

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

SAHARA GAMING CORPORATION

(Registration)_____

ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on August 11, 1993, and before the Nevada Gaming Commission ("Commission") on August 26, 1993, 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 applications of Sahara Gaming Corporation for registration as a publicly traded corporation, for approval of a public offering and for approval of an acquisition of control of Sahara Resorts and Sahara Casino Partners, L.P., and for a finding of suitability as the sole stockholder of Sahara Nevada Corp., Pioneer Hotel Inc., Hacienda Hotel Inc., and Santa Fe Hotel Inc.;

b. The applications of Sahara Resorts and Sahara Casino Partners, L.P. for deregistration as publicly traded corporations;

c. The applications of Casino Properties, Inc. and Sahara Las Vegas Corp. for deregistration as intermediary companies;

d. The applications of Sahara Nevada Corp., dba Sahara Hotel and Casino for licensure to conduct nonrestricted gaming operations, including a race book and sports pool and for licensure as a distributor;

e. The applications of Hacienda Hotel Inc. dba Hacienda Resort Hotel & Casino for licensure to conduct nonrestricted gaming operations, including a sports pool (parlay cards only), and dba Las Vegas Hacienda Camp Inn for licensure to conduct restricted gaming operations, and for licensure as a distributor;

f. The applications of Santa Fe Hotel Inc., dba Santa Fe for licensure to conduct nonrestricted gaming operations, including a sports pool, and for licensure as a distributor; and

g. The applications of Pioneer Hotel Inc., dba Pioneer Hotel and Gambling Hall for licensure to conduct nonrestricted gaming operations, and for licensure as a distributor.

2. THAT Sahara Gaming Corporation is hereby registered as a publicly traded corporation and found suitable as the sole stockholder of Sahara Nevada Corp., Pioneer Hotel Inc., Hacienda Hotel Inc. and Santa Fe Hotel Inc.

3. THAT upon the completion and effectiveness of the transaction described in paragraph 12 herein, Sahara Resorts and Sahara Casino Partners, L.P. are hereby deregistered as publicly traded corporations.

4. THAT upon the completion and effectiveness of the transaction described in paragraph 12 herein, Casino Properties, Inc. and Sahara Las Vegas Corp. are hereby deregistered as intermediary companies.

5. THAT Sahara Nevada Corp., dba Sahara Hotel and Casino, is hereby licensed to conduct nonrestricted gaming operations, including a race book and sports pool, at 2535 Las Vegas Boulevard South, Las Vegas.

6. THAT Hacienda Hotel Inc., dba Hacienda Resort Hotel & Casino, is hereby licensed to conduct nonrestricted gaming operations, including a sports pool (parlay cards only), at 3950 Las Vegas Boulevard South, Las Vegas.

7. THAT Hacienda Hotel Inc., dba Hacienda Camp Inn, is hereby licensed to conduct restricted gaming operations at 3950 Las Vegas Boulevard South, Las Vegas.

8. THAT Santa Fe Hotel Inc., dba Santa Fe, is hereby licensed to conduct nonrestricted gaming operations, including a sports pool, at 4949 Rancho Drive North, Las Vegas.

9. THAT Pioneer Hotel Inc., dba Pioneer Hotel and Gambling Hall, is hereby licensed to conduct nonrestricted gaming operations at 2200 Casino Drive South, Laughlin.

10. THAT Sahara Nevada Corp., Hacienda Hotel Inc., Santa Fe Hotel Inc., and Pioneer Hotel, Inc. are each hereby licensed as a distributor.

11. THAT Paul Wayne Lowden is found suitable as a controlling stockholder of Sahara Gaming Corporation.

12. THAT Sahara Gaming Corporation is granted approval pursuant to NGC Regulation 16.110 to make public offerings of up to 5,100,000 shares of its Common Stock, par value \$0.01, and 7,000,000 shares of its Exchangeable Redeemable Preferred Stock, par value \$0.01, as described in the Securities and Exchange Commission ("SEC") Form S-4 joint Registration Statement/Proxy Statement (SEC Registration No. 33-67864), and Form S-4 joint Registration Statement/Information Statement, (collectively, "Registration Statements").

13. THAT the approvals set forth in paragraph 12 above are specifically conditioned as follows:

a. That Sahara Gaming Corporation shall keep the Board's Corporate Securities Division continuously and promptly informed as to the progress of the public offering and as to any other event that would have a material effect on Sahara Gaming Corporation, or its subsidiaries, which would be subject to reporting on SEC Form 8-K, and

b. That the approvals granted herein may be rescinded without prior notice upon the issuance of an interlocutory stop order by the Chairman of the Board. Said interlocutory stop order, if issued, shall remain in effect until the interlocutory stop order is lifted by the Commission upon such terms as are satisfactory to the Commission.

14. THAT the Commission hereby delegates to the Chairman of the Board the authority to issue interlocutory stop orders for good cause, which shall remain in effect until lifted by the Commission as provided in paragraph 13(b) above.

15. THAT Sahara Gaming Corporation is granted sixty (60) days from the date of this Order of Registration to have the Registration Statement declared effective by the SEC. If the Registration Statement is not declared effective by the SEC within such time period, unless administratively extended by the Chairman of the Board or his designee, then this Order of Registration and all of the approvals, terms and provisions herein shall be deemed withdrawn and rendered null and void.

16. THAT this Order of Registration shall not be effective until and unless the Registration Statement is declared effective by the SEC and the transaction described therein and in paragraph 12 is completed.

17. THAT Sahara Gaming Corporation, pursuant to NGC Regulation 16.200, is hereby granted approval for the acquisition of control of Sahara Resort, Sahara Casino Partners, L.P., Sahara Nevada Corp., Pioneer Hotel Inc., Hacienda Hotel Inc. and Santa Fe Hotel Inc.

18. THAT Sahara Gaming Corporation shall submit within sixty (60) days hereafter, and thereafter establish and maintain, an internal reporting system and compliance committee administratively approved by the Chairman of the Board, together with any subsequent changes or modifications thereto.

19. THAT Sahara Gaming Corporation 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 such 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 Sahara Gaming Corporation and all of its subsidiaries, and their collective affiliated entities.

20. THAT, pursuant to NRS 463.625(2), Sahara Gaming Corporation is exempted from compliance with NRS 463.585 to NRS 463.615, inclusive, and instead shall comply with NRS 463.635 through NRS 463.645, inclusive.

21. THAT Sahara Gaming Corporation is exempted from NGC Regulation 15 and instead shall comply with the provisions of NGC Regulation 16.

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

ENTERED at Carson City, Nevada, this 26th day of August 1993.