

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

RAMADA INC.

(Registration)

AMENDMENT NO. 2 TO REVISED ORDER OF REGISTRATION
AND ORDER TERMINATING REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board on August 9, 1989, and before the Nevada Gaming Commission on August 24, 1989, 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, are hereby accepted as filed:

- a) Ramada Inc. for approval of a corporate reorganization and a finding of suitability to be the sole shareholder of Aztar Corporation;
- b) Ramada Inc. for approval of the spin-off of Aztar Corporation, concurrent with the merger of RI Acquiring Corp. with and into Ramada Inc.;
- c) Ramada Inc. for approval of termination of registration as a

publicly traded corporation; and

d) Aztar Corporation for registration as an intermediary holding company and finding of suitability to be the sole shareholder of Hotel Ramada of Nevada, Inc. and Ramada Express, Inc.;

2. THAT Ramada Inc. is found suitable to be the sole shareholder of Aztar Corporation.

3. THAT Aztar Corporation is registered as an intermediary holding company and found suitable to be the sole shareholder of Hotel Ramada of Nevada, Inc. and Ramada Express, Inc.

4. THAT the spin-off of Aztar Corporation from Ramada Inc., concurrent with the merger of RI Acquiring Corp. with and into Ramada Inc., is hereby approved pursuant to Regulation 16.110.

5. THAT the approval granted in paragraph 4 above is conditioned as follows:

a) That at no time before or after the consummation of the merger shall RI Acquiring Corp., or any of its affiliated companies, exercise any influence or control over the Nevada gaming operations of Ramada Inc. without obtaining the prior approval by the Commission;

b) That the common stock of Aztar Corporation must be available for distribution to the former shareholders of Ramada Inc. simultaneously with the consummation of the merger; and

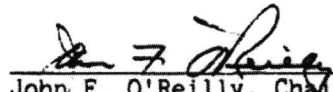
c) That Ramada Inc. shall keep the State Gaming Control Board, Investigations Divisions, Corporate Securities Section, continuously and promptly informed as to the progress of the merger.

6. THAT upon the consummation of the spin-off of Aztar Corporation by

of Ramada Inc.'s Revised Order of Registration dated May 19, 1988, and Amendment No. 1 thereto, are hereby reaffirmed and made a part of this Amendment No. 2 to Revised Order of Registration.

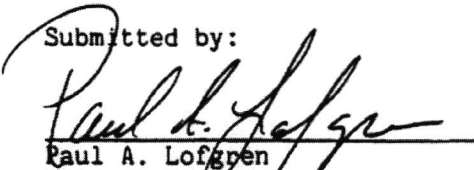
ENTERED at Carson City, Nevada this 24th day of August, 1989.

FOR THE COMMISSION:



John F. O'Reilly, Chairman

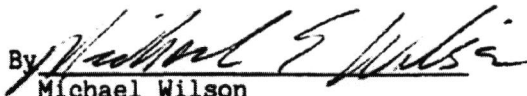
Submitted by:



Paul A. Lofgren
Acting Supervisor
Corporate Securities

APPROVED AS TO FORM:

BRIAN MCKAY
ATTORNEY GENERAL

By 

Michael Wilson
Deputy Attorney General
Gaming Division