

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

AMERICAN REAL ESTATE PARTNERS, L.P.

(Registration) _____

FOURTH REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board (“Board”) on May 7, 2003, and before the Nevada Gaming Commission (“Commission”) on May 22, 2003, 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 Stratosphere Corporation for (i) deregistration as a publicly traded corporation and (ii) registration as an intermediary company;

b. The applications of American Real Estate Holdings Limited Partnership for (i) registration as an intermediary company and (ii) a finding of suitability as sole shareholder of Stratosphere Corporation; and

c. The application of American Real Estate Partners, L.P. for an amendment to its Order of Registration.

2. THAT the Third Revised Order of Registration of Stratosphere Corporation and American Real Estate Partners, L.P., dated September 23, 1999, is hereby amended and restated, in its entirety, by this Fourth Revised Order of Registration of American Real Estate Partners, L.P.

3. THAT Stratosphere Corporation is registered as an intermediary company and is found suitable as the sole shareholder of Stratosphere Gaming Corp.

4. THAT American Real Estate Partners, L.P. is registered as a publicly traded corporation and is found suitable, pursuant to NRS 463.170(6), as the sole limited partner of American Real Estate Holdings Limited Partnership.

5. THAT American Real Estate Holdings Limited Partnership is registered as an intermediary company and is found suitable as the sole shareholder of Stratosphere Corporation.

6. THAT American Property Investors, Inc. is registered as a holding company and is found suitable, pursuant to NGC Regulation 15A.190, as the general partner of American Real Estate Holdings Limited Partnership.

7. THAT Beckton Corp. is registered as a holding company and is found suitable, pursuant to NGC Regulation 15.585.7-4, as the sole shareholder of American Property Investors, Inc.

8. THAT Stratosphere Gaming Corp., dba Stratosphere Tower, Casino & Hotel, is licensed to conduct nonrestricted gaming operations, including a race book and sports pool at the Stratosphere Tower, Casino & Hotel, 2000 Las Vegas Boulevard South, Las Vegas and is licensed to conduct off-track pari-mutuel race wagering at the Stratosphere Tower, Casino & Hotel, 2000 Las Vegas Boulevard South, Las Vegas.

9. THAT American Real Estate Partners, L.P. shall establish and maintain a Gaming Compliance Plan ("Plan") 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 compliance by American Real Estate Partners, L.P., its subsidiaries and any affiliated entities, with the Nevada Gaming Control Act (“the Act”), as amended, the Commission’s Regulations, as amended (“the Regulations”), and the laws and regulations of any other jurisdictions in which American Real Estate Partners, L.P., its subsidiaries and any affiliated entities operate. The Plan, any amendments thereto, and the members of the gaming compliance committee, one such member who shall be independent and knowledgeable in the Act and Regulations, shall be administratively reviewed and approved by the Chairman of the Board or his designee. Furthermore, upon request of the Chairman of the Board or his designee, American Real Estate Partners, L.P. shall amend the Plan, or any element thereof, and perform such duties as may be assigned by the Chairman of the Board or his designee related to a review of activities relevant to the continuing qualifications of American Real Estate Partners, L.P., under the provisions of the Act and Regulations.

10. THAT American Real Estate Partners, L.P. 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 American Real Estate Partners, L.P., its subsidiaries and affiliated companies.

11. THAT pursuant to NRS 463.625, American Real Estate Partners, L.P. 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.

12. THAT American Real Estate Partners, L.P. is exempted from NGC Regulation 15A and shall instead comply with NGC Regulation 16.

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

ENTERED at Las Vegas, Nevada, this 22nd day of May 2003.