

Draft #2

File No. SD-099

BEFORE THE NEVADA GAMING COMMISSION  
AND THE STATE GAMING CONTROL BOARD

In the Matter of

ANCHOR GAMING

(Registration)

SECOND REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on January 11, 1995, and before the Nevada Gaming Commission ("Commission") on January 25, 1995, 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 applications, as amended and supplemented, have been filed by Anchor Gaming in conjunction with its \$20 million Line of Credit with Bank of America Nevada ("Line of Credit"): for approval to grant a possessory security interest in the common stock of Anchor Coin to Bank of America Nevada; for approval to place restrictions upon the transfer of, and to enter into agreement not to encumber, the common stock of Anchor Coin; and for an amendment to its Order of Registration.

2. THAT the Order of Registration, dated January 26, 1994, is hereby amended and restated, in its entirety, by this Second Revised Order of Registration.

3. THAT Anchor Gaming is registered as a publicly traded corporation and is found suitable as the sole stockholder of Anchor Coin.

4. THAT Anchor Gaming, pursuant to NGC Regulation 16.200, is hereby granted approval for the acquisition of control of Anchor Coin.

5. THAT Anchor Coin is licensed as a manufacturer, distributor, an operator of a slot machine route, subject to such conditions or limitations as may be imposed by the Commission, and to conduct restricted gaming operations at such locations identified in the records of the Board, subject to such conditions or limitations as may be imposed by the Commission.

6. THAT Stanley Ewers Fulton is found suitable as the controlling stockholder of Anchor Gaming.

7. THAT, in conjunction with the Line of Credit, Anchor Gaming is granted approval, pursuant to NRS 463.510(1) and NGC Regulations 15.510.1-3 and 8.030, to grant a possessory security interest in the common stock of Anchor Coin to Bank of America Nevada, provided that:

(a) The prior approval of the Commission must be obtained before any foreclosure or transfer of the possessory security interest in such common stock (except back to Anchor Gaming), and before any other resort to such common stock collateral or other enforcement with the security interest in such common stock, may occur; and

(b) Pursuant to NGC Regulations 15.510.1-3 and 8.030(4)(a), the common stock certificate(s) of Anchor Coin evidencing the grant of the

possessory security interest in common stock of Anchor Coin must at all times remain physically located in the state of Nevada at a location designated to the Board and must be made available for inspection by agents or employees of the Board and immediately upon request during normal business hours.

8. THAT, in conjunction with the Line of Credit, Anchor Gaming is granted approval, pursuant to NGC Regulation 15.510.1-4(a), to place restrictions upon the transfer of and to enter into an agreement not to encumber, the common stock of Anchor Coin.

9. THAT Anchor Gaming 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 Anchor Gaming, its subsidiaries and any affiliated entities.

10. THAT pursuant to NRS 463.625, Anchor Gaming is exempted from compliance with NRS 463.585 through NRS 463.615, inclusive, and shall instead comply with NRS 463.635 through NRS 463.645, inclusive.

11. THAT Anchor Gaming is exempted from NGC Regulation 15 and shall instead comply with the provisions of NGC Regulation 16.

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

ENTERED at Las Vegas, Nevada, on this 25th day of January, 1995.

FOR THE COMMISSION:

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Bill Curran, Chairman

Submitted by:

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Mark A. Clayton, Chief  
Corporate Securities Division

APPROVED AS TO FORM:

FRANKIE SUE DEL PAPA  
ATTORNEY GENERAL

By \_\_\_\_\_  
Deputy Attorney General  
Gaming Division