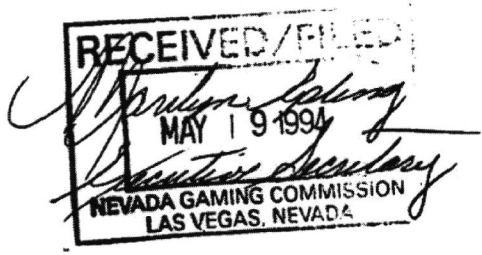


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File No. SD-104

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

BECKER GAMING, INC.
and
ARIZONA CHARLIE'S, INC.

(Registration)

ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on May 5, 1994, and before the Nevada Gaming Commission ("Commission") on May 19, 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, have been filed:

- a. The applications of Becker Gaming, Inc. for registration as a publicly traded corporation; for approval of an acquisition of control of Arizona Charlie's, Inc., Becker Gaming Group and Sunset Coin, Inc.; and for findings of suitability as the sole stockholder of Arizona Charlie's, Inc., Becker Gaming Group and Sunset Coin, Inc.

b. The applications of Bruce Frederic Becker, Barry Weddington Becker, Ernest August Becker, III and Ernest August Becker, IV for a finding of suitability as controlling stockholders of Becker Gaming, Inc.;

c. The applications of Arizona Charlie's, Inc. for registration as a publicly traded corporation; for approval of a public offering for up to \$55,000,000 principal amount of its 12% First Mortgage Notes Due November 15, 2000, Series B; and for an exemption from NGC Regulation 16.100(1) and (2); and

d. The applications of Sunset Coin, Inc. and Arizona Charlie's, Inc. for approval to guarantee securities issued by, or to hypothecate their assets to secure the payment or performance of the obligations evidenced by the securities offered by, Arizona Charlie's, Inc.

2. THAT Becker Gaming, Inc. is registered as a publicly traded corporation and is found suitable as the sole stockholder of Arizona Charlie's, Inc., Becker Gaming Group and Sunset Coin, Inc..

3. THAT Becker Gaming, Inc., pursuant to NGC Regulation 16.200, is granted approval for an acquisition of control of Arizona Charlie's, Inc., Becker Gaming Group and Sunset Coin, Inc.

4. THAT Bruce Frederic Becker, Barry Weddington Becker, Ernest August Becker, III and Ernest August Becker, IV, are each found suitable, pursuant to NRS 463.643 as stockholders of Becker Gaming, Inc. and are each found suitable, pursuant to NGC Regulation 16.400, as controlling stockholders of Becker Gaming, Inc.

5. THAT Arizona Charlie's, Inc. is registered as a publicly traded corporation.

6. THAT Arizona Charlie's, Inc., dba Arizona Charlie's Hotel & Casino,