

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

UNITED GAMING, INC.

(Public Offering)

ORDER

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on March 9, 1994, at Las Vegas, Nevada, and specially for a telephonic hearing before the Nevada Gaming Commission ("Commission") on March 16, 1994, at Carson City and 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 application of United Gaming, Inc., as amended and supplemented, has been filed for approval to register and sell from time to time in a public offering 8,500,000 shares of Common Stock, par value \$.10 ("Common Stock"), which are issuable upon the conversion of United Gaming, Inc.'s 7 1/2% Convertible Subordinated Debentures due 2003 ("Debentures") which Debentures (a) were sold in a private placement on September 21, 1993, pursuant to the prior administrative approval of the Chairman of the Board in accordance with the provisions of Paragraph 16 of United Gaming, Inc.'s Fifth Revised Order of Registration, and (b) are being registered together with the Common Stock on Securities and Exchange

Commission ("SEC") Form S-2 Registration Statement (SEC Registration No. 33-72990) ("Registration Statement") to permit resales by the holders thereof.

2. THAT United Gaming, Inc. is granted approval, pursuant to NGC Regulation 16.110, to (a) register 8,500,000 shares of Common Stock which are issuable upon the conversion of the Debentures which Debentures (i) were sold in a private placement pursuant to the prior administrative approval of the Chairman of the Board in accordance with the provisions of Paragraph 16 of United Gaming, Inc.'s Fifth Revised Order of Registration, and (ii) are being registered together with the Common Stock on the Registration Statement to permit resales by the holders thereof, which registration by United Gaming, Inc. and resales by the holders do not require the prior approval of the Commission pursuant to NGC Regulation 16.110; and (b) to issue the Common Stock from time to time in a public offering under the Registration Statement upon conversion of the Debentures by the holders thereof.

3. THAT the approval set forth in paragraph 2 is specifically conditioned as follows:

a. That United Gaming, Inc. 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 may have a material effect on United Gaming, Inc., or its subsidiaries, which would be subject to reporting on SEC Form 8-K; and

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

4. 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 3(b).

5. THAT United Gaming, Inc. is granted sixty (60) calendar days from the date of this Order to have the Registration Statement declared effective by the SEC. If the Registration

Statement is not declared effective by the SEC within said time period, unless administratively extended by the Chairman of the Board or his designee, then this Order and all of the approvals, terms and provisions herein shall be deemed withdrawn and rendered null and void.

ENTERED at Carson City, Nevada, this 16th day of March 1994.