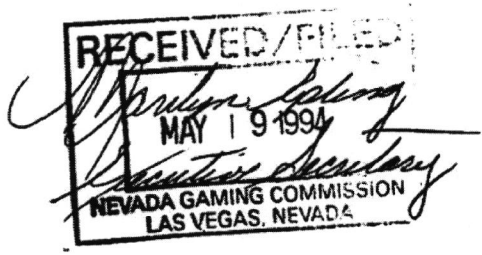


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File No. SD-104

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,

is licensed as a distributor and to conduct nonrestricted gaming operations, including a race book and sports pool, at 740 South Decatur Boulevard, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

7. THAT Becker Gaming Group, dba Charlie's Lakeside Bar & Grill, is licensed to conduct nonrestricted gaming operations (slot machines only) at 8603 West Sahara Ave, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

8. THAT Becker Gaming Group, dba Charlie's Saloon & Gambling Hall, is licensed to conduct restricted gaming operations at 4437 West Charleston Boulevard, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

9. THAT Becker Gaming Group, dba Cariba Charlie's, is licensed to conduct restricted gaming operations at 4835 South Rainbow Boulevard, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

10. THAT Becker Gaming Group, dba Cantina Charlie's, is licensed to conduct restricted gaming operations at 2605 South Decatur Boulevard, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

11. THAT Becker Gaming Group, dba Charlie's, is licensed to conduct restricted gaming operations at 2089 North Jones Boulevard, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

12. THAT Sunset Coin, Inc. is licensed as a manufacturer, distributor and operator of a slot machine route, subject to such conditions or limitations as may be imposed by the Commission.

13. THAT Arizona Charlie's Inc. is granted approval, pursuant to NGC Regulation 16.110, to make a public offering of up to \$55,000,000 principal

amount 12% First Mortgage Notes Due November 15, 2000, Series B as more fully described in the Securities and Exchange Commission ("SEC") Form S-4 Registration Statement (SEC Registration No. 33-75808) ("Registration Statement").

14. THAT the approvals set forth in paragraph 13 above are specifically conditioned as follows:

a. That Arizona Charlie's, 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 would have a material effect on Arizona Charlie's, Inc., Becker Gaming Inc., or its subsidiaries, which would be subject to reporting on SEC Form 8-K; and

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

15. 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 14(b) above.

16. THAT Sunset Coin, Inc. and Arizona Charlie's, Inc. are each granted approval, pursuant to NGC Regulation 16.100(3), to guarantee the securities offered by Arizona Charlie's, Inc. pursuant to paragraph 13 and to hypothecate their assets to secure the payment or performance of the obligations evidenced by the securities offered by Arizona Charlie's, Inc. pursuant to paragraph 13.

17. THAT Arizona Charlie's, Inc. is granted sixty (60) calendar days from the date of this Order of Registration 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 of Registration and all of the approvals, terms and provisions herein shall be deemed withdrawn and rendered null and void.

18. THAT this Order of Registration shall not be effective until and unless: (a) the Registration Statement is declared effective by the SEC and the public offering described therein is completed; and (b) the Becker Gaming, Inc. SEC Form S-1 Registration Statement (SEC Registration No. 33-76368) to register 2,500,000 warrants to purchase Becker Gaming, Inc. common stock and 2,500,000 shares of Becker Gaming, Inc. common stock is declared effective by the SEC.

19. THAT Becker Gaming, Inc. 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 Becker Gaming, Inc., its subsidiaries and any affiliated entities compliance with the Nevada Gaming Control Act, as amended, and the Commission's Regulations, as amended. The compliance committee plan, any amendments thereto, and the members of the compliance committee shall be administratively reviewed and approved by the Chairman of the Board, or his designee.

20. THAT Becker Gaming, Inc. 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 and its staff in the surveillance, monitoring and investigative review of all activities of Becker Gaming, Inc., its subsidiaries and any affiliated entities.

21. THAT, pursuant to NRS 463.625, Becker Gaming, Inc. and Arizona Charlie's, Inc. are 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.

22. THAT Becker Gaming, Inc. is exempted from NGC Regulation 15 and shall instead comply with the provisions of NGC Regulation 16; provided that, Becker Gaming, Inc. shall not sell or transfer beneficial ownership of any voting securities of Arizona Charlie's, Inc. without the prior approval of the Commission.

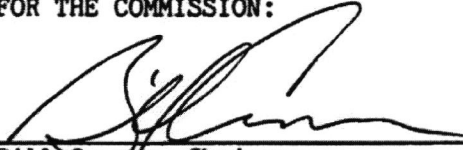
23. THAT Arizona Charlie's, Inc. is exempted from NGC Regulation 15 and shall instead comply with the provisions of NGC Regulation 16; provided, however, that pursuant to NGC Regulation 16.450, Arizona Charlie's, Inc., is exempted from the provisions of NGC Regulation 16.100(1) and (2) and the balance of NGC Regulation 16 shall be interpreted so as to apply to Arizona Charlie's, Inc.

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


ENTERED at Las Vegas, Nevada, on this 19th day of May, 1994.

FOR THE COMMISSION:



Bill Curran, Chairman

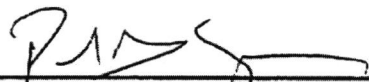
Submitted by:



Mark A. Clayton, Chief
Corporate Securities Division

APPROVED AS TO FORM:

FRANKIE SUE DEL PAPA
ATTORNEY GENERAL

By 

Deputy Attorney General
Gaming Division