

**BEFORE THE NEVADA GAMING COMMISSION
AND
THE STATE GAMING CONTROL BOARD**

In the Matter of

COOK INLET REGION, INC.

(Registration as Holding Company)

ORDER

This matter came on regularly for hearing before the State Gaming Control Board ("Board") on April 3, 2002 at Carson City, Nevada and June 5, 2002, at Carson City, Nevada and regularly before the Nevada Gaming Commission ("Commission") on June 20, 2002, 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 Cook Inlet Region, Inc., for registration as a holding company;
 - b. The application of Cook Inlet Region, Inc., for approval pursuant to NGC Regulation 15.585.7-3, of the restrictions on alienation of Settlement Common Stock as currently specified in 43 United States Code, Chapter 33, Sections 1606(h)(1) and (2);
 - c. The Application of Cook Inlet Region, Inc., for a waiver of NRS 463.540(1) and NGC Regulation 15.585.7-1, only insofar as they relate to the issuance of Settlement Common Stock pursuant to 43 United States Code, Chapter 33, Section 1606(g)(1)(B);
 - d. The Application of Cook Inlet Region, Inc., for the waiver of NGC Regulation 15.585.4-1.
 - e. The application of Cook Inlet Region, Inc., for the waiver of NRS 463.510(1) and NGC Regulation 15.585.7-2, only insofar as they relate to transfers of Settlement Common Stock permitted pursuant to 43 United States Code, Chapter 33, Sections 1606(h)(1), 1606(h)(2) and 1606(h)(4);

f. The application of Cook Inlet Region, Inc., for the waiver of NGC Regulations 15.530-1 and 15.585.7-4, only insofar as they relate (i) to current record owners of Settlement Common Stock, (ii) any person to whom Settlement Common Stock may be issued pursuant to 43 United States Code, Chapter 33, Section 1606(g)(1)(B) or (iii) any transferee of Settlement Common Stock as described in subparagraph (e) above;

g. The application of Cook Inlet Region, Inc., for a waiver of the provisions of NRS 463.585(3) which require that, upon a finding by the Commission that any holder of a security issued by Cook Inlet Region, Inc., is unsuitable to be connected with a licensed gaming enterprise, and upon notice to that person and Cook Inlet Region, Inc., "The unsuitable person shall immediately offer the security to the issuing corporation...for purchase. The corporation shall purchase the security so offered,...for cash at fair market value within 10 days after the date of the offer.";

h. The application of Cook Inlet Region, Inc., for a waiver of NRS 463.585(4)(a) and (b) and (5);

i. The application of Cook Inlet Region, Inc., for a waiver of the time limitations imposed by NGC regulation 4.080(1);

j. The application of Cook Inlet Region, Inc., to be the sole member of CIRI Lakeside Gaming Investors, LLC, which, as of the date hereof, is pending for future action by the Board and the Commission; and

k. The application of CIRI Lakeside Gaming Investors, LLC for a nonrestricted gaming license at the Casino Montelago which, as of the date hereof, remains pending for future action by the Board and the Commission.

2. THAT Cook Inlet Region, Inc., is an Alaska corporation formed pursuant to the Alaska Native Claims Settlement Act (43 United States Code § 1601 et. seq.) ("ANCSA") and, while it has in excess of 7000 shareholders, is exempt from the provisions, as amended, of the Investment Company Act of 1940 (54 Stat. 789), the Securities Act of 1933 (48 Stat. 74) and the Securities Exchange Act of 1934 (48 Stat. 881) pursuant to § 1625 of ANCSA.

3. THAT Cook Inlet Region, Inc., is the sole member of CIRI Lakeside Gaming Investors, LLC.

4. THAT Cook Inlet Region, Inc., is registered as a holding company.

5. THAT, pursuant to NGC Regulation 15.585.7-3, the restrictions on alienation of Settlement Common Stock as currently specified within ANCSA Sections 1606(h)(1) and (2) are hereby approved.

6. THAT NRS 463.540(1) and NGC Regulation 15.585.7-1 and their application to the present and future shareholders of Cook Inlet Region, Inc., are hereby waived only insofar as they relate to the issuance of Settlement Common Stock pursuant to ANCSA Sections 1606(g)(1)(B), 1606(h)(1), 1606(h)(2) and 1606(h)(4).

7. THAT NGC Regulation 15.585.7-2 and its application to the present and future shareholders of Cook Inlet Region, Inc., are hereby waived only insofar as they relate to transfers of Settlement Common Stock permitted pursuant to ANCSA Sections 1606(h)(1), 1606(h)(2) and 1606(h)(4).

8. THAT NGC Regulations 15.530-1 and 15.585.7-4 and their application to the present and future shareholders of Cook Inlet Region, Inc., are waived only insofar as they relate to: (i). current record owners of Settlement Common Stock, (ii) any person to whom Settlement Common Stock may be issued pursuant to ANCSA Section 1606(g)(1)(B) and (iii) any transferee of Settlement Common Stock pursuant to ANCSA Sections 1606(h)(1), 1606(h)(2) and 1606(h)(4).

9. THAT the applicability of: (i) those provisions of NRS 463.585(3) which require that, upon a finding by the Commission that any holder of a security issued by a holding company is unsuitable to be connected with a licensed gaming enterprise, and upon notice to that person and the holding company "The unsuitable person shall immediately offer the security to the issuing corporation...for purchase. The corporation shall purchase the security so offered,...for cash at fair market value within 10 days after the date of the offer," and (ii) the provisions of NRS 463.585(4)(a) and (b) and (5), to Cook Inlet Region, Inc. and its shareholders are waived, provided, however, that:

(a) No holder of a security issued by Cook Inlet Region, Inc.: (i) found unsuitable by the Commission pursuant to applicable law, or (ii) who fails to apply for a finding of suitability within 30 days after being requested to do so by the Commission (collectively, "Unsuitable Shareholder") shall serve or continue to serve in any position in the administration or supervision of, or any other significant involvement with, the activities of Cook Inlet Region, Inc. or CIRI Lakeside Gaming Investors, LLC, or their subsidiaries, affiliates or associates. Following notice from the Commission that a shareholder is an Unsuitable Shareholder, Cook Inlet Region, Inc. shall take all necessary action, including the commencement of legal proceedings, to comply with the provisions of this subsection;

(b) Following notice from the Commission that a shareholder is an Unsuitable Shareholder, and for as long as there remains any Unsuitable Shareholder, Cook Inlet Region, Inc., shall receive no distributions or payments from CIRI Lakeside Gaming Investors, LLC except as provided in Section 9(c) below or as otherwise approved by the Commission.

(c) Cook Inlet Region, Inc., shall exercise all power within its authority to insure that any gaming license issued to CIRI Lakeside Gaming Investors, LLC contain the following conditions: (i) upon receipt of notice from the Commission that a shareholder of Cook Inlet Region, Inc. is an Unsuitable Shareholder ("Notice"), and for as long as there remains any Unsuitable Shareholder, CIRI Lakeside Gaming Investors, LLC shall limit distributions to Cook Inlet Region, Inc., to (A) distributions in payment or reimbursement of federal, state or local taxes or assessments (including income taxes) imposed upon Cook Inlet Region, Inc., its subsidiaries, affiliates or associates, as a result of the member's interest of Cook Inlet Region, Inc. in CIRI Lakeside Gaming Investors, LLC, (B) distributions in payment for property, loans or extensions of credit, services, guaranty, leases (including lease back transactions and capital leases), installment purchase contracts, inter-company transfers, advances of operating expenses, purchases or leases of gaming devices and associated equipment, or any form of security loaned to or provided for or on behalf of CIRI Lakeside Gaming Investors, LLC, by Cook Inlet Region, Inc., (C) distributions to fund loans, lines of credit or extensions of credit, mortgages or deeds of trust, by CIRI Lakeside Gaming Investors, LLC to or on behalf of Cook Inlet Region, Inc., its subsidiaries, affiliates or associates, or (D) guarantees or security loaned to or provided by CIRI Lakeside Gaming Investors LLC for or on behalf of Cook Inlet Region, Inc., or exchanges of goods and services between them, their subsidiaries, affiliates or associates, in any such case whether or not

involving payment; and (ii) notwithstanding the foregoing, CIRI Lakeside Gaming Investors, LLC shall be permitted to (A) invest and reinvest its revenue in any lawful investment, (B) upon administrative approval of the Board Chairman or his designee, make loans, grant lines of credit or extensions of credit, grant or receive mortgages or deeds of trust, guaranty the obligations of, loan security to, or exchange goods and services with, Cook Inlet Region, Inc., or its subsidiaries, affiliates or associates, and (C) upon the approval of the Commission, make distributions to an Intermediary company wholly owned by Cook Inlet Region, Inc., in accordance with the terms and conditions of this Order. All transactions described in this subsection shall be bona fide business transactions which are commercially reasonable.

(d) In determining whether to call forward a shareholder of Cook Inlet Region, Inc., for a finding of suitability the Commission shall apply the same standards that it uses with respect to persons who may be required to be found suitable pursuant to NRS 463.643(1).

(e) If at the time Cook Inlet Region, Inc. sells, otherwise disposes of or liquidates its interest in CIRI Lakeside Gaming Investors, LLC and if there is any Unsuitable Shareholder, Cook Inlet Region, Inc. shall determine, as of the date of the finding of unsuitability for each Unsuitable Shareholder who remains a Cook Inlet Region, Inc. shareholder:

- (1) The amount of Cook Inlet Region, Inc.'s investment in CIRI Lakeside Gaming Investors, LLC. The lowest of these calculations shall be the "Minimum Investment" for the purposes of this Section 9(e); and
- (2) The market value of Cook Inlet Region, Inc.'s investment in CIRI Lakeside Gaming Investors, LLC. The lowest of these calculations shall be the "Minimum Market Value" for the purposes of this Section 9(e).

In the event that Cook Inlet Region, Inc. elects to make a distribution to its shareholders of all or a portion of the amounts received by Cook Inlet Region, Inc. from the sale or other disposition or the liquidation of its interest in CIRI Lakeside Gaming Investors, LLC, the maximum amount which may be distributed shall be the greater of the Minimum Investment or the Minimum Market Value. The balance of the amounts received by Cook Inlet Region, Inc., from the sale or other disposition or the liquidation of its interest in CIRI Lakeside Gaming Investors, LLC, may be used by Cook Inlet Region, Inc. for any corporate purpose but shall not be distributed to shareholders until no Unsuitable Shareholders remain in Cook Inlet Region, Inc. No transfer by an Unsuitable Shareholder pursuant to ANCSA Section 1606(h)(1)(C)(iii) shall be deemed for purposes of this Order to remove the Unsuitable Shareholder from Cook Inlet Region, Inc., until Cook Inlet Region, Inc., has received written administrative approval of the Board Chairman or his designee.

10. THAT except as provided in Section 9 of this Order, application of the provisions of NGC Regulation 15.585.4-1 to Cook Inlet Region, Inc., is hereby waived.

11. THAT any shareholder acquiring beneficial ownership of any class of the voting securities of Cook Inlet Region, Inc., entitling the shareholder to one percent (1%) of the total voting power of all classes of Cook Inlet Region, Inc., voting stock shall be required to apply for a license or a finding of suitability by the Nevada Gaming Commission.

12. THAT each officer and director of Cook Inlet Region, Inc., shall file for a finding of suitability within 90 days of assuming their position. Each agent of Cook Inlet Region, Inc., and each officer, director, employee, or agent of any subsidiary, affiliate, or associate of Cook Inlet Region, Inc., shall be required to apply for a finding of suitability if the Board determines they are, or are to become,

engaged in the administration or the supervision of, or any significant involvement with the activities of CIRI Lakeside Gaming Investors, LLC. If any such person required to be found suitable fails to apply for a finding of suitability within 90 days after being requested to do so or is not found suitable by the Commission, Cook Inlet Region, Inc., shall immediately remove that person from his or her position as an officer, director, employee or agent of Cook Inlet Region, Inc., or any other position in the administration or supervision of, or any significant involvement with, the activities of Cook Inlet Region, Inc., or any subsidiary, affiliate or associate thereof, and shall take all necessary action, including the commencement of legal proceedings to remove that person from his or her position with Cook Inlet Region, Inc., or any subsidiary, affiliate or associate, to enforce and assure compliance with the provisions of Section 12.

13. THAT within thirty (30) days following the date of this Order, Cook Inlet Region, Inc., shall deliver to the Board a shareholder list, in electronic format, which shall:

(a) Reflect the ownership of record of each outstanding share of any class of equity security issued by Cook Inlet Region, Inc.; and

(b) Set forth with respect to each shareholder, the name of the shareholder, date of birth, current address, social security number and number of shares.

14. THAT Cook Inlet Region, Inc. shall send all its shareholders a notice on an annual basis which describes the conditions, limitations and restrictions contained in this Order, or any amended Order, which apply when there is an Unsuitable Shareholder.

15. All registrations, approvals or waivers contained in this Order being conditioned that:

(a) In the event that Cook Inlet Region, Inc., loses the exemption from the federal securities laws granted by ANCSA Section 1625, it shall immediately apply to the State Gaming Control Board to be registered by the Nevada Gaming Commission as a publicly traded company, and shall then be treated in all respects as a publicly traded company under the applicable provisions and requirements of the Gaming Control Act and Regulations of the Commission;

(b) In the event there is any change which liberalizes the current restrictions or reduces the current limitations on transferability of the Settlement Common Stock, as set forth within ANCSA Section 1606(h)(1) and (2), regardless of how the change or amendment may occur, then Cook Inlet Region, Inc., shall immediately apply to the State Gaming Control Board for approval of the changed restrictions and limitations on transferability pursuant to NGC Regulation 15.585.7-3, any necessary modification of the terms and conditions of any waivers previously granted pursuant to NGC Regulations 15.585.7-1, 15.585.7-2, and 15.585.7-4, and any necessary amendment to the applicable Order or an amendment or modification; and

(c) The failure of Cook Inlet Region, Inc., to immediately apply for either (i) approval pursuant to NGC Regulation 15.585.7-3 or (ii) for registration as a publicly traded company, or (iii) to be granted a registration, amendment or modification, as requested, as appropriate, shall be considered an unsuitable method of operation within NGC Regulation 5.011 and grounds for disciplinary action against Cook Inlet Region, Inc. and the termination of any registration, finding of suitability, waiver or approval granted by the Commission to Cook Inlet Region, Inc., or any stockholder, officer, or director.

16. THAT Cook Inlet Region, Inc., shall fund and maintain with the State Gaming Control Board a revolving fund in the amount of \$10,000.00 for the purpose of funding investigative reviews by the Gaming Control Board for compliance with the terms of this Order and any amendments. Without limiting the foregoing, the Gaming Control Board shall have the right, without notice, to draw upon the funds of said account for the payment of costs and expenses incurred by it and its staff in the surveillance, monitoring, and investigative review of all activities and relationships of Cook Inlet Region, Inc. which are subject to, bear upon or are governed by the terms and conditions of this Order.


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

18. THAT the Commission hereby approves the waiver of the time limitations imposed by Regulation 4.080(1).

19. THAT upon the sale, disposition or liquidation by Cook Inlet Region, Inc., of its entire member's interest in CIRI Lakeside Gaming Investors, LLC, this Order shall continue in full force and effect until such time as the Commission orders its termination.

ENTERED at Carson City, Nevada, this 20th day of June 2002.

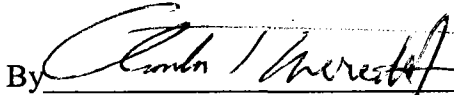
FOR THE COMMISSION:


Chairman

Submitted by:

Approved As To Form:
Frankie Sue Del Papa
Attorney General


Randall E. Sayre, Chief
Investigations Division

By 
Deputy Attorney General
Gaming Division