

BEFORE THE NEVADA GAMING COMMISSION  
AND THE STATE GAMING CONTROL BOARD

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In the Matter of

APPLICATIONS OF FRANKLIN ADVISORY SERVICES, LLC AND FRANKLIN/TEMPLETON  
DISTRIBUTORS, INC. FOR A WAIVER OF NRS 463.643(4) PURSUANT TO NGC  
REGULATIONS 16.010(14) AND 16.430

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ORDER

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on May 5, 2004, and before the Nevada Gaming Commission ("Commission") on May 20, 2004, 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 following applications, as amended and supplemented, have been  
filed:

a. The applications of Franklin Advisory Services, LLC and  
Franklin/Templeton Distributors, Inc. (collectively "Franklin") for (i) a waiver of NRS 463.643(4)  
as an institutional investor pursuant to NGC Regulations 16.010(14) and 16.430, and (ii) a  
waiver of NGC Regulation 4.080(1), pursuant to NGC Regulation 4.080(3).

2. THAT the applications of Franklin described herein have been filed on the basis that they are neither a commitment nor an admission of any present intent to purchase the securities of the companies for which a waiver has been requested.

3. THAT Franklin is hereby granted, for a period of two years from the effective date of this Order, a waiver of the provisions of NRS 463.643(4), pursuant to NGC Regulations 16.010(14) and 16.430, to beneficially own more than ten percent (10%), but not more than fifteen percent (15%) of the total number of outstanding shares of voting securities of: Alliance Gaming Corporation, American Real Estate Partners, LP, American Wagering, Inc., Ameristar Casinos, Inc., Archon Corporation, Aristocrat Leisure Limited, Aztar Corporation, Boyd Gaming Corporation, Caesars Entertainment, Inc., Harrah's Entertainment, Inc., Innovative Gaming Corporation of America, International Game Technology, Interactive Systems Worldwide Inc., Konami Corporation, Las Vegas Gaming, Inc., Longs Drug Stores Corporation, MGM MIRAGE, MTR Gaming Group, Inc., Mandalay Resort Group, Mikohn Gaming Corporation, Monarch Casino & Resort, Inc., PDS Gaming Corporation, Pinnacle Entertainment, Inc., Revenue Properties Company Limited, Riviera Holdings Corporation, Shuffle Master, Inc., Station Casinos, Inc., The Sands Regent, Trump Hotels & Casino Resorts, Inc., Virtgame Corp., and WMS Industries, Inc. (singularly, "Corporation," collectively, "Corporations"). The foregoing waiver is expressly conditioned as follows:

a. The waivers may only be utilized for, and are limited to, Franklin's investment in the voting securities of the Corporations; provided however, Franklin may beneficially own greater than ten percent (10%), but not more than fifteen percent (15%), of the voting securities of Corporations not prescribed herein, which are registered with the Commission as publicly traded corporations, upon administrative approval from the Chairman of the Board or his designee.

b. The waivers may be used by Franklin and one or more affiliated advisors of Franklin ("Affiliated Advisor") which may beneficially own, subject to the same terms and

conditions of this Order, greater than ten percent (10%) but not more than fifteen percent (15%) of the total outstanding shares of voting securities of any of the Corporations. For purposes of this Paragraph (3)(b), Affiliated Advisor shall mean a subsidiary company, holding company, or intermediate company that controls, is controlled by, or is under common control with Franklin or Franklin's ultimate parent company, Franklin Resources, Inc., and is an Institutional Investor as defined by NGC Regulation 16.010(14) (a) –(h).

c. Franklin must submit to the Board by the tenth (10) business day of each month for the preceding calendar month for each such Corporation a listing of the percentage of all voting securities held by Franklin and its Affiliated Advisors, based on the most current information available, of each Corporation in a form approved by the Chairman of the Board or his designee, the confidentiality of which shall be maintained by the Board and Commission pursuant to NRS 463.120. If any of the voting securities are held by an Affiliated Advisor, the report shall include the name of the Affiliated Advisor and the percentage of securities held by such.

d. Franklin must submit the following information to the Board within thirty (30) calendar days after the end of each calendar quarter, for each Corporation in which Franklin or its Affiliated Advisors owns ten percent (10%) or more of the voting securities, the confidentiality of which shall be maintained by the Board and Commission pursuant to NRS 463.120:

(1) A certification, made under oath and under the penalty of perjury, containing the following:

(a) A statement attesting that Franklin and its Affiliated Advisors holds and/or has held the voting securities of the Corporations for (a) investment purposes only and (b) in the ordinary course of business as an institutional investor and not for the purpose of (i) causing, directly or indirectly, the election of the members of the board of

directors, or (ii) affecting any change in the corporate charter, bylaws, management, policies or operations of the Corporation or any of its affiliates.

(b) A statement that Franklin and its Affiliated Advisors has not exceeded the provisions of NGC Regulation 16.430(2)(a) - (e), which enumerates certain activities that are deemed to be consistent with Franklin's and its Affiliated Advisors holding voting securities for investment purposes only.

(c) The name, title and telephone number of the person(s) having direct control over Franklin's and its Affiliated Advisors holdings of voting securities in the Corporations.

(d) The name, title and telephone number of the persons serving on the Board of Trustees, if applicable.

(e) A statement of all complaints, arrests, indictments or convictions of Franklin and its Affiliated Advisors, or any of its officers or directors regarding the rules and regulations of the Securities and Exchange Commission ("SEC") and any regulatory agency of any State where it conducts business, or any offense which would constitute a gross misdemeanor or felony if committed in the State of Nevada. The name, position, charge, arresting agency, and a brief description of the event must also be included in the statement.

(f) A statement indicating any change to the structure and/or operations of Franklin or its Affiliated Advisors which could affect its classification as an Institutional Investor as defined by NGC Regulation 16.010(14).

(g) A statement by the signatory of the certification that he/she has the authority to sign the certification and to bind Franklin and its Affiliated Advisors to the contents therein.

4. THAT Franklin shall establish and maintain a compliance program ("Program") to implement and ensure Franklin's and its Affiliated Advisors compliance with the Nevada Gaming Control Act (the "Act"), the regulations promulgated thereunder (the "Regulations"), and this

Order. The Program, as it relates to the applicable requirements of the Act and the Regulations, shall be amended at the request of the Chairman of the Board or his designee. The Program, and any amendments thereto, shall be administratively approved by the Chairman of the Board or his designee.

5. THAT Franklin 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 and provisions of this Order or any other Orders relating to waivers of NRS 463.643(4), pursuant to NGC Regulation 16.430. Without limiting the foregoing, the Board shall have the right, without notice, to draw upon the funds of the 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 Franklin, its Affiliated Advisors and its affiliated entities.

6. THAT, pursuant to NGC Regulation 4.080(3), Franklin and its Affiliated Advisors is granted, for a period of two years from the effective date of this Order, a waiver of the provisions of NGC Regulation 4.080(1), specifically and only as it relates to the waiver of NRS 463.643(4) granted to Franklin and its Affiliated Advisors, pursuant to NGC Regulation 16.430, as beneficial owners of voting securities of the Corporations.

7. THAT the Commission hereby expressly finds that the waivers and exemptions granted herein are consistent with the State policies set forth in NRS 463.0129, 463.489, and 463.622 and the standards set forth in NGC Regulation 16.060.

ENTERED at Las Vegas, Nevada, this 20<sup>th</sup> day of May 2004.