

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

UNITED GAMING, INC.

(Registration)_____

FIFTH REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on January 12, 1994, and before the Nevada Gaming Commission ("Commission") on January 26, 1994, 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 Coin Machine Co. for a nonrestricted gaming license (slot machines only) at Miss Lucy's Gambling Hall & Saloon; and

b. The application of United Gaming, Inc. for an amendment to its Order of Registration.

2. THAT the Fourth Revised Order of Registration of United Gaming, Inc., dated October 28, 1992, and Amendments No. 1 and No. 2 thereto, dated January 28, 1993 and

June 24, 1993, respectively, are hereby amended and restated, in their entirety, by this Fifth 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 stockholder of United Coin Machine Co., APT Coin Machines, Inc., Mizpah Investments, Inc., Plantation Investments, Inc., Trolley Stop, Inc., WCAL, Inc. and Slot Palace, Inc.

5. THAT United Coin Machine Co. is licensed as a manufacturer, distributor and an operator of a slot machine route, and to conduct nonrestricted gaming operations (slot machines only) at the following locations:

Royal Hotel and Casino, 99 Convention Center Drive, Las Vegas; and

Miss Lucy's Gambling Hall & Saloon, 129 North Third Street, Las Vegas.

6. THAT APT Coin Machines, Inc. is licensed as an operator of a slot machine route.

7. THAT Plantation Investments, Inc., dba Plantation Station Gambling Hall, is licensed to conduct nonrestricted gaming operations, including a sports pool, at 2121 Victorian Avenue, 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 WCAL, Inc. is registered as an intermediary company and found suitable as the sole stockholder of FCJI, Inc.

11. THAT FCJI, Inc., dba Rebel Pub & Grub, Beef & Brew Steakhouse & Pub and

Sit 'n Bull Lounge is licensed to conduct restricted gaming operations at 1131 East Tropicana, #G, Las Vegas; 1854 East Charleston Boulevard, Las Vegas; and 3220 North Jones Boulevard, Las Vegas, respectively.

12. THAT FCJI, dba One-Eyed Jacks #4, is licensed to conduct nonrestricted gaming operations (slot machines only) at 2823 North Green Valley Parkway, #D, Henderson.

13. THAT Slot Palace, Inc., db at Quality Inn & Casino, is licensed to conduct nonrestricted gaming operations at 377 East Flamingo Road, Las Vegas.

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

15. 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."

16. THAT except for public offerings subject to NGC Regulations 16.110 or 16.115, any offer for the sale of any equity security, as defined by NRS 463.484, shall be void without the prior administrative approval of the Chairman of the Board or his designees. Such approval is deemed granted if an application for the same has been filed with the Chairman of the Board for 30 days and he has not ordered acceleration or an extension of time, or issued a stop order during such period.

17. THAT the Commission hereby delegates to the Chairman of the Board the authority to issue interlocutory stop orders for good cause pertaining to any equity security subject to paragraph 16 above. Any stop order so issued may be reviewed by the Commission in accordance with NGC Regulation 16.040.

18. THAT United Gaming, Inc. shall fund and maintain with the 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 Fifth 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., WCAL, Inc. and FCJI, Inc., and their affiliated entities.

19. THAT pursuant to 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 463.645, inclusive.

20. THAT United Gaming, Inc. is exempted from NGC Regulation 15, except for the provision of NGC Regulations 15.585.3-1, 15.585.3-2 and 15.585.4-1, and shall instead comply with NGC Regulation 16.

21. THAT United Gaming, Inc. and United Coin Machine Co. are each granted approval to enter into contracts or agreements with Russell Jacoby, a person previously denied a license by the Commission, solely in connection with the termination and settlement of their involvement with GTC, Inc., Inn Zone Operations, Inc. and Russell Jacoby.

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

ENTERED at Las Vegas, Nevada, this 26th day of January 1994.