

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

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

(Registration)

SECOND REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on March 8, 1995, and before the Nevada Gaming Commission ("Commission") on March 30, 1995, 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 Group for registration as an intermediary company;

b. The application of Innerout, Inc. for a nonrestricted gaming license; and

c. The application of Becker Gaming, Inc. for an amendment to the Orders of Registration.

2. THAT the Revised Orders of Registration, dated July 28, 1994, are hereby amended and restated, in their entirety, by this Second Revised Order of Registration.

3. 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.

4. 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.

5. 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 stockholder of Becker Gaming, Inc.

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

7. THAT Arizona Charlie's, Inc., dba Arizona Charlie's Hotel & Casino is licensed as a distributor and to conduct off-track pari-mutuel wagering and 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.

8. THAT Becker Gaming Group, dba Charlie's Lakeside Bar & Grill, is licensed to conduct nonrestricted gaming operations (slot machines only) at