

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

AMERICAN WAGERING, INC.

(Registration)_____

REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on March 6, 1996, and before the Nevada Gaming Commission ("Commission") on March 21, 1996, at Las Vegas, 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, of American Wagering, Inc. have been filed: for an amendment to its Order of Registration; for approval of an acquisition of control of B-P Gaming Corporation; and for a finding of suitability as the sole shareholder of B-P Gaming Corporation.
2. THAT the Order of Registration, dated March 21, 1996, is hereby amended and restated, in its entirety, by this 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.

4. THAT American Wagering, Inc. is approved, pursuant to NGC Regulation 16.200, to acquire control of B-P Gaming Corporation. Provided, however, that pursuant to NGC Regulation 4.080, the acquisition of control of B-P Gaming Corporation must be completed within 6 months of the effective date of this Paragraph. If said acquisition is not completed within said time period, then this Revised Order of Registration and all the approvals terms and provisions herein shall be deemed withdrawn and rendered null and void.

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

6. THAT Leroy's Horse and Sports Place is licensed to conduct 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;
Boomtown Las Vegas, 3333 Blue Diamond 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;
Plantation Casino, 2121 B Street, Sparks;
Players Island Resort Casino Spa, 930 West Mesquite Boulevard, Mesquite;
Railroad Pass Casino, Highway 93, Boulder City;
Red Lion Inn and Casino, 2065 Idaho Street, Elko;
and
Vacation Village Hotel and Casino, 6711 Las Vegas Boulevard South,
Las Vegas.

7. THAT Leroy's Horse and Sports Place is licensed to conduct 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;
Bourbon Street Hotel and Casino, 120 East Flamingo Road, Las Vegas;
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;
Fitzgeralds' Casino Hotel, 301 East Fremont Street, Las Vegas;

Frontier Hotel & Gambling Hall, 3120 Las Vegas Boulevard South, Las Vegas;
Hotel San Remo, Las Vegas, Casino and Resort, 115 East Tropicana,
Las Vegas;
King 8 Hotel and Gambling Hall, 3330 West Tropicana Avenue, Las Vegas;
Leroy's Horse & Sports Place, 114 South First Street, 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;
Peppermill Inn and Casino, Interstate 80, Wendover;
Riviera Hotel & Casino, 2901 Las Vegas Boulevard South, Las Vegas;
Sand's Regency and Mr. C's, 345 North Arlington, Reno;
Si Redd's Oasis Resort Hotel Casino, 1134 West Mesquite Boulevard, Mesquite;
Skyline Restaurant & Casino, 1741 North Boulder Highway, Henderson;
Tahoe Biltmore Lodge, Highway 28, Crystal Bay;
Triple J Bingo, 725 South Racetrack Road, Henderson;

8. THAT Leroy's Horse and Sports Place is licensed to conduct nonrestricted gaming operations (race book and sports pool only), dbat Stratosphere Tower, Casino and Hotel, 2000 Las Vegas Boulevard South, Las Vegas, Nevada.

9. THAT B-P Gaming Corporation dba Howard Johnsons on Tropicana is licensed to conduct nonrestricted gaming operations (slot machines, race book and sports pool only) at Howard Johnsons on Tropicana, 3111 West Tropicana Avenue, Las Vegas, Nevada.

10. THAT Victor John Salerno, Jr., is found suitable, pursuant to NRS 463.643, and NGC Regulation 16.400, as a shareholder and controlling shareholder of American Wagering, Inc.

11. 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.

12. 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.

13. 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.

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

15. THAT the Commission hereby expressly finds that the exemptions granted hereinabove are consistent with the State policy set forth in NRS 463.0129 and NRS 463.489.

16. THAT paragraph 4 of this Revised Order of Registration shall be effective March 21, 1996. The remainder of this Revised Order of Registration shall not be effective, unless and until, American Wagering Inc. notifies the Board that the acquisition of control of B-P Gaming Corporation has been completed pursuant to the terms of paragraph 4 of this Revised Order of Registration.

ENTERED at Las Vegas, Nevada, this 21st day of March, 1996.