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GORDON SILVER
Gerald M. Gordon, ESQ., Nevada Bar No. 229
E-mail: ggordon@gordonsilver.com
THOMAS H. FELL, ESQ., Nevada Bar No. 3717
E-mail: tfell@gordonsilver.com
3960 Howard Hughes Pkwy., 9th Floor
Las Vegas, Nevada 89169
Telephone (702) 796-5555
Facsimile (702) 369-2666
Attorneys for Debtor

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEVADA**

In re:

HERBST GAMING, INC.,

Debtor.

Case No.: BK-N-09-50752-GWZ
Chapter 11

Date: N/A
Time: N/A

AMENDMENT COVER SHEET

The following items have been amended in the above named bankruptcy proceeding (check all applicable boxes).

- ☐ Voluntary Petition (specify reason for amendment) _____
- ☒ **Summary of Schedules**
- ☐ Schedule A – Real Property
- ☐ Schedule B – Personal Property
- ☐ Schedule C – Property Claimed as Exempt
- ☒ **Schedule D, E, or F, and/or Matrix, and/or List of Creditors or Equity Holders**
- ☒ Add/delete creditor(s), change amount or classification of debt - \$26.00 fee required.
- ☐ Add/change address of already listed creditor – no fee
- ☒ **Schedule G – Schedule of Executory Contracts & Expired Leases**
- ☐ Schedule H – Codebtors
- ☐ Declaration Regarding Schedules
- ☐ Statement of Financial Affairs and/or Declaration
- ☐ Disclosure of Compensation of Attorney for Debtor
- ☐ Other: _____

Dated this 17 day of June, 2009.

GORDON SILVER

By: 

GERALD M. GORDON, ESQ.
THOMAS H. FELL, ESQ.
3960 Howard Hughes Parkway, 9th Floor
Las Vegas, Nevada 89169
Attorneys for Debtor



B6 Summary (Official Form 6 - Summary) (12/07)

**United States Bankruptcy Court
District of Nevada**

In re **Herbst Gaming, Inc.**

Debtor

Case No. _____

Chapter **11**

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	7	5,662,367.81		
C - Property Claimed as Exempt	Yes	1			
D - Creditors Holding Secured Claims	Yes	1		847,960,000.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	1		0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	4		331,353,724.29	
G - Executory Contracts and Unexpired Leases	Yes	4			
H - Codebtors	Yes	3			
I - Current Income of Individual Debtor(s)	Yes	1			0.00
J - Current Expenditures of Individual Debtor(s)	Yes	1			0.00
Total Number of Sheets of ALL Schedules		24			
Total Assets			5,662,367.81		
Total Liabilities				1,179,313,724.29	

**United States Bankruptcy Court
District of Nevada**

In re **Herbst Gaming, Inc.**

Debtor

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Chapter **11**

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

☐ Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

State the following:

Average Income (from Schedule I, Line 16)	
Average Expenses (from Schedule J, Line 18)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20)	

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column		
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		
4. Total from Schedule F		
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		

B6F (Official Form 6F) (12/07)

In re Herbst Gaming, Inc.

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Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D W I F E J O I N T C O M M U N I T Y	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M
Account No.			Services				
Campbell & Williams, Attys at Law Attn: Managing Member 700 South Seventh Street Las Vegas, NV 89101	-						367.87
Account No.			Services				
Faegre & Benson, LLP Attn: Managing Member 2200 Wells Fargo Center 90 S. Seventh Street Minneapolis, MN 55402-3901	-						4,876.60
Account No.			Trade debt				
Genesys Conferencing Attn: Managing Member Department 0938 Denver, CO 80256	-						1,516.32
Account No.			Trade debt				
Janice Donelson 3800 Howard Hughes Pkwy Seventh Floor Las Vegas, NV 89169	-						2,464.00
Subtotal (Total of this page)							9,224.79

1 continuation sheets attached

B6F (Official Form 6F) (12/07) - Cont.

In re **Herbst Gaming, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Odd Ones Interactive Attn: Managing Member 504 Island Avenue Reno, NV 89501		-				1,837.50
Account No.						
Account No.						
Account No.						
Account No.						

Sheet no. 1 of 1 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page)

1,837.50

Total
(Report on Summary of Schedules)

11,062.29

In re **Herbst Gaming, Inc.**

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Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Alex "Sandee" Cruden c/o Herbst Gaming, Inc. 3440 W. Russell Rd. Las Vegas, NV 89118	Executive Salary Continuation Agreement dated 1/7/05
Beecher Carlson Attn: Managing Member 9121 Russell Road Las Vegas, NV 89148	Insurance Agreement-General 11/17/2008
Beecher Carlson Attn: Managing Member 9121 Russell Road Las Vegas, NV 89148	Insurance Agreement-Employment Practices Liability 04/10/2008
Beecher Carlson Attn: Managing Member 9121 Russell Road Las Vegas, NV 89148	Insurance Agreement-D&O 11/17/2008
Beecher Carlson Attn: Managing Member 9121 Russell Road Las Vegas, NV 89148	Flood Insurance Policy 06/06/2008
Brown & Brown Ins. of NV, Inc. Attn: Managing Member 975 Kelly Johnson Drive Suite 100 Las Vegas, NV 89119	Excess Marine Liability Insurance Agreement 05/13/2008
Chris Kemper c/o Herbst Gaming, Inc. 3440 W. Russell Rd. Las Vegas, NV 89118	Executive Employment Agreement dated 1/1/05
City of Osceola, Iowa Attn: Mayor 115 N. Fillmore St. Osceola, IA 50213	Agreement dated 9/30/04 between City of Osceola, Osceola Water Works Board of Trustees, Clarke County Development Corporation regarding the Debtor's assumption of the Management Agreement dated 7/15/97
Clarke County Development Corp. c/o Rachel T. Rowley, Esq. 666 Grand Avenue Ste. 2000 Ruan Center Des Moines, IA 50309	Management and Operation Agreement dated July 15, 1997, entered into between Southern Iowa Gaming, Co. for the operation of excursion boat. The Management Agreement has subsequently been assumed by the Debtor.

In re **Herbst Gaming, Inc.**

Case No. _____

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Dell, Inc. Attn: Managing Member One Dell Way Roundrock, TX 78682	Maintenance Agreement 08/2007
Diskeeper Corporation Attn: Managing Member 7590 North Glenoaks Blvd Burbank, CA 91504	License and Maintenance Agreement 08/2008
Edward J. Herbst c/o Herbst Gaming, Inc. 3440 W. Russell Rd. Las Vegas, NV 89118	Executive Employment Agreement dated March 7, 2008
Ferenc B. Szony c/o Herbst Gaming, Inc. 3440 W. Russell Rd. Las Vegas, NV 89118	Executive Employment Agreement
George C. Congdon c/o Herbst Gaming, Inc. 3440 W. Russell Rd. Las Vegas, NV 89118	Executive Employment Agreement dated 6/14/02
Herbst Grandchildren's Trust Attn: Jerry E. Herbst, Trustee 5195 Las Vegas Blvd So. Las Vegas, NV 89119	Lease Agreement dated November 27, 2002; Herbst Gaming, Inc. a s Lessee of that certain real property including warehouse and office building, and convenience store whose addresses are 5775 S. Polaris and 3475 W. Russell Rd., Las Vegas, Nevada 89118; and that unimproved property whose street address is 3560 W. Russell Rd., Las Vegas, NV 89118
Mark A. Sterberns, Sr. c/o Herbst Gaming, Inc. 3440 W. Russell Rd. Las Vegas, NV 89109	Excutive Employment Agreement
Mary E. Higgins c/o Herbst Gaming, Inc. 3440 W. Russell Rd. Las Vegas, NV 89118	Executive Employment Agreement
Matthew Osa c/o Herbst Gaming, Inc. 3440 W. Russell Rd. Las Vegas, NV 89118	Executive Employment Agreement dated 1/1/05
Mike A. Puggi c/o Herbst Gaming, Inc. 3440 W. Russell Rd. Las Vegas, NV 89118	Executive Employment Agreement datead 2/14/07

In re **Herbst Gaming, Inc.**

Case No. _____

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Optrics Attn: Managing Member 1740 S 300 West #10 Clearfield, UT 84015	Network Agreement 09/2008
Orkin, Inc. Attn: National Account Administration 2170 Piedmont Road Atlanta, GA 30324	Pest Service Agreement 08/17/2007
Osceola Water Works Board of Trustees City Hall 115 N. Fillmore Osceola, IA 50213	Agreement dated 9/30/04 between City of Osceola, Osceola Water Works Board of Trustees, Clarke County Development Corporation regarding Debtor's assumption of the Management Agreement dated 7/15/97
Robert Medeiros c/o Herbst Gaming, Inc. 3440 W. Russell Rd. Las Vegas, NV 89118	Excutive Employment Agreement dated 5/16/06
Sean T. Higgins c/o Herbst Gaming, Inc. 3440 W. Russell Rd. Las Vegas, NV 89118	Executive Employment Agreement dated 1/1/05.
Tectura Attn: Managing Member 333 Twin Dolphin Dr Suite 750 Redwood City, CA 94065	3/27/2008
Terrible Herbst, Inc. Attn: Managing Member 5195 S. Las Vegas Blvd. Las Vegas, NV 89119	Advertising Purchase Agreement dated 01/07/09; Debtor to purchase advertising time on Terrible Herbst, Inc.'s network located in gas stations
Terrible Herbst, Inc. Attn: Managing Member 5195 S. Las Vegas Blvd. Las Vegas, NV 89118	Trademark License Agreement dated 08/24/01; Herbst Gaming, Inc. as Licensee of the marks "TERRIBLE HERBST," "TERRIBLES" and the "Bay Guy Logo"
Terrible Herbst, Inc. c/o Jerry Herbst 5195 Las Vegas Blvd So. Las Vegas, NV 89119	Amended and Restated Shared Services Agreement dated 1/16/09
Terrible Herbst, Inc. Attn: Managing Member P.O. Box 93417 Las Vegas, NV 89193	Aviation Insurance Agreement 2/22/2008

In re Herbst Gaming, Inc.

Case No. _____

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code,
of Other Parties to Lease or Contract

Description of Contract or Lease and Nature of Debtor's Interest.
State whether lease is for nonresidential real property.
State contract number of any government contract.

The Loomis Company
Attn: Managing Member
850 N. Park Road
Wyomissing, PA 19610

Workers Compensation 12/17/2008

US Bank National Association
c/o Sara Bruggeman, Esq.
2200 Wells Fargo Center
90 South Seventh Street
Minneapolis, MN 55402-3901

Treasury Mangement Services Agreement

Verano Partners
Attn: Herman K. Bauer
P.O. Box 301
Vineburg, CA 95487

Insurance on 1050 Terminal Way 06/24/2008

**CREDITORS ADDED TO MAILING
MATRIX ON 6/17/09**

CAMPBELL & WILLIAMS, ATTYS AT LAW
ATTN: MANAGING MEMBER
700 SOUTH SEVENTH STREET
LAS VEGAS, NV 89101

FAEGRE & BENSON, LLP
ATTN: MANAGING MEMBER
2200 WELLS FARGO CENTER
90 S. SEVENTH STREET
MINNEAPOLIS, MN 55402-3901

GENESYS CONFERENCING
ATTN: MANAGING MEMBER
DEPARTMENT 0938
DENVER, CO 80256

JANICE DONELSON
3800 HOWARD HUGHES PKWY
SEVENTH FLOOR
LAS VEGAS, NV 89169

ODD ONES INTERACTIVE
ATTN: MANAGING MEMBER
504 ISLAND AVENUE
RENO, NV 89501

CITY OF OSCEOLA, IOWA
ATTN: MAYOR
115 N. FILLMORE ST.
OSCEOLA, IA 50213

CLARKE COUNTY DEVELOPMENT CORP.
C/O RACHEL T. ROWLEY, ESQ.
666 GRAND AVENUE
STE. 2000 RUAN CENTER
DES MOINES, IA 50309

OSCEOLA WATER WORKS
BOARD OF TRUSTEES
CITY HALL
115 N. FILLMORE
OSCEOLA, IA 50213