Telephone System	Security agreement in lease agreement	Yes; in POC	No	POC filed in Sunrise	
Sunrise	Exhibit	1/4/95	12/31/99	60 months	IBM		$2,707.00	$119,037.58	Computers	No mention made				
M&M	Exhibit	8/1/95		36 months	Telerent Leasing Corp. *		$5,206.00	$240,000 sale price	Williams Scotsmen Modular Office	No mention made	No	Co-Lessee Michael; Co-Lessee Rhonda		
Sunrise	Exhibit	11/2/96	2/1/99	36 months	Telerent Leasing Corp. *		$12,557.00	$393,102 sale price	Electronic Message Center from Milkohn Lighting	No mention made	No	Co-Lessee Michael; Co-Lessee Rhonda	Milkohn filed a POC for $459,750 for goods sold; The same amount is scheduled as debt in both M&M and Sunrise	
Sunrise	Exhibit	10/9/96	2/1/99	60 months	Telerent Leasing Corp. *		$2,733.00		530 TV's and 2 set up transmitters and 1 smart loader	No mention made	No	Co-Lessee Michael; Co-Lessee Rhonda		
Sunrise	Exhibit	11/2/96	2/1/99	36 months	Telerent Leasing Corp. *		$17,307.00	$529,270 sale price	Sign Equipment from Federal Sign	No mention made	No	Co-Lessee Michael; Co-Lessee Rhonda; also, Michael guaranteed the initial contract with Federal Sign	Federal filed POC twice in Mona and twice in Sunrise, each time for $318,493.93. Sunrise schedules a debt of $292,645.42 owed to Federal	
Sunrise	Exhibit	11/2/96	2/1/99	36 months	Telerent Leasing Corp. *		$44,903.00	$1,322,712.62 sale price	Restaurant equipment from Cook's Commercial Kitchen	No mention made	No	Co-Lessee Michael; Co-Lessee Rhonda		Both Sunrise and M&M schedule $120,007 debt to Cook's Kitchen
Sunrise	Exhibit	12/4/96	2/1/99	60 months	Telerent Leasing Corp. *		$1,850.40	$81,193.42 sale price	Kronos Time & Attendence System and IOS System from Compu Cash	No mention made	No	Co-Lessee Michael; Co-Lessee Rhonda	Sunrise schedules $500 debt to Compu Cash	

EXHIBIT 7

Sunrise	Exhibit	12/4/98	2/1/99	60 months	Telerent Leasing Corp.	*	$3,004.90	$131,950.00 sale price	Micros Point of Sale System from Micros	No mention made	No	Co-Lessee Michael; Co-Lessee Rhonda		
Sunrise	Exhibit	1/13/99		60 months	Telerent Leasing Corp.	*	$3,127.00	$145,000.00 sale price	Music and Paging System from Communication Electronic Systems	No mention made	No	Co-Lessee Michael; Co-Lessee Rhonda		
Sunrise	Exhibit	1/14/99		60 months	Telerent Leasing Corp.	*	$7,072.00	$309,447.22 sale price	Surveillance System from Tele/Data	No mention made	No	Co-Lessee Michael; Co-Lessee Rhonda	M&M and Sunrise schedule $16,293.97 debt to Teledata for wiring.	
Sunrise	Exhibit	1/15/99		36 months	Telerent Leasing Corp.	*	$2,475.00	$72,992.58 sale price	Liquor and Beer system from Bevco.	No mention made	No	Co-Lessee Michael; Co-Lessee Rhonda	M&M and Sunrise schedule $572.30 owed to Bevco for labor	
Sunrise	Exhibit	12/28/98		60 months	Telerent Leasing Corp.	*	$4,523.00	$196,024.20 sale price	Computer system equipment from Comp USA	No mention made	No	Co-Lessee Michael; Co-Lessee Rhonda	Comp USA filed a POC in Sunrise for $8,207.24 for goods sold and Sunrise scheduled a $9,179.51 debt to Comp USA	
Micros	Schedules				Jaguar Credit Corp.	$17,207.25 (Schedule)			1997 XJ6	No mention made			Scheduled as a debt and not as a lease.	Lease not attached as an Exhibit

*See page 3

Telerent summary of leases
(NOTE: This page was provided by Telerent. The information set forth is not adopted by Proponents, but is provided to disclose claims as asserted by Telerent

Condition of Leases as of July 22, 1999

Primary Lessee Lease No.	Equipment	Completion Date	Beginning Bill Date	Monthly Payment	Months Remaining	Past Due Pre-Petition	Past Due Post-Petition	Gross Lease Out Balance
MICHAEL and RHONDA MONA								
Petition Date: 3/29/99	PBX System	N/A	7/1/98	$ 1,681.73	23	$ 491.31	(42.16)	$ 38,793.47
LEASE NO. 8681-000								
M & M DEVELOPMENT, INC								
Petition Date: 3/29/99	Modular Office	1/23/99	3/1/99	$ 8,206.00	32	$ 7,411.88	$ 18,387.03	$ 254,386.00
LEASE NO. 9903-001								
SUNRISE SUITES, INC.								
Petition Date: 3/26/99								
LEASE NO. 10189-001	Magnavox TV's	11/24/98	2/1/99	$ 2,733.00	55	$ 2,204.00	$ 11,870.95	$ 162,136.50
LEASE NO. 10189-002	Message Center	12/2/98	2/1/99	$ 12,567.00	31	$ 23,330.10	$ 42,018.30	$ 428,867.00
LEASE NO. 10189-003	Sign	12/2/98	2/1/99	$ 17,307.00	30	$ 32,129.60	$ 57,866.80	$ 590,670.00
LEASE NO. 10189-004	Restaurant Eq.	12/21/99 & 2/14/99	3/1/99	$ 44,903.00	32	$ 38,212.00	$ 146,135.45	$ 1,532,497.00
LEASE NO. 10189-005	Point of Sale	Not Completed 1/2 Advanced	N/A	$ 3,184.11	61	Not Booked	$ 130.82 nterim Interest	$ 204,983.60
LEASE NO. 10189-006	Compu Cash Sys		3/1/99	$ 1,850.40	56	$ 1,492.25	$ 6,186.91	$ 110,354.00
LEASE NO. 10189-007	Computer System	2/4/99	2/1/99	$ 4,523.00	55	$ 8,170.50	$ 15,122.95	$ 265,212.00
LEASE NO. 10189-008	Surveillance	2/16/99	3/1/99	$ 7,072.00	56	$ 5,703.25	$ 23,645.55	$ 421,759.00
LEASE NO. 10189-009	Paging	2/4/99	3/1/99	$ 3,127.00	56	$ 2,521.75	$ 10,455.30	$ 186,465.00
LEASE NO. 10189-010	Beverage System	2/16/99	3/1/99	$ 2,475.00	32	$ 1,996.00	$ 8,275.25	$ 84,474.00
TOTALS				$ 109,629.24		$ 121,662.64	$ 339,922.33	$ 4,280,637.57

Note 1: Mike and Rhonda Mona have signed as Co-Lessees on all of the above Leases.
Note 2: Advanced Payments applied to post-petition billings in 7/99.

PROJECTED USE OF FUNDS

SUNRISE RV DEPOSIT

PAYMENT OF CLASS M-10 CLAIMS	$3,000,000
PAYMENT OF MONA ADMINISTRATIVE CLAIMS	$ 350,000
PAYMENT OF CLASS MM-2, MM-3, MM-4, AND M-5 CLAIMS	$150,000
TOTAL:	$3,500,000

Exhibit 5

EXHIBIT 5

EXHIBIT C

Disclosure Statement Provisions

The following information is subject to change and does not constitute a binding commitment upon Imperial Capital LLC or its affiliates to consummate any transaction. No party shall rely upon the provisions of this document unless and until a Plan of Reorganization is confirmed by the Bankruptcy Court pursuant to a Confirmation Order, and upon terms and conditions, acceptable to Imperial Capital LLC, in form and substance, in its sole and absolute discretion. The contents of this document are subject to change at any time and with or without notice, in Imperial Capital LLC's sole and absolute discretion. This document and its dissemination to any persons shall not constitute an implied or express acceptance of the terms of, or of the solicitation of any votes in favor or support of, any transaction or Plan of Reorganization, but rather are to assist the parties in proceeding toward a transaction and reorganization that Imperial Capital LLC hopes will be, but may or may not ultimately be, acceptable to Imperial Capital LLC. The most recent Joint Plan of Reorganization of the Debtors, the Official Unsecured Creditors' Committee in the Mona Bankruptcy Case (the "UCC"), the Chapter 11 Trustee in the Mona and M&M Development Bankruptcy Cases, and the disclosure statement submitted in support thereof, have not been reviewed by Imperial Capital LLC or its counsel at the time of this writing.

The Summary Financial Projections attached as Exhibit "A" hereto (the "Summary Financial Projections") have not been prepared utilizing generally accepted accounting principles, but are the internal projections created by Imperial Capital LLC for its own analysis. They show, on a consolidated basis, capital requirements and results assumed by Imperial Capital LLC to be reasonable. However, the assumptions upon which such Summary Financial Projections have been based are inherently speculative and therefore, the Summary Financial Projections will inevitably be inaccurate. As Imperial Capital LLC continues its review of the Debtors and their assets and negotiates with creditors and other parties, such assumptions and the Summary Financial Projections may prove to be unreasonable, and accordingly subject to change with or without notice. All parties reviewing the Summary Financial Projections are encouraged to independently verify the assumptions utilized and make their own evaluations thereof and determinations with respect thereto. The estimates of debt contained in the Summary Financial Projections do not constitute admissions of the propriety thereof but are estimates considered to be a conservative basis for the purposes of Imperial Capital LLC's analysis of the contemplated acquisition.

Organizational Structure

Imperial Capital LLC intends to organize a new limited liability company ("Holding Company") which will, in turn, organize two, initially wholly owned, limited liability company subsidiaries (each a "Subsidiary"). One Subsidiary (the "Hotel/Casino Subsidiary") will acquire the land, improvements and other property, rights and assets commonly referred to as the Sunrise Hotel and Casino, Las Vegas, Nevada (the "Hotel/Casino"). The other Subsidiary (the "RV/Timeshare Subsidiary") will acquire the land, improvements and other property, rights and assets commonly referred to as the Sunrise R.V. Park (the "RV Park"), understood to currently be owned by Sunrise R.V. Park, Inc.

Business Plan

Hotel/Casino Operations

United Coin Lease. The Hotel/Casino Subsidiary intends to acquire the Hotel/Casino and lease all gaming facilities and operations of the Hotel/Casino (the "Gaming Operations"). Negotiations are in

EXHIBIT 12

process with United Coin Machine Company, a subsidiary of Bally Gaming Corp. and the largest slot route operator in the State of Nevada ("United Coin"), to initially lease such Gaming Operations. On the advice of Imperial Capital LLC's gaming counsel, Frank A. Schreck, Esq. of the law firm Schreck Morris, there is a substantial likelihood that United Coin would receive appropriate licensure to commence and operate the Gaming Operations within a period of ninety (90) to one hundred and twenty (120) days following application. It is anticipated that application would be filed by United Coin within ten days following Bankruptcy Court confirmation of the Plan of Reorganization.

While the terms of the proposed lease of Gaming Operations to United Coin have not yet been incorporated in a definitive or binding written agreement, the Summary Financial Projections provide certain assumptions believed to reasonably approximate terms and conditions of such lease that may be obtained from United Coin. However, nothing herein or otherwise constitutes a guarantee or representation that such terms and conditions, or any lease, with United Coin will ultimately be obtained. United Coin has further advised that it would require a partner to obtain licensure for and to manage the table games and other non-slot machine devices of the Gaming Operations, and that it is in process of finalizing arrangements with a firm currently possessing an unrestricted gaming license for such games and devices with respect to another property in the State of Nevada. There can, however, be no assurance that such arrangements will be made or that the applicable licenses for the operation of such games and devices will be obtained, or if so, when.

United Coin Start-up Investment. Pursuant to the contemplated United Coin lease of gaming operations, United Coin would acquire or make other arrangements to obtain all gaming equipment. United Coin has advised that it has been negotiating with, and conducting due diligence with respect to certain gaming devices in the possession of, PDS Financial, a creditor of one or more of the Debtors who apparently had agreed to provide gaming equipment for the Debtors' original contemplated Gaming Operations. The understanding is that United Coin would use its reasonable best efforts to acquire or otherwise obtain use of such gaming devices for the Gaming Operations and settle matters with PDS Financial. The estimated original cost of such equipment is $5.2 million. In addition, it is contemplated that United Coin would provide all funding for commencement of its operations related to the Gaming Operations, including but not limited to all amounts necessary to satisfy capital and credit requirements of applicable gaming authorities, funds for marketing, funds for the acquisition or lease of remaining furniture, fixtures, equipment and personal property in order for the appropriate commencement and continued operation of the Gaming Operations, and for necessary or desirable alteration of the space and facilities for Gaming Operations. It is understood that pre-opening expenses and reserves, including those required by Nevada gaming authorities, approximate $5.7 million and that the amount of funds required for remaining furniture, fixtures, equipment and personal property required for the Gaming Operations approximates $1.5 million.

Hotel/Casino Subsidiary Tenant Improvements. The Hotel/Casino Subsidiary may agree to make additional tenant improvements at its cost, as it deems appropriate to retaining the most favorable lease terms from United Coin, or any other potential tenant. While initial plans have been prepared in this regard, no decision to proceed with such plans has yet been made. Accordingly, such costs have not been included in the Summary Financial Projections.

United Coin Lease of Food and Beverage Operations. United Coin has represented that it is also contemplating proposing a lease of the food and beverage facilities of the Hotel/Casino. Under this scenario it would be United Coin's responsibility to obtain all requisite liquor licenses. Such lease of food and beverage facilities has not been encompassed by the Summary Financial Projections. There can be no assurance of the obtention of the requisite liquor licenses by United Coin or any of the Subsidiaries, or of the timing thereof.

Conceptual Terms of United Coin Lease. The United Coin lease of Gaming Operations contemplates a six-month initial term that may be extended at the option of the Hotel/Casino Subsidiary, a fixed term of monthly rental payments, a security deposit, reimbursement for certain costs and allocations for operations, and for any successor operator to acquire the gaming devices and other equipment obtained by United Coin for the Gaming Operations, at a fixed price, as well as to replace any deposits or other amounts of capital invested in the start-up of the Gaming Operations.

Plans for United Coin Lease and Subsequent Lease. It is presently intended that United Coin will be a short-term arrangement. The Summary Financial Projections assume that United Coin is the tenant for a period of one year. It is presently envisaged that a private or publicly held company to be controlled by William Dougall ("Dougall Management Company"), a principal of the Holding Company, would apply for appropriate gaming licensure and assume a lease of the Property. As a prior but not currently licensed gaming operator in the State of Nevada, gaming counsel has advised a likelihood of Dougall Management Company obtaining the appropriate gaming licensure, subject to satisfactory investigatory and administrative proceeding results, within one year of application. It is the intention that Dougall Management Company would apply for such licensure within ten days following Bankruptcy Court confirmation of the Plan. However, there can be no assurance that such license will be obtained, or when, or that Dougall Management Company, a company not yet formed, acquired or selected, will have sufficient capital or credit to assume operation of the Gaming Operations at any time.

Terms of Subsequent Lease. The lease to Dougall Management Company is contemplated to be substantially similar to the lease of Gaming Operations contemplated to be executed by United Coin, except that Dougall Management Company will have additional time to observe gaming operations and results and accordingly tailor its lease to provide payments to the Hotel/Casino Subsidiary substantially greater than that which is expected from United Coin.

Rights of Hotel/Casino Subsidiary to Seek Different Lease Arrangements. In the event that a lease with United Coin acceptable to Imperial Capital LLC does not materialize, the Hotel/Casino Subsidiary may seek to procure another lease upon substantially similar or more favorable terms from another currently licensed gaming operator within the State of Nevada, that gaming counsel would, to the extent possible, advise has a reasonably similar likelihood of obtaining gaming licensure within a similar time frame as believed to be possible for United Coin. The Hotel/Casino Subsidiary reserves the right to negotiate and secure such other leases of Gaming Operations or other of its properties and operations as it believes to be in its best interests.

Other Gaming Operation Lease Proposals. A proposal to lease the Gaming Operations has been provided to Imperial Capital LLC by Viva Gaming Corporation, purportedly a publicly held Florida corporation ("Viva") whose chief executive is Mr. Martin Gross, represented as having been the General Manager of the Maxim Hotel and Casino, the Four Queens Hotel and Casino, and Vice President of the Riviera Hotel and Casino, each in Las Vegas, Nevada. Negotiations have been continuing, though to date Viva has been unable to satisfy Imperial Capital LLC with regard to (i) the creditworthiness or potential for requisite gaming licensure of Viva, (ii) the terms and conditions of such a contemplated lease, or (iii) the ability or intent of Viva to fund the pre-opening expenses and investment in respect of Gaming Operations as contemplated by United Coin. To alleviate the first of the foregoing concerns, Viva has suggested that a new company to be wholly owned by Mr. Martin Gross be formed as initial tenant, with Viva to replace such company as tenant upon its obtaining requisite gaming licensure. Imperial Capital LLC has not yet obtained the advice of its gaming counsel with respect to the viability of such proposal, nor have the second and third of the foregoing concerns been addressed by Viva. The Hotel/Casino Subsidiary reserves the right to continue discussions and negotiations with Viva and Mr. Martin Gross and to make such arrangements with either of them as the Hotel/Casino Subsidiary may ultimately deem appropriate to its interests.

Certain Risks Related to Gaming Licensure. While it is not presently envisaged that the Holding Company, the Hotel/Casino Subsidiary or any of their respective affiliates, beneficial owners or principals will seek or will be required to seek licensing in the State of Nevada with respect to Gaming Operations, nothing herein shall preclude or be deemed to preclude any of them from doing so, or constitute a guarantee that such licensing will not be required. There can be no assurance that, in the event such licensing is sought or required, that it would be obtained or if so, within any specific period of time. All parties should consult with their counsel regarding the risks related to gaming licensure. The envisaged terms of leases of Gaming Operations referred to herein and outlined in the Summary Financial Projections are estimates only, and are likely to be inaccurate given the impossibility of forecasting the future of negotiations or operating results, in general. They are moreover subject to the approval of Nevada gaming regulators. Furthermore, applicable gaming regulation permits Nevada gaming regulators to, in their sole and absolute discretion, call anybody forward for an investigation and determination by such regulators of suitability, be it the Hotel/Casino Subsidiary, any lenders thereto, principals and beneficial owners thereof, or any other persons related to or associated with the Hotel/Casino Subsidiary or Gaming Operations. There can be no assurance that such approvals will be obtained, although gaming counsel has not advised Imperial Capital LLC of any reason to its knowledge that such approvals, to the extent required, would be unlikely. The failure to obtain any required approval may result in the inability to commence, or the discontinuance of, Gaming Operations, and a consequent inability of any tenant with respect to Gaming Operations to make lease payments to the Hotel/Casino Subsidiary. Such events could be expected to materially and adversely affect the financial condition of the Hotel/Casino Subsidiary and its ability to satisfy obligations incurred pursuant to the Plan of Reorganization. The lack of Gaming Operations as an available consumer amenity and generator of consumer traffic would also be expected to detract from the viability of the hotel operations of the Hotel/Casino and the contemplated timeshare development and RV Park operations of the RV/Timeshare Subsidiary.

Hotel/Casino Renovations. The Hotel/Casino Subsidiary intends to complete structural and cosmetic renovations to the suite interiors and common areas of the hotel portion of the Hotel/Casino property. The hotel shall be utilized primarily to service visitors in support of the casino portion of the Hotel/Casino and the neighboring timeshare development on the RV Park property. The availability of hotel rooms to such operations will be subject to lease and other agreements among the Hotel/Casino Subsidiary, the RV/Timeshare Subsidiary and the tenant(s) with respect to the Gaming Operations. With respect to such tenant(s), appropriate provisions will be made to satisfy applicable gaming regulation requiring availability of at least 300 transient hotel rooms. The cost of said renovations are encompassed by the Summary Financial Projections.

RV Park/Timeshare Operations

Use of RV Park Site. The RV/Timeshare Subsidiary intends to utilize the site of the RV Park for the phased development of timeshare villas, while preserving sufficient area for hotel and/or Gaming Operation expansion by the Hotel/Casino Subsidiary or other persons. Such expansion, as related to Gaming Operations, may be accomplished by the subdivision and sale or lease of property or of improvements constructed on such property to the Hotel/Casino Subsidiary, any tenant of the Gaming Operations, or other parties as deemed to be in the best interest of the RV/Timeshare Subsidiary and consistent with applicable gaming law as applied by Nevada gaming regulators. The excess office space presently situated on the site of the RV Park is intended to be converted to timeshare sales and marketing offices and an interior unit model. An area of the RV Park site would be designated for the timeshare villa construction while maintaining the maximum usable space for continuing RV Park business and future hotel/casino expansion, as mentioned above. Initially, RV Park and timeshare villa amenities will be shared (such as the swimming pool and recreational areas), and casino access for both types of consumers will be improved. The RV/Timeshare

Subsidiary's capital requirements and results of operations, based upon the business plan generally described in this section, are set forth in the Summary Financial Projections.

Timeshare Registration. It is initially envisaged that phases of twelve timeshare units each will be planned under a registration statement approved by the Nevada Real Estate Board with additional units developed as consumer demand justifies. With the posting of a completion bond for construction, the RV Park will then be permitted under Nevada law to pre-sell timeshare intervals to consumers before construction commences.

Certain Risks of Timesharing Plans. As with gaming licensure in the case of the Gaming Operations, there can be no guarantee that appropriate timeshare registration and other permits will be obtained from authorities in the State of Nevada or any other State in which the RV/Timeshare Subsidiary will deem it appropriate to sell timeshare units. Moreover, the current zoning of the RV Park permits only the operation of a recreational vehicle park. A variance will be required in order to construct and operate any other development types, be it additional hotel, gaming or timeshare facilities. Though Imperial Capital LLC has been advised by its Nevada counsel that a reasonable likelihood exists of obtaining such a variance within a reasonable time frame, there can be no assurance that such variance will be obtained or, even if it is, within any specific time frame. The Summary Financial Projections depict a sales volume in the first projected year of timeshare operations, the year 2000, believed to be substantially below that being achieved by other comparable timeshare operations in Las Vegas, Nevada. The Summary Financial Projections aim to take into account a reasonable delay in obtaining registration and sales permits, zoning variances, and in addressing other matters relating to the start-up of this operation. This delay is expected to be offset somewhat by the existing organization and experience of the Holding Company's principals. Notwithstanding the foregoing, any delays beyond those projected may adversely affect the RV/Timeshare Subsidiary's cash flows and ability to contribute capital toward repayment of debt.

Ownership and Management Structure

It is presently envisaged that the Holding Company will be owned by four parties in equal parts as follows:

1. Imperial Capital Nevada Investors LLC, a Delaware limited liability company wholly owned by Jonathan Borsuk.

2. Imperial Resort Group LLC, a to-be-organized Nevada limited-liability company owned in equal parts by Marcello Sozio and a trust for the benefit of William Dougall and members of his family.

3. Jo Bursey, a natural person.

4. Ethan Day, a natural person.

Pursuant to a letter of intent, which by its terms is subject to the execution of a definitive written agreement, Jonathan Borsuk agreed to manage the negotiation and acquisition as contemplated by the Plan, Jo Bursey agreed to manage the hotel operations of the Hotel/Casino and Ethan Day agreed to provide all funds required for such activities. Ethan Day has made available in excess of $10 million for such purposes represented on account with Tradeway Securities Group, Inc., a California-based, NASD- and SIPC-member broker-dealer. Though a definitive written agreement as called for by the letter of intent has been drafted, comments thereto are being produced and negotiations in progress. While Imperial Capital LLC expects such agreement ultimately to be

executed, there can be no guarantee that it will be. In such event, it is possible that the ownership and management of the Holding Company may differ from that contemplated in this document.

Subject to the foregoing, the principals of the Holding Company presently are intended to be Jonathan Borsuk, William Dougall, Marcello Sozio, Jo Bursey and Ethan Day. While the engagement of other principals and operational arrangements are under consideration or negotiation, there have been no definitive agreements executed, and accordingly such matters may, to the extent required by applicable law, be subject to supplement or amendment. The following are brief business biographies of the principals:

Acquisitions/Investment. *Jonathan Borsuk.* Jonathan L. Borsuk is Managing Member of Imperial Capital LLC and several affiliated companies, each of which are private investment concerns focusing on the acquisition and turnaround of a wide variety of distressed real estate and corporate investments. Mr. Borsuk has directed the research, analysis and negotiations on more than one billion dollars of corporate and property acquisitions over the last ten years on behalf of international corporations, investment and commercial banks, royal families and high net-worth individuals. Prior to that, Mr. Borsuk was a financial analyst at Merrill Lynch Equity Management, Inc. He began his career working for a member of the U.S. House Finance Committee. Mr. Borsuk's investment activities have been featured in *Forbes Magazine* "Annual Money Guide", *Barrons, National Real Estate Investor, Houston Chronicle*, and various other publications. Mr. Borsuk is a member of the Turnaround Management Organization, the Urban Land Institute, and graduated with a Bachelor's Degree *cum laude* from Tufts University in Medford, Massachusetts. Mr. Borsuk has served as advisor to several international investment companies including SOROL, an investment vehicle formed by directors of the Quantum Fund (a $12 billion hedge fund) and the Soros Foundation, and The International Investment Group LLC, in the management of over $75 million of institutional capital.

Property Management. *William Dougall.* Upon retiring from the U.S. Air Force in 1968, William Dougall became Director of Purchasing for Hughes' Nevada operations comprised of six hotel/casinos in Las Vegas. In 1970, Mr. Dougall became Vice President of Purchasing for Del Webb Sahara Nevada Corporation. Mr. Dougall, over the next six years, served as General Manager for Sahara Tahoe, the Sahara Hotel and Executive Vice President of Operations before becoming President of Sahara Nevada Corporation in 1976. With the expansion of gaming, Mr. Dougall was a partner in Harrah's Marina Hotel and Casino in Atlantic City, New Jersey. Shortly after selling his ownership in that very successful property, the Del Webb Corporation asked him to return as the General Manager of the Claridge Hotel in Atlantic City, New Jersey., In 1987, Mr. Dougall returned to Las Vegas and was selected to, and did successfully, operate and bring out of bankruptcy both the Marina Hotel and Casino (the predecessor the MGM Grand) and the Aladdin Hotel and Casino on the Las Vegas Strip. Since the Aladdin, Mr. Dougall has been involved in various other gaming operations including Indian casinos, cruiseship and riverboat gaming. Mr. Dougall has been licensed for gaming on numerous occasions in Nevada, New Jersey, Washington State and Mississippi and is one of the most respected individuals in the gaming industry. He currently serves as a consultant to the University of Las Vegas school of hotel and casino management and is a past President of the Nevada Resort Association.

Timeshare. *Marcello Sozio.* A graduate of New York University and the S.U.N.Y. College at Oneonta, Mr. Sozio holds degrees in Economics, and Business Economics, and a Masters in Business Administration. Mr. Sozio was most recently the Director of Sales and Marketing for the Timeshare Division at both the Sahara and Hacienda Hotels in Las Vegas, where he was instrumental in reorganizing the sales and marketing program bringing it from a volume of $1.6 million per year to an average of $8 million per year for the two years preceding the sale of the properties to Circus Circus and the Bennett group. Mr. Sozio has also done consulting work in the Las Vegas market for the Debbie Reynolds Hotel, the Polo Towers, and Si Redd's Oasis Resort,

implementing successful programs in each of these properties and helping those operations become more efficient and increasing sales volume. Prior to coming to Las Vegas, Mr. Sozio was the Sales and Marketing Director for Discovery Beach Resort in Cocoa Beach, Florida where, working with a sales force of 50 agents, he was able to sell out the purpose-built Gold Crown Resort in only 2½ years, achieving an annual sales volume of over $30 million. Previous to the Discovery Beach Project, Mr. Sozio led the sales effort at the Oceanique Resort in Satellite Beach, Florida, selling out the property in 3 years. Mr. Sozio's strength lies in systems design and integration, forecasting, budget preparation, cost analysis, program implementation, and sales training. Mr. Sozio is one of only of four people currently certified in the State of Nevada by the Department of Real Estate to teach timeshare pre-licensing and continuing education. Mr. Sozio was also the recipient of RCI's Keystone Award in 1995, as Sales and Marketing Director for his work at the Sahara and Hacienda.

Hotel Management. *Jo Bursey.* Jo Bursey has specialized in commercial real estate and finance for the past twenty-five years and is recognized as an expert in the sale and finance of major franchised hotels. She was nominated to Who's Who in American Women and achieved the award of Woman of the Year from the National Association of Women. Since 1990, Ms. Bursey has been the president of Dimension III Financial, Inc., Orlando, Florida, a licensed real estate and mortgage brokerage firm specializing in commercial real estate and finance for the hotel industry. She has been identified many times as an "expert witness" in litigation relative to the hotel industry. She has closed more sales of hotels than any other female in the industry. She as been appointed as a consultant to major franchise companies in the area of site selection, sale of parent company hotels, and financing of franchised hotels by franchisee. She is the past owner and operator of five major franchised hotels. From 1979-1990, Ms. Bursey was chief executive officer of Western World Real Estate, Kansas City, Missouri, a licensed real estate broker in the States of Missouri, Illinois, Iowa, Nebraska, Oklahoma, Tennessee and Arkansas, in which post she financed and sold hundreds of millions of dollars of franchised hotels, including Best Westerns, Hampton Inns, Holiday Inns, Park Inns, Ramada Inns, Comfort Inns, Homewood Suites and Quality Inns.

Finance. *Ethan Day.* Ethan Day is the financial advisor to two banks and insurance companies and has been in the investment business for fifteen years. His specialty involves cross-border finance and tax-advantaged investment vehicles.

Capital Structure

Holding Company Capital. The Holding Company initially shall be capitalized with a minimum of $5.0 million in cash or equivalents, which shall be transferred as required in connection with Confirmation or the Effective Date, as applicable. It also shall possess cash or capital commitments in an additional amount of no less than $5.0 million for organizational and operating expenses, and infusion as the Holding Company deems appropriate to meet the Subsidiaries' capital improvements, working capital and debt reserve requirements. This capital is envisaged to comprise equity investments in the Holding Company, however, the Holding Company reserves the right to constitute such investments as debt to the Holding Company or a hybrid of debt and equity, in the Holding Company's sole and absolute discretion. In addition, the Holding Company may infuse capital into its Subsidiaries in the form of debt, equity or a hybrid thereof, in its sole and absolute discretion, *provided* that the terms of such transactions are fair to the parties and, to the extent affecting any creditors of the respective Subsidiaries pursuant to the Plan, are not less favorable than those generally prevailing with respect to comparable transactions between unrelated parties. The Summary Financial Projections depict the injection of $9.2 million of capital into the Subsidiaries ($8.2 million in the Hotel/Casino Subsidiary and $1.0 million in the RV/Timeshare Subsidiary) in the form of debt bearing a 9.0% interest rate, payable over four years with amortization on a 10-year schedule. Such depiction shall not be binding or limiting in any fashion of Imperial Capital LLC's discretion in structuring the investment of capital in the Subsidiaries.

New Operations. Each of the Holding Company and the Subsidiaries shall be newly formed entities with no operating history. The Holding Company will be free from any obligations associated with or pursuant to the Plan. The Holding Company, however, shall possess the capital specified above in the first paragraph of this section with which to support the activities and obligations of the Subsidiaries, to the extent it deems it advisable to do so.

Hotel/Casino Subsidiary Obligations. The Hotel/Casino Subsidiary will assume all liabilities of the Debtors under the Plan except those relating to the RV Park, deemed for this purpose to encompass only the Norwest Debt and the General Bank Debt relating to the RV Park (the "RV Debt").

RV/Timeshare Subsidiary Operations. The RV/Timeshare Subsidiary will assume only those liabilities constituting the RV Debt, which in the case of General Bank Debt, shall be subject to a complete collateral release by payment of $1.2 million. Upon such collateral release, the RV/Timeshare Subsidiary shall have no further obligation under or pursuant to any General Bank Debt.

Contingency Plan and Capital. The Summary Financial Projections set forth the projected general sources and uses of capital for the acquisition and reorganization contemplated by the Plan and the continuing operations thereof as presently envisaged. In the event that gaming licensure is not obtained, or is delayed, the Holding Company may make arrangements for additional capital to pursue a re-branding and renovation of the Hotel/Casino and the RV Park with the commencement of Gaming Operations delayed by such re-branding and renovation and the procurement of a longer-term lease arrangement with a licensed gaming operator. The capital required for such a contingency plan is not provided for in the Summary Financial Projections; however, Imperial Capital LLC reserves the right to amend such Summary Financial Projections to provide for such additional capital and contingency planning.

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Project Sunrise

Acquisition Analysis - for Sunrise
Master Spreadsheet (Projections 1, 2 and 3 Consolidated)
(amounts in millions)

Capital Structure

Cash	
Purchase Downpayment	$4.50
Cure of Norwest Debt	0.25
General Bank Fee	0.18
Org., Due Diligence and Closing	0.75
Capital Improvement Reserve	1.80
Debt and Working Capital Reserves	2.50
Total Cash	$10.0

Debt Assumed	Amount	Initial Int. Rate
First Republic (a)	$8.8	8.5%
CS First Boston (b)	5.5	8.0%
General Bank (c)	33.5	10.0%
Norwest (d)	4.7	9.0%
FF&E Debt	5.0	9.0%
Unsecured (e)	2.4	
Total Debt	$59.7	
Total Bank Debt ((a) through (d))	52.3	
Total Unsecured Debt (e)	2.4	
Total FF&E Debt	5.0	
Total Capital (incl. Cash)	$69.7	

Sources of Funds	Amount	Int. Rate	% of Total
Bank Debt	$52.3	9.45%	75.1%
Unsecured Debt	2.4	0.00%	3.4%
FF&E Debt	5.0	9.00%	7.2%
Cash Investment	10.0		14.3%
Total	$69.7		100.0%

Uses of Funds	Amount
Purchase of Equity	$4.9
Org. and Reserves	5.1
Sunrise Debt	59.7
Total	$69.7

Amortization Schedules	
Bank Debt	300 months
Unsecured Debt	See notes below
FF&E Debt	120 months
Holding Co. Debt	120 months

Investment Highlights		
Appraised Value	$83.0	100.0%
Assumed Sunrise Debt	59.7	71.9%
Equity Value as Appraised	$23.3	28.1%
Excess of Appraised Value over Cash Investment	13.3	133.5%

Financial Highlights

	Projected for Year End 12/31			
	2000	2001	2002	2003
Revenues	$17.1	$29.9	$36.3	$43.6
EBITDA	6.7	14.2	16.9	19.3
Holding Co. Net Cash Flow	0.4	8.3	8.8	11.0

Project Sunrise

Acquisition Analysis - for Sunrise
Master Spreadsheet (Projections 1, 2 and 3 Consolidated)
(amounts in millions)

Summary Income and Cash Flow Statement		Projected for Year End 12/31			
		2000	2001	2002	2003
Hotel/Casino Subsidiary Revenues		$11.4	$15.4	$18.0	$18.9
RV/Timeshare Subsidiary Revenues		5.7	14.6	20.3	26.9
Total Revenues		$17.1	$29.9	$38.3	$43.8
Hotel/Casino Subsidiary EBITDA		$4.7	$8.4	$8.7	$9.3
RV/Timeshare Subsidiary EBITDA		2.0	5.9	8.1	10.0
Total EBITDA		$6.7	$14.2	$16.9	$19.3
Hotel/Casino Subsidiary Interest Expense					
First Republic		$0.7	$0.8	$0.8	$0.7
Interest Rate		8.5%	9.0%	9.0%	9.0%
General Bank		$3.4	$3.5	$3.6	$3.7
Interest Rate		10.0%	10.5%	11.0%	11.5%
CS First Boston		$0.4	$0.4	$0.4	$0.4
Interest Rate		8.0%	8.0%	8.0%	8.0%
FF&E Debt	9.0%	$0.5	$0.4	$0.4	$0.4
Holding Company	9.0%	0.8	0.8	0.7	0.6
Total Hotel/Casino Subsidiary Interest Expense		$5.8	$5.9	$5.9	$5.9
RV/Timeshare Subsidiary Interest Expense					
Norwest		$0.4	$0.4	$0.4	$0.3
Interest Rate		9.0%	9.0%	9.0%	9.0%
Holding Company	9.0%	$0.1	$0.1	$0.1	$0.1
Total RV/Timeshare Subsidiary Interest Expense		$0.5	$0.5	$0.4	$0.4
Hotel/Casino Subsidiary Debt Amortization					
First Republic					
Beginning of Period		$8.6	$8.5	$8.4	$8.3
Change		(0.1)	(0.1)	(0.1)	(0.1)
End of Period		$8.5	$8.4	$8.3	$8.1
General Bank					
Beginning of Period		$33.5	$33.2	$32.8	$32.5
Change		(0.3)	(0.3)	(0.4)	(0.4)
End of Period		$33.2	$32.8	$32.5	$32.1
CS First Boston					
Beginning of Period		$5.5	$5.4	$5.3	$5.3
Change		(0.1)	(0.1)	(0.1)	(0.1)
End of Period		$5.4	$5.3	$5.3	$5.2

Project Sunrise

Acquisition Analysis - for Sunrise
Master Spreadsheet (Projections 1, 2 and 3 Consolidated)

(amounts in millions)

Summary Income and Cash Flow Statement, cont'd.	Projected for Year End 12/31			
	2000	2001	2002	2003
Hotel/Casino Subsidiary Debt Amortization, cont'd.				
FF&E				
Beginning of Period	$5.0	$4.7	$4.3	$3.9
Change	(0.3)	(0.4)	(0.4)	(0.4)
End of Period	$4.7	$4.3	$3.9	$3.5
Holding Company				
Beginning of Period	$9.0	$8.4	$7.7	$7.0
Change	(0.6)	(0.6)	(0.7)	(0.8)
End of Period	$8.4	$7.7	$7.0	$6.3
Unsecured				
Beginning of Period	$2.4	$2.4	$2.4	$2.4
Change	0.0	0.0	0.0	(0.1)
End of Period	$2.4	$2.4	$2.4	$2.3
Total Hotel/Casino Subsidiary Debt Amortization	$1.4	$1.5	$1.7	$1.9
RV/Timeshare Subsidiary Debt Amortization				
Norwest				
Beginning of Period	$4.7	$4.6	$4.8	$4.5
Change	(0.1)	(0.1)	(0.1)	(0.1)
End of Period	$4.6	$4.8	$4.5	$4.4
Holding Company				
Beginning of Period	$1.0	$0.9	$0.9	$0.8
Change	(0.1)	(0.1)	(0.1)	(0.1)
End of Period	$0.9	$0.9	$0.8	$0.7
Total RV/Timeshare Subsidiary Debt Amortization	$0.1	$0.1	$0.1	$0.2
Hotel/Casino Subsidiary Capital Expenditures	$0.0	$1.0	$1.0	$1.0
RV/Timeshare Subsidiary Capital Expenditures	0.0	0.5	0.5	0.5
Hotel/Casino Subsidiary Net Cash Flow	($2.6)	($0.0)	$0.2	$0.5
RV/Timeshare Subsidiary Net Cash Flow	1.4	4.7	7.1	9.0
Total Net Cash Flow of Subsidiaries	(1.1)	4.7	7.3	9.5
Net Cash Flow of Holding Company				
Adjustments:				
Holding Company Debt Service from Hotel/Casino Subsidiary	$1.4	$1.4	$1.4	$1.4
Holding Company Debt Service from RV/Timeshare Subsidiary	0.2	0.2	0.2	0.2
Holding Company Net Cash Flow	$0.4	$6.3	$8.8	$11.0

Notes:

Terms of Subordinated Debt Service:	50.0% of Net Cash Available for Distribution but no greater than $1.0/year			
Net Cash Available for Distribution	($2.6)	($0.0)	$0.2	$0.5
Cash Available for Subordinated Debt Service Payment	$0.0	$0.0	$0.0	$0.1

IMPERIAL CAPITAL

Project Sunrise

Acquisition Analysis - for Sunrise
Projection 1 - Hotel and Casino

	Projected for Year End 12/31				
	2000		2001	2002	2003
Revenue					
Casino	$33,447,250	81.1%	$34,952,376	$36,525,233	$38,168,869
Rooms	3,588,878	8.7%	3,750,377	3,919,144	4,095,505
Food	2,365,070	5.7%	2,471,498	2,582,716	2,698,938
Beverage	1,618,584	3.9%	1,691,420	1,767,534	1,847,073
Other	242,400	0.6%	253,308	264,708	276,618
Total Revenue	$41,262,181	100%	$43,118,979	$45,059,333	$47,087,003
Cost of Sales	$1,795,278	4.4%	$1,876,065	$1,960,488	$2,048,710
Gross Margin	$39,466,904	95.6%	$41,242,914	$43,098,845	$45,038,293
Departmental Expense	$21,203,046	51.4%	$22,157,183	$23,154,256	$24,196,198
Net Departmental Income					
Casino	$16,183,911	39.2%	$16,912,187	$17,673,235	$18,468,531
Rooms	1,864,006	4.5%	1,947,886	2,035,541	2,127,140
Food	(350,357)	-0.8%	(366,123)	(382,599)	(399,816)
Beverage	544,754	1.3%	569,268	594,885	621,656
Other	21,545	0.1%	22,514	23,528	24,586
Total Net Departmental Income	$18,263,858	44.3%	$19,085,732	$19,944,589	$20,842,096
General and Administrative Expense					
Advertising and Promotion	$1,815,536	4.4%	$1,897,235	$1,982,811	$2,071,828
Bad Debt Expense	20,631	0.1%	21,559	22,530	23,544
Complimentary Expense	495,146	1.2%	517,428	540,712	565,044
Energy Expense	618,933	1.5%	646,785	675,890	706,305
Entertainment	82,524	0.2%	86,238	90,119	94,174
Insurance	412,622	1.0%	431,190	450,593	470,870
Payroll Taxes	165,049	0.4%	172,476	180,237	188,348
Payroll-Benefits	371,360	0.9%	388,071	405,534	423,783
Payroll-Officers	165,049	0.4%	172,476	180,237	188,348
Payroll-Employees	2,063,109	5.0%	2,155,949	2,252,867	2,354,350
Property Operation & Maintenance	247,573	0.6%	258,714	270,356	282,522
Property Taxes	618,933	1.5%	646,785	675,890	706,305
Taxes and Licenses	82,524	0.2%	86,238	90,119	94,174
Utilities	618,933	1.5%	646,785	675,890	706,305
Other	1,691,749	4.1%	1,767,678	1,847,433	1,930,567
Total General and Administrative Expense	$9,489,671	23.0%	$9,895,606	$10,341,117	$10,806,467
EBITDA (Gross of Casino Space Leases)	$8,794,187	21.3%	$9,189,926	$9,603,472	$10,035,629

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Project Sunrise

Acquisition Analysis - for Sunrise
Projection 1 - Hotel and Casino

	Projected for Year End 12/31			
	2000	2001	2002	2003
Casino Space Lease Payments				
Net Casino Income	$16,183,911	$16,912,187	$17,673,235	$18,488,531
General and Administrative Expenses Allocable to Casino	8,522,704	8,906,225	9,307,005	9,725,821
Net Available to Leasing Company	$7,661,207	$8,005,962	$8,366,230	$8,742,710
United Coin Machine Co. Lease	$3,600,000			
Dougall Gaming Co. Lease		7,200,000	7,500,000	8,000,000
Total Casino Space Lease Payments	$3,600,000	$7,200,000	$7,500,000	$8,000,000
Total EBITDA Retained by Leasing Company	4,061,207	805,962	866,230	742,710
Non-Casino EBITDA				
Net Rooms Income	$1,864,006	$1,947,886	$2,035,541	$2,127,140
Net Food Income	(350,357)	(366,123)	(382,599)	(399,816)
Net Beverage Income	544,754	569,268	594,885	621,655
Net Other Income	21,545	22,514	23,528	24,586
Less Allocation of General and Administrative Expenses	946,967	989,581	1,034,112	1,080,647
Total Non-Casino EBITDA	$1,132,980	$1,183,964	$1,237,243	$1,292,918
Total EBITDA to Hotel/Casino Subsidiary	$4,732,980	$8,383,964	$8,737,243	$9,292,918

Project Sunrise

Acquisition Analysis - for Sunrise
Projection 1 - Hotel and Casino - Assumptions

GENERAL OPERATING ASSUMPTIONS

Revenue Increase	4.0%
Expense Increase	4.0%
Payroll Tax Rate	6.0%
Benefits Rate	20.0%
Cost of Sales	
Food	30.7%
Beverage	33.0%
Other	26.0%
Food and Beverage % of Rooms Revenue	
Food	86.9%
Beverage	45.1%
Other	8.5%

CASINO DEPARTMENT

REVENUE	Amt	%
Tables		
Slots	$7,227,000	21.9%
Sports Book	25,880,260	77.3%
Total	380,000	1.1%
	$33,447,260	100%
EXPENSE		
Bad Debt Expense		
Commissions	$187,226	0.5%
Complimentary Expense	488,282	1.4%
Gaming Taxes & Licenses	2,388,080	7.1%
Promotional Expenses	2,808,549	8.4%
Payroll-Taxes	1,270,998	3.8%
Payroll-Benefits	428,282	1.3%
Payroll-Officers	1,310,228	3.9%
Payroll-Employees	100,342	0.3%
Race Wire Fees	6,120,947	18.3%
Other	0	
Total	2,207,819	6.6%
	$17,283,338	51.6%
NET CASINO INCOME	$16,163,911	48.4%

ROOMS DEPARTMENT

Average Daily Rate	$34.75
Occupancy	94.3%
# of Rooms	301

REVENUE	Amt	%
Room Sales	$2,814,169	81.2%
Complimentary Rooms	674,709	18.8%
Total	$3,588,878	100%
EXPENSE		
Bad Debt Expense		
Complimentary Expense	$3,589	0.1%
Payroll-Taxes	32,300	0.9%
Payroll-Benefits	67,356	1.9%
Payroll-Officers	204,021	5.7%
Payroll-Employees	14,359	0.4%
Other	941,919	26.3%
Total	441,432	12.3%
	1,724,872	48.1%
NET ROOMS INCOME	$1,864,006	51.9%

FOOD DEPARTMENT

REVENUE		
Food Sales	$1,724,136	72.9%
Complimentary Sales	640,934	27.1%
Total	2,365,070	100%
Cost of Sales	$1,169,001	50.7%
Gross Margin	$1,196,069	49.3%
EXPENSE		
Bad Debt Expense	$0	0.0%
Complimentary Expense	2,365	0.1%
Payroll-Taxes	72,600	3.1%
Payroll-Benefits	220,913	9.3%
Payroll-Officers	21,048	0.9%
Payroll-Employees	1,035,805	43.8%
Other	143,190	6.0%
Total	1,518,357	64.1%
NET FOOD INCOME	($350,357)	-14.8%

BEVERAGE DEPARTMENT

REVENUE		
Beverage Sales	$551,837	34.1%
Complimentary Sales	1,066,647	65.9%
Total	1,618,484	100%
Cost of Sales	$534,133	33.0%
Gross Margin	$1,084,451	67.0%
EXPENSE		
Bad Debt Expense	$0	0.0%
Complimentary Expense	1,619	0.1%
Payroll-Taxes	24,882	1.5%
Payroll-Benefits	74,761	4.6%
Payroll-Officers	0	0.0%
Payroll-Employees	357,707	22.1%
Other	80,928	5.0%
Total	539,897	33.3%
NET BEVERAGE INCOME	$544,554	33.7%

OTHER DEPARTMENTAL

REVENUE		
Other Operating Income	$273,277	96.2%
Complimentary Sales	6,790	2.8%
Other Non-Operating Income	2,333	1.0%
Total	$242,400	100%
Cost of Sales	$62,054	25.6%
Gross Margin	$180,346	74.4%
EXPENSE		
Complimentary Expense	$0	0.0%
Payroll-Taxes	4,700	1.9%
Payroll-Benefits	14,236	5.9%
Payroll-Employees	0	0.0%
Other Departmental Expenses	49,114	20.3%
Total Departmental Expenses	71,750	29.6%
	158,800	65.5%
NET OTHER INCOME	$21,546	8.9%

CASINO MIX

Gaming Devices	%	#
Table Games:		
BJ	63.6%	14
Craps	4.5%	1
Roulette	4.5%	1
BG	0.0%	
Special	27.3%	0
Total Table Games:	100.0%	22
Slots:		
Regular		
.05	13.3%	100
.25	13.3%	100
1.00	3.3%	25
Total	30.0%	225
Video		
.05	13.3%	100
.25	46.7%	350
1.00	10.0%	75
Total	70.0%	525
Total Slots:	100.0%	750
Bingo		
Poker		
Race/Sports Book		0
Total Casino Mix:		

	Avg. Win/Hr/Day	Avg. Win/Hr/Year	Avg. Total Win
BJ	$850	$310,250	$4,343,500
Craps	1,250	456,250	456,250
Roulette	350	127,750	127,750
BG		0	0
Special	1,050	383,250	2,298,500
		$1,277,500	$7,227,000
.05	957	$20,805	$2,080,500
.25	65	23,725	2,372,500
1.00	80	29,200	730,000
		$73,730	$5,183,000
.05	$62	$22,630	$2,263,000
.25	80	29,200	18,220,000
1.00	110	40,150	3,011,250
		$91,980	$16,494,250
	$84.47	$195,710	$26,904,250
	$350	$127,750	$766,500
			380,000
			$28,896,750

CASINO MIX TO SQUARE FOOTAGE

Type	#	Sq Ft	Total
Table Games:			
BJ	14	225	3,150
Craps	1	275	275
Roulette	1	275	275
BG	0	200	0
Special	0	225	1,350
Total Table Games:	22		5,050
Slots:			
Regular	225	14	3,150
Video	525	18	9,450
Total Slots:	750		11,550
Bingo			0
Poker			
Race Book	0	200	0
			1,500
Total:			0
			1,500
Total Sq Ftg:			18,100
Gross Sq Ftg:			21,720

Project Sunrise

Acquisition Analysis - for Sunrise
Projection 2 - Timeshare

TIMESHARE INVENTORY AND SALES		Projected for Year End 12/31 2000		2001	2002	2003
Rooms Built						
Room Inventory - Beg. of Period		0.0		24.0	30.0	41.0
Interval Inventory - Beg. of Period		0.0		15.4	22.6	35.0
Number of Tours		0		771	1,128	1,748
Closing %						
Number of Interval Sales		4,500		12,000	15,000	18,000
Rooms Sold		9.5%		9.5%	9.5%	9.5%
Rooms Sold Cumulative		429		1,144	1,430	1,715
Interval Inventory - End of Period		8.6		22.9	28.6	34.3
Room Inventory - End of Period		8.6		31.4	60.0	94.3
Project Size - Rooms		(429)		(372)	(302)	33
Average Weekly Interval Price		(8.6)		(7.4)	(6.0)	0.7
		0.0		24.0	54.0	95.0
Total Timeshare Sales		$9,900		$10,346	$10,811	$11,298
Other Income						
Interest Income		$4,245,615	100.0%	$11,831,114	$15,454,392	$19,379,808
Net Management Company Inc.	15.0%					
	2.5% curr. timeshare sales	$286,579	6.8%	$1,370,411	$3,205,535	$5,540,542
Total Other Income		53,070	1.3%	254,029	595,098	1,030,526
TOTAL REVENUE		$339,649	8.0%	$1,624,441	$3,800,633	$6,571,068
EXPENSE		$4,585,264	108.0%	$13,455,555	$19,255,025	$25,950,876
Sales						
Commissions		$382,105	9.0%	$1,064,800	$1,390,895	$1,744,183
Overrides		169,825	4.0%	473,245	618,176	775,192
Insurance		21,228	0.5%	59,156	77,272	96,899
Contest/Spiffs		42,456	1.0%	118,311	154,544	193,798
Training/Licensing		21,228	0.5%	59,156	77,272	96,899
Total Sales		$636,842	15.0%	$1,774,667	$2,318,159	$2,906,971
Marketing						
Box Program		$33,875	0.8%	$45,251	$50,608	$56,024
Telemarketing Program		593,710	14.0%	761,853	843,811	926,841
OPC Program		603,825	14.2%	901,578	1,060,930	1,220,934
In-House Program		52,500	1.2%	90,460	107,077	123,753
Owner Referral Program		61,100	1.4%	106,175	125,221	144,341
Total Marketing		$1,345,010	31.7%	$1,905,316	$2,187,646	$2,471,893

Project Sunrise

Acquisition Analysis - for Sunrise
Projection 2 - Timeshare

		Projected for Year End 12/31						
		2000		2001		2002		2003
General & Administrative								
Administration/Payroll		$800,000	18.8%	$836,000		$873,620		$912,933
Rent and Equipment		86,400	2.0%	90,288		94,351		98,597
Insurance		13,140	0.3%	13,731		14,349		14,995
Telephone		25,000	0.6%	26,125		27,301		28,529
Utilities		7,800	0.2%	8,151		8,518		8,901
Supplies and Printing		43,200	1.0%	45,144		47,175		49,298
Computer Hardware/Software		7,000	0.2%	7,315		7,644		7,988
Beverages and Miscellaneous		17,400	0.4%	18,183		19,001		19,856
Total General & Administrative		$999,940	23.6%	$1,044,937		$1,091,959		$1,141,098
Product Cost								
Avg. Unit Size in Square Feet		1,000		1,000		1,000		1,000
Avg. Cost per Unit		$150,000		$156,750		$163,804		$171,175
Avg. Cost per Interval		3,000		3,135		3,276		3,423
Total Product Cost		$0		$2,417,555		$3,693,938		$5,984,446
Interest								
Receivables - Beg.		$0						
Receivables Accrued	90.0% timeshare sales	3,821,054	90.0%	$3,812,075		$14,415,755		$28,216,035
Average Receivables		1,910,527		10,648,002		13,908,953		17,441,827
(Interest)	10.0%	(191,053)		9,136,076		21,370,231		36,936,948
(Receivables Amortization)	25 year schedule	(8,978)		(913,608)		(2,137,023)		(3,693,695)
Receivables - End		3,812,075		(44,323)		(108,673)		(198,639)
Total Interest				14,415,755		28,216,035		45,459,223
Credit Provisions								
(Receivable Defaults)		$191,053	4.5%	$913,608		$2,137,023		$3,693,695
(Receivable Financing Reserves)	3.5%							
Total Credit Provisions	4% receivables	(66,868)		(253,208)		(429,747)		(548,639)
TOTAL EXPENSE		(152,842)		(425,920)		(556,358)		(697,673)
EBITDA		$219,711	5.2%	$679,129		$986,105		$1,246,312
		$3,239,713	76.3%	$8,309,292		$11,858,473		$16,746,741
		$1,354,529	31.9%	$5,190,586		$7,505,225		$9,402,774

Project Sunrise

Acquisition Analysis - for Sunrise
Projection 3 - R.V. Park

	Projected for Year End 12/31			
	2000	2001	2002	2003
INVENTORY				
Inventory - Beg. of Period				
Daily Spaces	24	24	22	20
Weekly Spaces	24	24	22	20
Monthly Spaces	191	191	175	155
Total	239	239	219	194
Spaces per Acre of R.V.-Use Land	19.9	19.9	19.9	19.9
Acreage Loss due to Timeshare Developm	0.0	1.0	1.3	1.7
Spaces Lost due to Timeshare Developme	0	20	25	34
Inventory - End of Period				
Daily Spaces	24	22	20	16
Weekly Spaces	24	22	20	16
Monthly Spaces	191	175	155	128
Total	239	219	194	160
REVENUE				
Daily Rental Rate	$18.00	$18.81	$19.66	$20.54
Weekly Rental Rate	115.00	120.18	125.58	131.23
Monthly Rental Rate	450.00	470.25	491.41	513.52
Daily Rental Revenue	$157,680	$157,910	$148,873	$133,392
Weekly Rental Revenue	143,520	143,729	135,504	121,413
Monthly Rental Revenue	1,031,400	1,032,904	973,793	872,532
Total Rental Revenue	$1,332,600	$1,334,543	$1,258,170	$1,127,338

Project Sunrise

Acquisition Analysis - for Sunrise
Projection 3 - R.V. Park

	Per Space	Projected for Year End 12/31 2000	2001	2002	2003
Mini-mart Net Income	$26	$6,200	$6,209	$5,854	$5,245
Telephone Income	108	25,750	25,786	24,312	21,784
Laundry/Vending Income	51	12,250	12,268	11,566	10,363
Miscellaneous Income	33	8,000	8,012	7,553	6,768
Less Vacancy and Collection Loss	20.0%	278,960	277,364	261,491	234,299
TOTAL REVENUE		$1,107,840	$1,109,456	$1,045,963	$937,198
EXPENSE	Per Space				
R.E. Taxes	$124	$29,636	$28,401	$25,623	$21,970
Insurance	69	16,491	15,804	14,258	12,225
Management	164	39,196	37,563	33,888	29,057
On-Site Management	146	34,894	33,440	30,169	25,868
Salaries and Benefits	379	90,581	86,807	78,315	67,149
Utilities	711	169,929	162,849	146,918	125,972
Telephone	67	16,013	15,346	13,845	11,871
Maintenance	44	10,516	10,078	9,092	7,796
Pool and Grounds	36	8,604	8,246	7,439	6,378
Office	21	5,019	4,810	4,339	3,721
Cable Television	12	2,868	2,749	2,480	2,126
Advertising and Promotion	101	24,139	23,133	20,870	17,895
Licenses	18	4,302	4,123	3,719	3,189
Legal and Audit	6	1,434	1,374	1,240	1,063
Miscellaneous	10	2,390	2,290	2,066	1,772
Reserves	45	10,755	10,307	9,299	7,973
TOTAL EXPENSE	$1,953	$466,767	$447,318	$403,559	$346,023
EBITDA		$641,073	$662,137	$642,404	$591,174

EXHIBIT 5

ORIGINAL

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Liquidating Agent

UNITED STATES BANKRUPTCY COURT

DISTRICT OF NEVADA

In re:	)		
	)	Case No.	BK-S-99-12406-LBR
SUNRISE SUITES, INC., a	)		
Nevada Corporation	)	DATE:	March 30, 2000
	)	TIME:	10:00 a.m.
Debtor.	)		

MOTION FOR ORDER AUTHORIZING DISTRIBUTION OF CASH ON HAND AFTER CLOSING ON THE SALE OF THE SUNRISE HOTEL AND CASINO

COMES NOW the Liquidating Agent, William A. Leonard, Jr., by virtue of his position as the Chapter 11 Trustee of the cases of: In re M&M Development, Inc. BK-S-99-12413-LBR and In re Michael J. Mona, Jr. BK-S-99-12412-LBR, and in his capacity as the Liquidating Agent of the estates of Sunrise Suites, Inc. ("Sunrise Suites"), M&M Development, Inc. ("M&M"), and Michael Joseph Mona, Jr. ("Mona") and files the instant Motion For Order Authorizing Distribution of Cash on Hand After Closing on The Sale of The Sunrise Hotel and Casino pursuant to 11 U.S.C. §507 (hereinafter, "Motion"). The Motion is based upon the following Points and Authorities attached thereto, all pleadings and papers on file herein and any oral argument the Court will allow.

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549

DATED this 13 day of March, 2000.

ALLF & ASSOCIATES

BY: Nancy L. Allf

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POINTS AND AUTHORITIES

I.

INTRODUCTION

Sunrise Suites, Inc. (Sunrise), M&M Development, Inc. (M&M), and Michael J. Mona, Jr. (Mona) filed voluntary petitions under Chapter 11 of the Bankruptcy Code in the District of Nevada on March 26th, 1999, March 29th, 1999 and March 29th, 1999 respectively. On or about May 14, 1999, an Official Unsecured Creditors Committee (hereinafter, "UCC") was appointed in the Mona case. The UCC sought the appointment of a Chapter 11 Trustee, and William A. Leonard, Jr. was appointed as the Trustee of the M&M Development, Inc. and Mona cases for cause by Order entered on June 2, 1999. The cases were related, but never consolidated administratively.

Subsequently, a Plan of Reorganization was filed on or about September 16, 1999 by the Unsecured Creditors Committee, the Trustee and the Debtor in all three cases, called the Joint Plan of Reorganization Proposed by the Mona Official Unsecured Creditors Committee; the Trustee; and the Debtor. (Plan or Plan of Reorganization). The Plan was later supplemented on the 12th day of

October, 1999, by a document called Supplement to Proposed Plan of Reorganization. Hearings on confirmation were held on October 15, 1999 and November 3, 1999. The Order Confirming the Joint Plan of Reorganization was entered on November 9, 1999.

The Plan was a liquidating Plan, which set up a Liquidating Committee that would appoint a Liquidating Agent to do the actual liquidation. The Liquidating Agent was required under the Plan to operate and maintain all real and personal property of the Debtors estates and, inter alia, to cause the filing of bankruptcy petitions for related entities McCarran Plaza Suites, Inc. and Sunrise RV Park, Inc., because the Plan contemplated that their assets be liquidated if necessary to pay creditors.

II.

STATEMENT OF FACTS

Until the sale of the property, which closed on February 25, 2000 Debtor was the owner of the Sunrise Hotel and Casino located at 4445 Boulder Highway, together with the personalty associated with the operation of that business. With Court permission the Sunrise Hotel and Casino were auctioned on January 26, 2000 for a price of thirty-four million dollars ($34,000,000.00). Closing of the sale occurred on February 25, 2000.

While the exact amount of cash on hand after the close of the sale of the Sunrise Hotel and Casino has not yet been determined, it is estimated that there will be between $50,000.00 and $60,000.00 cash on hand. William A. Leonard, Jr. requests that this Court allow him to distribute the cash on hand remaining after close of the sale in order of priority pursuant to 11 U.S.C. 507. The money will be insufficient to pay all administrative claims against the estate. Furthermore, there is a superpriority administrative expense owed to Diane Bigelow, administrative expense claims of

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professionals, including an Examiner, claims of post-petition creditors and claims of former employees for vacation pay who would all be entitled to be paid if there was sufficient cash on hand to pay all administrative creditors.

III.

LEGAL ARGUMENT

Pursuant to Section 364(c) of the Bankruptcy Code, if a Chapter 11 debtor is unable to obtain unsecured credit allowable under Section 503(b)(1) of the Bankruptcy Code as an administrative expense, the Court, after notice and a hearing may authorize the debtor to obtain credit or incur debt -

1. with priority over any or all administrative expenses of the kind specified in Sections 503(b) and 507(b) of the Bankruptcy Code;

2. secured by a lien on property of the estate that is not otherwise subject to a lien; or

3. secured by a junior lien on property of the estate that is subject to a lien.

By Order of this Court entered on July 21, 1999 the Debtor was authorized to borrow monies from Diane Bigelow (in stead and in place of the Mona estate) on the terms set forth in the Motion for Order Authorizing 1) Sunrise Estate to Borrow Monies; and 2) Mona Estate to Loan Monies ("Motion") filed on July 2, 1999 and heard by this Court on July 19, 1999. See Copy of Motion and July 21, 1999 Order attached as Exhibit "A" and incorporated by reference herein.

Section 507(a) of the Bankruptcy Code sets forth categories of claims entitled to priority. Section 507 states in pertinent part:

(a) The following expenses and claims have priority in the following order:

(1) First, administrative expenses allowed under section 503(b)...

(2) Second, unsecured claims allowed under section 502(f)...

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(3) Third, allowed unsecured claims, but only to the extent of $4,300 for each individual or corporation, as the case may be, earned within 90 days before the date of the filing of the petition or the date of the cessation of the Debtor's business, whichever occurs first, for –

(A) wages, salaries, or commissions, including vacation, severance, and sick leave pay earned by an individual;...

Section 503(b)(1) of the Bankruptcy Code, however, allows ranks of administrative claims.

A. Diane Bigelow is Entitled to a "Superpriority" Administrative Expense Pursuant to 11 U.S.C 503(b)

There is insufficient cash on hand to pay all administrative claims against the estate. The Debtor seeks to distribute all cash on hand to Diane Bigelow, who has a superpriority claim under 11 U.S.C. 503(b). See Exhibit "A". Diane Bigelow has advanced the sum of $300,000.00 to the estate, all of which is unpaid.

B. William A. Leonard, Jr. Seeks an Order Allowing All Other Claims Based On Their Priority

Other administrative claims, accrued post-petition, are owed to professionals, vendors and possibly to former employees of the hotel. They are all expenses of administration in the Chapter 11 case and are equal in priority.

1. Professionals' Expenses are Entitled to Second Priority, In This Case, Pursuant to 11 U.S.C. §507(a)(1) and 11 U.S.C. §503(b)(4)

Pursuant to 11 U.S.C. §507(a)(1),

(a) The following expenses and claims have priority in the following order:

(1) First, administrative expenses allowed under section 503(b)...

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Pursuant to 11 U.S.C. §503(b)(4),

> (b) After notice and a hearing, there shall be allowed administrative expenses, other than claims allowed under section 502(f) of this title, including...
>
> 4. Reasonable compensation for professional services rendered by an attorney or an accountant...

William A. Leonard, Jr. seeks the Court's permission to distribute the cash on hand remaining after the sale of the Hotel and Casino property, and after distribution to Diane Bigelow pursuant to her superpriority claim under 11 U.S.C. 507(3), if any remains, to professionals pursuant to 11 U.S.C. §503(b)(4). Outstanding awards to professionals are owed to Debtor's counsel, Jeffers, Mangels, Butler & Marmaro, Alan W. Marlowe, the Examiner, and Randall M. Sansom, CPA.

2. <u>Trade Debt and Employee Vacation Pay Incurred Under 11 U.S.C. 364 Are Administrative Expenses and Are Entitled to Similar Priority Under 11 U.S.C. §503</u>

Pursuant to 11 U.S.C. §507(a)(1),

> (a) The following expenses and claims have priority in the following order:
>
> (1) First, administrative expenses allowed under section 503(b)...

Pursuant to 11 U.S.C. §364

> (b) The court, after notice and a hearing, may authorize a trustee to obtain unsecured credit or to incur unsecured debt other than under subsection (a) of this section, allowable under section 503(b)(1) of this title as an administrative expense.

Attached as Exhibit "B" is an Open Invoice Report indicating the open vendor accounts with post-petition balances owing at the time of this Motion. Attached as Exhibit "C" is a list of all employees who claim entitlement to vacation pay accrued post-petition. William A. Leonard, Jr. seeks the Court's permission to distribute the cash on hand remaining after the sale of the Hotel and

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Casino property, and after distribution to Diane Bigelow pursuant to her superpriority claim under 11 U.S.C. 507(3), with any distribution to professionals, if any remains, to the open vendor accounts with post-petition balances owing and employees who became entitled to vacation pay post-petition. See Exhibit "B" and "C".

3. Allowed Unsecured Claims to the Extent of $4,300 are entitled to Third Priority, In This Case, Pursuant to 11 U.S.C. §507(3)

Second priority under 11 U.S.C. §507 goes to unsecured claims under §502(f). However, §502(f) is not applicable in this case as it refers to involuntary cases. Therefore, pursuant to 11 U.S.C. §507(3) priority next goes to:

> (3)... allowed unsecured claims, but only to the extent of $4,300 for each individual or corporation, as the case may be, earned within 90 days before the date of the filing of the petition or the date of the cessation of the Debtor's business, whichever occurs first, for –
>
> > (A) wages, salaries, or commissions, including vacation, severance, and sick leave pay earned by an individual;...

From then cash on hand after the sale of the Hotel and Casino, and after distribution to Diane Bigelow, professionals and unsecured priority claims as discussed above, if any, William A. Leonard, Jr. seeks the Court's permission to distribute the cash on hand to allowed unsecured claims pursuant to 11 U.S.C. §507(3). Exhibit "D" is a chart of employees of the Debtor who have accrued pre-petition vacation pay, the amounts being reflected may be adjusted, but are accurate as of the time of this Motion.

. . .

. . .

. . .

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IV.

CONCLUSION

WHEREFORE, William A, Leonard, Jr. seeks the Court's permission to distribute the cash on hand remaining after the sale of the Hotel and Casino property to Diane Bigelow pursuant to her superpriority claim under 11 U.S.C. 503(b), then, if any remaining to professionals pursuant to 11 U.S.C. §503(b)(4), open vendor accounts pursuant to 11 U.S.C. §364(b) and post-petition vacation pay claimants and then to allowed unsecured claims pursuant to 11 U.S.C. §507(3) for pre-petition vacation pay..

DATED this 13 day of March, 2000.

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CERTIFICATE OF MAILING

I HEREBY CERTIFY that I served a copy of the foregoing MOTION FOR ORDER AUTHORIZING DISTRIBUTION OF CASH ON HAND AFTER CLOSING ON THE SALE OF THE SUNRISE HOTEL AND CASINO by placing it in the United States mail, postage prepaid, this 14th day of March, 2000, addressed to the following:

See attached mailing matrix:

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