

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.