

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of
JACKPOT ENTERPRISES, INC.
(Registration)

AMENDMENT NO. 3 TO ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board on January 9, 1986, and before the Nevada Gaming Commission on January 23, 1986 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 application of Jackpot Enterprises, Inc. for approval to acquire and hold all the outstanding capital stock (100 percent) of Corral Coin, Inc., as amended and supplemented, is hereby accepted as filed.

2. THAT Jackpot Enterprises, Inc. is hereby granted approval to acquire and hold all the outstanding stock (100 percent) of Corral Coin, Inc., subject to the following condition:

That Jackpot Enterprises, Inc. form a Compliance Committee for the purpose of performing due diligence in future acquisitions of slot locations, and determining the suitability of relationships with other business entities and individuals, including but not limited to key employees, officers and

directors of the corporation; and further, to review all operations areas of the companies for compliance with Nevada Gaming Commission Regulations and Chapter 463 of the Nevada Revised Statutes.

Jackpot Enterprises, Inc. shall submit a plan for said Compliance Committee within 30 days, which plan shall be subject to administrative approval by the Board.

3. THE Commission hereby delegates to the Chairman of the State Gaming Control Board the authority to require and administratively approve amendments to the composition and duties of the Compliance Committee.

4. THAT Jackpot Enterprises, Inc. shall notify the State Gaming Control Board, Investigation Division, Corporate Securities in advance of obtaining any external sources of financing for this transaction, and shall provide any documents related to the acquisition that may be requested by the Board or its staff.

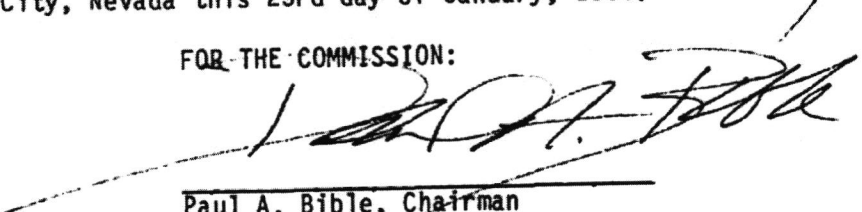
5. THAT Jackpot Enterprises, Inc. is granted to April 1, 1986 to consummate the acquisition. If the acquisition is not consummated by April 1, 1986, this Amendment No. 3 to Order of Registration shall be null and void in its entirety, and those Orders, approvals, licenses and findings of suitability previously granted to Jackpot Enterprises, Inc. shall remain in full effect.

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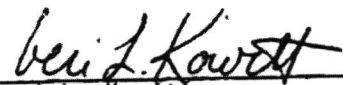
6. THAT except as expressly modified by this Amendment No. 3 to Order of Registration, or other Commission action, all other terms and conditions of the Order of Registration dated June 18, 1981 and Amendments thereto are reaffirmed and made a part of this Amendment to Order of Registration.

ENTERED at Carson City, Nevada this 23rd day of January, 1986.

FOR THE COMMISSION:



Paul A. Bible, Chairman

Submitted by:


Geri L. Kowitt
Deputy Chief, Investigations
Corporate Securities

APPROVED AS TO FORM:

BRIAN MCKAY
ATTORNEY GENERAL

By 
James C. Giudici
Deputy Attorney General
Gaming Division