

BEFORE THE NEVADA GAMING COMMISSION  
AND THE STATE GAMING CONTROL BOARD

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In the Matter of

AZTAR CORPORATION

(Registration)\_\_\_\_\_

THIRD REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on November 5, 1997, and before the Nevada Gaming Commission ("Commission") on November 20, 1997, 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, have been filed:
  - a. The application of Aztar Corporation for an amendment to its Order of Registration; and
  - b. The application of Hotel Ramada of Nevada, dba Tropicana Resort and Casino, for licensure to conduct off-track pari-mutuel sports wagering.
2. THAT the Second Revised Order of Registration of Aztar Corporation, dated June 23, 1994, is hereby amended and restated, in its entirety, by this Third Revised Order of Registration.

3. THAT Aztar Corporation is registered as a publicly traded corporation and is found suitable to be the sole stockholder of Hotel Ramada of Nevada, Ramada Express, Inc., and Adamar of Nevada.

4. THAT Hotel Ramada of Nevada, dba Tropicana Resort and Casino, is licensed to conduct off-track pari-mutuel sports wagering and nonrestricted gaming operations, including a sports pool, at 3801 Las Vegas Boulevard South, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

5. THAT Ramada Express, Inc., dba Ramada Express Hotel and Casino, is licensed to conduct nonrestricted gaming operations, including a sports pool, at 2121 South Casino Drive, Laughlin, subject to such conditions or limitations as may be imposed by the Commission.

6. THAT Adamar of Nevada is found suitable to hold a 50% interest as a general partner in Tropicana Enterprises, landlord of the Tropicana Resort and Casino.

7. THAT Aztar Corporation 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 Aztar Corporation Inc. its subsidiaries and any affiliated entities, with the Nevada Gaming Control Act, as amended ("the Act"), the Commission's Regulations, as amended (the "Regulations"), and the laws and regulations of any other jurisdictions in which Aztar Corporation, 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, Aztar Corporation 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 Aztar Corporation, under the provisions of the Act and Regulations.

8. THAT Hotel Ramada of Nevada shall obtain the approval of the Chairman of the Board prior to consummating any new lease agreements which, in the opinion of the Chairman of the Board, are of material consequence.

9. THAT pursuant to NRS 463.625, Aztar Corporation is hereby 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.

10. THAT Aztar Corporation is hereby exempted from compliance with Regulation 15 and shall instead comply with Regulation 16.

11. THAT Aztar 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 said account for the payment of costs and expenses incurred by the Board or its staff in the surveillance, monitoring and investigative reviews of all activities of Aztar Corporation, Adamar of Nevada, Ramada Express, Inc., and Hotel Ramada of Nevada, and their affiliated companies.

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, this 20th day of November 1997.