

BEFORE THE NEVADA GAMING COMMISSION  
AND THE STATE GAMING CONTROL BOARD

\_\_\_\_\_  
In the Matter of  
BECKER GAMING, INC.  
(Registration)

SEVENTH REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on September 2, 1998, and before the Nevada Gaming Commission ("Commission") on September 24, 1998, 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 applications, as amended and supplemented, of Arizona Charlie's, Inc. for an amendment to its Sixth Revised Orders of Registration and for deregistration as a publicly traded corporation have been filed.
2. THAT the Sixth Revised Orders of Registration, dated September 24, 1998, are hereby amended and restated, in their entirety, by this Seventh 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 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 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 stockholders of Becker Gaming, Inc.

6. 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.

7. THAT Becker Gaming Group is licensed to conduct restricted gaming operations at those locations identified in the records of the Board, subject to such conditions or limitations as may be imposed by the Commission.

8. THAT Becker Gaming Group is registered as an intermediary company and is found suitable as the sole stockholder of Innerout, Inc.

9. 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.