

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

AMERICAN WAGERING, INC.

(Registration) _____

TWELFTH REVISED ORDER OF REGISTRATION

THIS MATTER came on specially for hearing before the State Gaming Control Board ("Board") on June 11, 1998, at Las Vegas, Nevada, and regularly before the Nevada Gaming Commission ("Commission") on June 23, 1998, at Carson City, Nevada; and

THE BOARD AND COMMISSION having considered all information pertinent hereto;

IT IS HEREBY ORDERED BY THE NEVADA GAMING COMMISSION UPON THE RECOMMENDATION OF THE STATE GAMING CONTROL BOARD:

1. THAT the following applications as amended and supplemented, have been filed:
 - a. The application of American Wagering, Inc. for an amendment to its Order of Registration; and
 - b. The application of Leroy's Horse and Sports Place, Inc. for approval to conduct nonrestricted gaming operations (race book and sports pool only) and off-track pari-mutuel sports wagering at the Mesquite Star.
2. THAT the Eleventh Revised Order of Registration, dated May 21, 1998, is hereby amended and restated, in its entirety, by this Twelfth Revised Order of Registration.

3. THAT American Wagering, Inc. is registered as a publicly traded corporation and is found suitable as the sole shareholder of Leroy's Horse and Sports Place and Computerized Bookmaking Systems, Inc.

4. THAT American Wagering, Inc. is approved, pursuant to NGC Regulation 16.200, to acquire control of B-P Gaming Corporation.

5. THAT American Wagering, Inc. is found suitable as the sole shareholder of B-P Gaming Corporation.

6. THAT American Wagering, Inc. is approved, pursuant to NGC Regulation 16.200, to acquire control of Imagineering Systems, Inc.

7. THAT American Wagering, Inc. is found suitable as the sole shareholder of Imagineering Systems, Inc.

8. THAT Imagineering Systems, Inc. is licensed as a manufacturer and distributor, subject to such limitations or conditions as may be imposed by the Commission, provided however, that Imagineering Systems, Inc. may only manufacturer keno games.

9. THAT Computerized Bookmaking Systems, Inc. is registered as an intermediary company and found suitable as a 50% shareholder of Megasports Inc. provided, that Computerized Bookmaking Systems, Inc. shall have no further direct or indirect expansion of the relationship with Hipodromo de Aqua Caliente, S.A. de C.V, or its affiliates.

10. THAT Megasports, Inc. is licensed as a systems operator for off-track pari-mutuel sports wagering, subject to such conditions or limitations as may be imposed by the Commission.

11. THAT Leroy's Horse and Sports Place is licensed to conduct off-track pari-mutuel sports wagering and nonrestricted gaming operations (race book and sports pool only) at the following locations, subject to such conditions or limitations as may be imposed by the Commission:

Avi Hotel & Casino, 10000 Aha Macav Parkway, Laughlin;

Barcelona Hotel & Casino, 5021 East Craig Road, Las Vegas;
Carson Nugget, 507 North Carson Street, Carson City;
Carson Valley Inn, 1627 Highway 395, Minden;
Four Queens Hotel & Casino, 202 East Fremont Street, Las Vegas;
Gold Strike Inn and Casino, Highway 93, Boulder City
Maxim Hotel and Casino, 160 East Flamingo Road, Las Vegas;
Rail City Casino, 2121 B Street, Sparks;
Railroad Pass Casino, Highway 93, Boulder City;
Red Lion Inn and Casino, 2065 Idaho Street, Elko;
Stratosphere Tower, Casino and Hotel, 2000 Las Vegas Boulevard
South, Las Vegas, Nevada; and
Vacation Village Hotel and Casino, 6711 Las Vegas Boulevard South,
Las Vegas.

12. THAT Leroy's Horse and Sports Place is licensed to conduct off-track pari-mutuel sports wagering and nonrestricted gaming operations (sports pool only) at the following locations, subject to such conditions or limitations as may be imposed by the Commission:

Bonanza Casino, 4760 North Virginia Street, Reno;
Cactus Pete's, Highway 93, Jackpot;
Comstock Hotel and Casino, 200 West Second Street, Reno;
Continental Hotel and Casino, 4100 Paradise Road, Las Vegas;
Ellis Island Casino, 4178 Koval Lane, Las Vegas;
King 8 Hotel and Gambling Hall, 3330 West Tropicana Avenue,
Las Vegas;
Mahoney's Silver Nugget, 2140 Las Vegas Boulevard North, Las Vegas;
Nevada Landing, Interstate 15, Las Vegas;
Nevada Palace Hotel and Casino, 5255 Boulder Highway, Las Vegas;
Parker's Model T Casino, 1130 West Winnemucca Boulevard, Winnemucca;
Riviera Hotel & Casino, 2901 Las Vegas Boulevard South, Las Vegas;
Sand's Regency and Mr. C's, 345 North Arlington, Reno;
Skyline Restaurant & Casino, 1741 North Boulder Highway, Henderson;
and
Triple J Bingo, 725 South Racetrack Road, Henderson;

13. THAT Leroy's Horse and Sports Place, dba Leroy's Horse and Sports Place, is licensed to conduct off-track pari-mutuel race and sports wagering and nonrestricted gaming operations (slot machines, race book and sports pool only) at 3111 West Tropicana Avenue, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

14. THAT Leroy's Horse and Sports Place is licensed to conduct off-track pari-mutuel sports wagering and the following nonrestricted gaming operations doing business at the

following locations, subject to the conditions or limitations set forth below, and any other conditions or limitations as may be imposed by the Commission:

Alystra Casino, 333 West Sunset Road, Henderson
(race book and sports pool only);
Crystal Bay Club, #14 State Route 28, Crystal Bay
(race book and sports pool only);
Fitzgeralds Casino/Hotel, 301 East Fremont Street, Las Vegas
(sports pool only);
Fitzgeralds Casino/Hotel Race & Sportsbook, 255 North Virginia, Reno,
(race book and sports pool only);
Golden Gate, 1 East Fremont Street, Las Vegas
(race book and sports pool only);
Gold River Gambling Hall & Resort Sports Pool, 2700 South Casino Drive,
Laughlin
(sports pool only);
Mesquite Star, 451 North Mesquite Boulevard, Mesquite
(race book and sports pool only);
Ormsby House Hotel & Casino, 600 South Carson, Carson City
(race book and sports pool only);
Pioneer Inn Hotel Casino, 221 South Virginia Street, Reno
(race book and sports pool only);
Rancho Mesquite Casino, 275 Mesa Boulevard, Mesquite
(race book and sports pool only);
Royal Hotel Casino, 99 Convention Center Drive, Las Vegas
(race book and sports pool only);
Saddle West Hotel Casino, 1220 South Highway 160, Pahrump;
(race book and sports pool only);
Si Redd's Oasis Resort Hotel and Casino, 897 West Mesquite Boulevard,
Mesquite
(race book and sports pool only);
Tahoe Biltmore Lodge, Highway 28, Crystal Bay
(race book and sports pool only);
Winnemucca Red Lion Casino, 741 West Winnemucca Boulevard, Winnemucca
(race book and sports pool only).

a. The licensee must comply with Nevada Gaming Commission Regulation 6.090 as it relates to the submission of an adequate internal control system and compliance with the minimum internal control standards for a computerized race book and sports pool.

b. Any change in any agreement or the creation of any new agreement between Leroy's Horse and Sports Place, and the licensed location, must be reported to the Board within 30 days of such change.

- c. Funds between Leroy's Horse and Sports Place, and the licensed location, must not be commingled.
- d. The ticket writers must be employees of Leroy's Horse and Sports Place.
- e. The surveillance system must be installed, reviewed and administratively approved by the GCB Enforcement Division prior to issuance of a State Gaming License and thereafter be maintained at or above the standard which is approved.

15. THAT Leroy's Horse and Sports Place is licensed to conduct nonrestricted gaming operations (sports pool only) at Hotel San Remo, Las Vegas, Casino and Resort, 115 East Tropicana, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

16. THAT Victor John Salerno, Jr. and Judith Louise Salerno are each found suitable, pursuant to NRS 463.643, and NGC Regulation 16.400, as shareholders and controlling shareholders of American Wagering, Inc.

17. THAT, pursuant to NGC Regulation 26B.190, the provisions of NGC Regulation 26B.040(4), as they relate to Megasports, Inc.'s licensure as an off-track pari-mutuel sports wagering systems operator, are hereby waived, subject to such conditions or limitations as imposed by the Commission.

18. THAT American Wagering, Inc. shall establish and maintain a compliance committee for the purpose of, at a minimum, performing due diligence, determining the suitability of relationships with other entities and individuals, and to review and ensure compliance by American Wagering, Inc., its subsidiaries and any affiliated entities, with the Nevada Gaming Control Act ("the Act"), as amended, the Commission's Regulations, as amended (the "Regulations"), and the laws and regulations of any other jurisdictions in which American Wagering, Inc., its subsidiaries and any affiliated entities operate. The compliance committee plan, any amendments thereto, and the members, one such member which shall be independent, shall be administratively reviewed and approved by the Chairman of the Board, or

his designee. Furthermore, upon request of the Chairman of the Board, or his designee, American Wagering, Inc., shall amend the compliance committee plan, or any element thereof, and perform such duties as may be assigned by the Chairman of the Board, or his designee related to a review of activities relevant to the continuing qualification of American Wagering, Inc., under the provisions of the Act and Regulations.

19. THAT American Wagering, Inc. shall fund and maintain with the Board a revolving fund in the amount of \$10,000 for the purpose of funding investigative reviews by the Board for compliance with the terms of this Order of Registration. Without limiting the foregoing, the Board shall have the right, without notice, to draw upon the funds of said account for the payment of costs and expenses incurred by the Board and its staff in the surveillance, monitoring and investigative review of all activities of American Wagering, Inc., its direct and indirect subsidiaries, and their affiliated companies.

20. THAT, pursuant to NRS 463.625, American Wagering, Inc. is exempted from compliance with NRS 463.585 through NRS 463.615, inclusive and shall instead comply with NRS 463.635 through 463.645, inclusive.

21. THAT American Wagering, Inc. is exempted from NGC Regulation 15 and shall instead comply with NGC Regulation 16.

22. THAT the Commission hereby expressly finds that the exemptions and waivers granted hereinabove are consistent with the State policy set forth in NRS 463.0129, NRS 463.489 and NRS 464.020, as applicable.

ENTERED at Carson City, Nevada, this 23rd day of June, 1998.