

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of
UNITED GAMING, INC.
(Registration)

THIRD REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board on July 11, 1991, and before the Nevada Gaming Commission on July 25, 1991, 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, are hereby accepted as filed:
 - a. The application of United Gaming, Inc. for an Amendment to its Order of Registration.
 - b. The application of APT Games, Inc. for a finding of suitability as the sole shareholder of Peppermill Investments, Inc.
 - c. The application of Peppermill Investments, Inc. for registration as an intermediary company and for a finding of suitability as the

sole shareholder of FCJI, Inc.

d. The application of FCJI, Inc., dba Goal Post Lounge, for a restricted gaming license.

2. THAT the Second Revised Order of Registration of United Gaming, Inc., dated April 27, 1989, and the First, Second and Third Amendments thereto dated December 21, 1989, March 22, 1990, and July 26, 1990, respectively, are hereby consolidated into and updated by this Third Revised Order of Registration.

3. THAT United Gaming, Inc. is registered as a publicly traded corporation and found suitable as the sole stockholder of APT Games, Inc. and Casino Electronics, Inc.

4. THAT APT Games, Inc. is registered as an intermediary company and found suitable as the sole shareholder of United Coin Machine Co., APT Coin Machines, Inc., Mizpah Investments, Inc., Plantation Investments, Inc., Trolley Stop, Inc., and Peppermill Investments, Inc.

5. THAT United Coin Machine Co. is licensed as a manufacturer, distributor, and operator of a slot machine route.

6. THAT APT Coin Machines, Inc. is licensed as an operator of a slot machine route, and that APT Coin Machines, Inc., dba Miss Lucy's Gambling Hall and Saloon, is licensed to conduct nonrestricted gaming operations (slot machines only) at 129 and 133 North Third Street, Las Vegas.

7. THAT Plantation Investments, Inc., dba Plantation Casino, is licensed to conduct nonrestricted gaming operations, including a sports pool, at 2121 "B" Street, Sparks.

8. THAT Trolley Stop, Inc., dba Trolley Stop Casino, is licensed to conduct nonrestricted gaming operations (slot machines only) at 207 North Third

Street, Las Vegas.

9. THAT Mizpah Investments, Inc., dba Mizpah Casino, is licensed to conduct nonrestricted gaming operations (slot machines only) at 100 Main Street, Tonopah.

10. THAT Peppermill Investments, Inc. is registered as an intermediary company and found suitable as the sole shareholder of FCJI, Inc.

11. THAT FCJI, Inc., dba Goal Post Lounge, is licensed to conduct restricted gaming operations at 3740 South Nellis Boulevard, Las Vegas.

12. THAT Casino Electronics, Inc. is licensed as an operator of a slot machine route and as a manufacturer and distributor of gaming devices.

13. THAT all voting securities of United Gaming, Inc. shall each bear a statement which shall be substantially as follows:

"Beneficial owners of the voting securities issued by this corporation are subject to the regulatory provisions of the Nevada Gaming Control Act (NRS 463.010, et. seq.) and the regulations of the Nevada Gaming Commission. If at any time the Nevada Gaming Commission finds a beneficial owner of such securities to be unsuitable to hold such securities, the beneficial owner must dispose of the securities. The laws and gaming regulations of the State of Nevada restrict the rights of a beneficial owner under certain circumstances (i) to receive any dividend or interest upon such securities, or (ii) to exercise directly or indirectly any voting rights conferred by such securities, or (iii) to receive any remuneration in any form from the corporation for services rendered or otherwise."

14. THAT except for public offerings subject to NGC Reg. 16.110, any offer for the sale of any equity security, as defined by NRS 463.484, shall be

void without the prior approval of the State Gaming Control Board. Such approval is deemed granted if an application for the same has been filed with the Board for 30 days and the Board has not ordered acceleration or an extension of time, or issued a stop order during such period.

15. THE COMMISSION hereby delegates to the Chairman of the State Gaming Control Board the authority to issue interlocutory stop orders for good cause pertaining to any equity security subject to paragraph 14 above. Any stop order so issued may be reviewed by the Commission.

16. THAT United Gaming, Inc., shall fund and maintain with the State Gaming Control Board a revolving fund in the amount of \$5,000, for the purpose of funding investigative reviews by the Board for compliance with the terms of this Third Revised 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 United Gaming, Inc., United Coin Machine Co., APT Games, Inc., Mizpah Investments, Inc., Plantation Investments, Inc., Trolley Stop, Inc., APT Coin Machines, Inc., Casino Electronics, Inc., Peppermill Investments, Inc., and FCJI, Inc., and their affiliated companies.

17. THAT except as permitted by subsection 2 of NRS 463.690, neither United Gaming, Inc., nor any person controlling, controlled by, or under common control with United Gaming, Inc., shall have any involvement with gaming or pari-mutuel wagering outside the State of Nevada without first obtaining the approval of the Commission.

18. THAT pursuant to subsection 2 or NRS 463.625, United Gaming, Inc. is

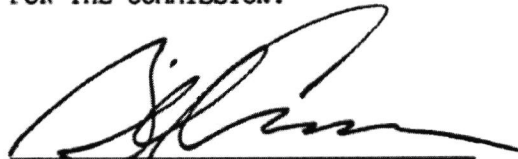
exempted from compliance with subsections 1, 2, 6, and 7 of NRS 463.585, and NRS 463.595 through NRS 463.615, inclusive, and shall instead comply with NRS 463.635 through NRS 463.645, inclusive.

19. THAT United Gaming, Inc. is exempted from NGC Reg. 15, except for the provisions of NGC Reg. 15.585.3-1, 15.585.3-2 and 15.585.4-1, and shall instead comply with NGC Reg. 16.

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

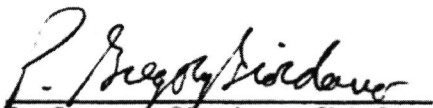
ENTERED at Las Vegas, Nevada, this 25th day of July, 1991.

FOR THE COMMISSION:



Bill Curran, Chairman

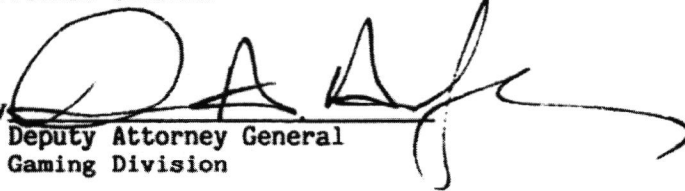
Submitted by:



P. Gregory Giordano, Chief
Corporate Securities Division

APPROVED AS TO FORM:

FRANKIE SUE DEL PAPA
ATTORNEY GENERAL

By 

Deputy Attorney General
Gaming Division