

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.

10. 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.

11. 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.

12. 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.

13. THAT, pursuant to NRS 463.625, Becker Gaming, Inc. is 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.

14. THAT Becker Gaming, Inc. is exempted from NGC Regulation 15 and shall instead comply with the provisions of NGC Regulation 16.

15. 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.


16. THAT this Seventh Revised Order of Registration shall not become effective, unless and until, the Chairman of the Board, or his designee, has been notified that the Securities and Exchange Commission ("SEC") Form 15 for Arizona Charlie's, Inc., pursuant to SEC Rule 12h-3, 17 C.F.R. Section 240.12h-3, has been deemed filed with the SEC. Upon the effectiveness of this Seventh Revised Order of Registration, Arizona Charlie's Inc.'s registration as a publicly traded corporation shall terminate and Arizona Charlie's, Inc. shall be subject to the provisions of NGC Regulation 15 and is licensed and approved as reflected in the records of the Board. Becker Gaming, Inc. shall remain registered as a publicly traded corporation and Becker Gaming, Inc. and its subsidiaries are licensed and approved, as applicable, pursuant to the terms and conditions of this Seventh Revised Order of Registration. If this Seventh

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Revised Order of Registration does not become effective, then the Sixth Revised Orders of Registration shall remain effective.


ENTERED at Las Vegas, Nevada, this 24th day of September, 1998.

FOR THE COMMISSION:



Bill Curran, Chairman

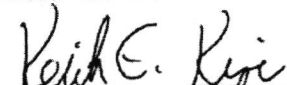
Submitted by:



Dennis K. Neilander, Chief
Corporate Securities Division

APPROVED AS TO FORM:

FRANKIE SUE DEL PAPA
ATTORNEY GENERAL

By 

Deputy Attorney General
Gaming Division