

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

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

(Registration)

THIRD REVISED ORDERS OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on October 9, 1996, and before the Nevada Gaming Commission ("Commission") on October 24, 1996, at Carson City, 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 application of Kathleen Caldwell Becker for a finding of suitability as a controlling shareholder of Becker Gaming, Inc.; and

b. The application of Becker Gaming, Inc. and for an amendment to the Second Revised Orders of Registration.

2. THAT the Second Revised Orders of Registration, dated March 30, 1995, are hereby amended and restated, in their entirety, by these Third Revised Orders 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, Ernest August Becker, IV, and Kathleen Caldwell Becker, 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 8603 West Sahara Avenue, 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 Becker Gaming Group is registered as an intermediary company and is found suitable as the sole stockholder of Innerout, Inc.

13. THAT Innerout, Inc., dba Charlie's Bar Down Under, is licensed to conduct nonrestricted gaming operations (slot machines only) at 1950 North Buffalo Drive, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

14. 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.

15. 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.

16. 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.

17. 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.

18. 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.


19. 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.

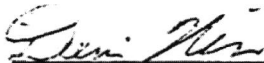
20. THAT the Commission hereby expressly finds that the exemptions, waivers and conditions herein granted are consistent with the State policy set forth in NRS 463.0129 and NRS 463.489.

ENTERED at Carson City, Nevada, this 24th day of October, 1996.

FOR THE COMMISSION:


Bill Curran, Chairman

Submitted by:


Dennis K. Neilander, Chief
Corporate Securities Division

APPROVED AS TO FORM:

FRANKIE SUE DEL PAPA
ATTORNEY GENERAL

By 
Deputy Attorney General
Gaming Division