

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

COAST RESORTS, INC.

(Registration) _____

ORDER OF REGISTRATION

THIS MATTER came on specially for hearing before the State Gaming Control Board ("Board") on October 18, 1995, at Las Vegas, Nevada, and regularly for hearing before the Nevada Gaming Commission ("Commission") on October 26, 1995, 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, of Coast Resorts, Inc. have been filed:
 - a. For registration as a publicly traded corporation;
 - b. For the acquisition of the partnership interests held by the respective partners of Gold Coast Hotel and Casino, (a Nevada Limited Partnership) and Barbary Coast Hotel and Casino (a Nevada General Partnership);

c. For licensure to conduct off-track pari-mutuel wagering and nonrestricted gaming operations, including race books and sports pools, dba Gold Coast Hotel and Casino and Barbary Coast Hotel and Casino;

d. For licensure to conduct nonrestricted gaming operations (race book and sports pool only), dba Barbary Coast Hotel and Casino, db at The Beach Race Book and Sports Pool;

e. For a waiver of NGC Regulation 16.100.

2. THAT the applications of Michael John Gaughan, John Tito Tiberti, and Jerry Edward Herbst as shareholders and controlling shareholders have been filed.

3. THAT Coast Resorts, Inc. is registered as a publicly traded corporation pursuant to NRS 463.635.

4. THAT Coast Resorts, Inc. is granted approval to acquire the partnership interests held by the respective partners of the Gold Coast Hotel and Casino (a Nevada Limited Partnership) and Barbary Coast Hotel and Casino (a Nevada General Partnership) pursuant to NGC Regulation 8.030.

5. THAT Coast Resorts, Inc. is licensed to conduct off-track pari-mutuel wagering and nonrestricted gaming operations, including a race book and sports pool, dba Gold Coast Hotel and Casino at 4000 West Flamingo Road, Las Vegas, subject to such conditions and limitations imposed by the Commission.

6. THAT Coast Resorts, Inc. is licensed to conduct off-track pari-mutuel wagering and nonrestricted gaming operations, including a race book and sports pool, dba Barbary Coast Hotel and Casino at 3595 Las Vegas Boulevard South, Las Vegas, subject to such condition and limitations imposed by the Commission.

7. THAT Coast Resorts, Inc. is licensed to conduct nonrestricted gaming operations (race book and sports pool only), dba Barbary Coast Hotel and Casino, db at The Beach Race

Book and Sports Pool, 365 Convention Center Drive, Las Vegas, subject to such conditions and limitation imposed by the Commission.

8. THAT Michael John Gaughan, John Tito Tiberti, and Jerry Edward Herbst are each found suitable, pursuant to NRS 463.643, as stockholders of Coast Resorts, Inc., and are each found suitable, pursuant to NGC Regulation 16.400, as controlling stockholders of Coast Resorts, Inc.

9. THAT Coast Resorts, 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, including foreign gaming activities, of Coast Resorts, Inc., and its subsidiaries and affiliated entities.

10. THAT Coast Resorts, Inc. shall comply with NRS 463.585 through NRS 463.615, inclusive.

11. THAT Coast Resorts, 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, Coast Resorts, 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 Coast Resorts, Inc.

12. THAT the Commission hereby expressly finds that the exemptions hereinabove granted are consistent with the State Policy set forth in NRS 463.0129 and NRS 463.489.

13. THAT this Order of Registration shall become effective upon the completion and effectiveness of the transactions described in the applications as set forth in paragraphs 1 and 2, inclusive. If such transactions are not completed and effective by December 31, 1995, unless

administratively extended by the Chairman of the Board, or his designee, then this Order of Registration shall be rendered null and void and not be effective.

ENTERED at Carson City, Nevada, this 26th day of October, 1995.