

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

CIRCUS CIRCUS ENTERPRISES, INC.

(Registration) _____

SEVENTH REVISED ORDER OF REGISTRATION

THIS MATTER came on specially for hearing before the State Gaming Control Board ("Board") on May 22, 1995, at Carson City, Nevada, and regularly for hearing before the Nevada Gaming Commission ("Commission") on May 25, 1995, 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. For an amendment to the Circus Circus Enterprises, Inc. Order of Registration;

b. For approval of Circus Circus Enterprises, Inc. to acquire control of M.S.E. Investments, Inc., Last Chance Investments, Inc., Diamond Gold, Inc., Goldstrike Investments, Inc. and Oasis Development Company, Inc.;

c. For approval to transfer the stock of M.S.E. Investments, Inc. from Michael Steven Ensign to Circus Circus Enterprises, Inc.;

- d. For approval to transfer the stock of Last Chance Investments, Inc. from William Allen Richardson to Circus Circus Enterprises, Inc.;
- e. For approval to transfer the stock of Diamond Gold, Inc. from Peter Albert Simon, II to Circus Circus Enterprises, Inc.;
- f. For approval to transfer the stock of Goldstrike Investments, Inc. from David Ray Belding to Circus Circus Enterprises, Inc.;
- g. For approval to transfer the stock of Oasis Development Company, Inc. from Peter Albert Simon, II to Circus Circus Enterprises, Inc.;
- h. For findings of suitability of Circus Circus Enterprises, Inc. as the sole stockholder of M.S.E Investments, Inc., Last Chance Investments, Inc., Diamond Gold, Inc., Goldstrike Investments, Inc. and Oasis Development Company, Inc.
- i. For approval to transfer Robert John Verchota's 40% interest in Railroad Pass Investment Group to Circus Circus Enterprises, Inc. and the licensure of Circus Circus Enterprises, Inc. as a general partner of Railroad Pass Investment Group and an exemption from NGC Regulation 16.100(1) and (2); and
- j. For approval to transfer Circus Circus Enterprises, Inc.'s 40% interest in Railroad Pass Investment Group to M.S.E. Investments, Inc.

2. THAT, subject to paragraph 34, the Sixth Revised Order of Registration of Circus Circus Enterprises, Inc., dated April 20, 1995, is hereby amended and restated, in its entirety, by this Seventh Revised Order of Registration.

3. THAT Circus Circus Enterprises, Inc. is hereby granted approval, pursuant to NGC Regulation 16.200, for an acquisition of control of M.S.E. Investments, Inc., Last Chance Investments, Inc., Diamond Gold, Inc., Goldstrike Investments, Inc., and Oasis Development Company, Inc.

4. THAT, pursuant to NRS 463.510 and NGC Regulation 8.030, approval is hereby granted to transfer the stock of M.S.E. Investments, Inc. from Michael Steven Ensign to Circus Circus Enterprises, Inc.

5. THAT, pursuant to NRS 463.510 and NGC Regulation 8.030, approval is hereby granted to transfer the stock of Last Chance Investments, Inc. from William Allen Richardson to Circus Circus Enterprises, Inc.

6. THAT, pursuant to NRS 463.510 and NGC Regulation 8.030, approval is hereby granted to transfer the stock of Diamond Gold, Inc. from Peter Allen Simon, II to Circus Circus Enterprises, Inc.

7. THAT, pursuant to NRS 463.510 and NGC Regulation 8.030, approval is hereby granted to transfer the stock of Goldstrike Investments, Inc. from David Ray Belding to Circus Circus Enterprises, Inc.

8. THAT, pursuant to NRS 463.510 and NGC Regulation 8.030, approval is hereby granted to transfer the stock of Oasis Development Company, Inc. from Peter Allen Simon, II to Circus Circus Enterprises, Inc.

9. THAT the transfer of Robert John Verchota's 40% general partnership interest in Railroad Pass Investment Group to Circus Circus Enterprises, Inc. is hereby approved, pursuant to NGC Regulation 8.030, and Circus Circus Enterprises, Inc. is licensed as a general partner of Railroad Pass Investment Group, pursuant to NRS 463.160, and Circus Circus Enterprises, Inc., solely in connection with Circus Circus Enterprises, Inc.'s 40% general partnership interest in Railroad Pass Investment Group, is hereby exempted, pursuant to NGC Regulation 16.450, from NGC Regulation 16.100(1) and (2).

10. THAT the transfer of Circus Circus Enterprises, Inc.'s 40% general partnership interest in Railroad Pass Investment Group to M.S.E. Investments, Inc. is hereby approved, pursuant to NGC Regulation 8.020.

11. THAT Circus Circus Enterprises, Inc. is registered as a publicly traded corporation and is found suitable as the sole stockholder of Circus Circus Casinos, Inc., Slots-A-Fun, Inc., Edgewater Hotel Corporation, Colorado Belle Corp., New Castle Corp., Ramparts, Inc., M.S.E. Investments, Inc., Last Chance Investments, Inc., Diamond Gold, Inc., Goldstrike Investments, Inc. and Oasis Development Company, Inc.

12. THAT Circus Circus Casinos, Inc., dba Circus Circus Hotel & Casino-Reno, is licensed to conduct off-track pari-mutuel wagering and nonrestricted gaming operations, including a race book and sports pool, at 500 North Sierra Street, Reno, subject to such conditions or limitations as may be imposed by the Commission.

13. THAT Circus Circus Casinos, Inc., dba Circus Circus Hotel & Casino-Las Vegas, is licensed to conduct off-track pari-mutuel wagering and nonrestricted gaming operations, including a race book and sports pool, at 2880 South Las Vegas Boulevard, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

14. THAT Circus Circus Casinos, Inc., dba Silver City Casino, is licensed to conduct nonrestricted gaming operations at 3001 South Las Vegas Boulevard, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

15. THAT Slots-A-Fun, Inc., dba Slots-A-Fun, is licensed to conduct nonrestricted gaming operations at 2890 South Las Vegas Boulevard, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

16. THAT Edgewater Hotel Corporation, dba Edgewater Hotel & Casino, is licensed to conduct off-track pari-mutuel wagering and nonrestricted gaming operations, including a race book and sports pool, at 2020 Casino Drive, Laughlin, subject to such conditions or limitations as may be imposed by the Commission.

17. THAT Colorado Belle Corp., dba Colorado Belle Hotel & Casino, is licensed to conduct nonrestricted gaming operations, including a sports pool, at 2100 Casino Drive, Laughlin, subject to such conditions or limitations as may be imposed by the Commission.

18. THAT New Castle Corp., dba Excalibur Hotel and Casino, is licensed to conduct off-track pari-mutuel wagering and nonrestricted gaming operations, including a race book and sports pool, at 3850 South Las Vegas Boulevard, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

19. THAT Ramparts, Inc., dba Luxor Hotel and Casino, is licensed to conduct off-track pari-mutuel wagering and nonrestricted gaming operations, including a race book and sports pool, at 3900 Las Vegas Boulevard South, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

20. THAT the general partners and their respective ownership interest in Railroad Pass Investment Group, a Nevada general partnership, dba Railroad Pass Hotel and Casino, are as follows: M.S.E. Investments, Inc.--70%; Last Chance Investments, Inc.--20%; and Goldstrike Investments, Inc.--10%.

21. THAT the general partners and their respective ownership interest in Jean Development Company, a Nevada general partnership, dba Gold Strike Hotel and Gambling Hall, are as follows: M.S.E. Investments, Inc.--40%; Last Chance Investments, Inc.--40%; and Goldstrike Investments, Inc.--20%.

22. THAT the general partners and their respective ownership interest in Jean Development West, a Nevada general partnership, dba Nevada Landing, are as follows: M.S.E. Investments, Inc.--40%; Last Chance Investments, Inc.--40%; Goldstrike Investments, Inc.--12%; and Diamond Gold, Inc.--8%.

23. THAT the general partners and their respective ownership interest in Gold Strike Fuel Company, a Nevada general partnership, dba Gold Strike Auto Truck Plaza, are as follows: Oasis Development Company, Inc.--50%; M.S.E. Investments, Inc.--16.67%; Last Chance Investment, Inc.--16.67%; and Goldstrike Investments, Inc.--16.66%.

24. THAT the general partners and their respective ownership interest in Jean Fuel Company West, a Nevada general partnership, dba Jean Fuel Company West, are as follows:

M.S.E. Investments, Inc.--40%; Last Chance Investments, Inc.--40%; Goldstrike Investments, Inc.--12%; and Oasis Development Company, Inc.--8%.

25. THAT Railroad Pass Investment Group, a Nevada general partnership, dba Railroad Pass Hotel and Casino, is licensed to conduct nonrestricted gaming operations at 2800 South Boulder Highway, Henderson, subject to such conditions or limitations as may be imposed by the Commission.

26. THAT Jean Development Company, a Nevada general partnership, dba Gold Strike Hotel and Gambling Hall, is licensed to conduct nonrestricted gaming operations at No. 1 Main Street, Jean, subject to such conditions or limitations as may be imposed by the Commission.

27. THAT Jean Development West, a Nevada general partnership, dba Nevada Landing, is licensed to conduct nonrestricted gaming operations at No. 1 Goodsprings Road, Jean, subject to such conditions or limitations as may be imposed by the Commission.

28. THAT Gold Strike Fuel Company, a Nevada general partnership, dba Gold Strike Auto Truck Plaza, is licensed to conduct restricted gaming operations at No. 1 Main Street, Jean, subject to such conditions or limitations as may be imposed by the Commission.

29. THAT Jean Fuel Company West, a Nevada general partnership, dba Jean Fuel Company West, is licensed to conduct restricted gaming operations at No. 1 Goodsprings Road, Jean, subject to such conditions or limitations as may be imposed by the Commission.

30. THAT, pursuant to NRS 463.625, Circus Circus Enterprises, Inc. 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.

31. THAT Circus Circus Enterprises, Inc. is exempted from NGC Regulation 15 and shall instead comply with NGC Regulation 16.

32. THAT Circus Circus Enterprises, 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 and provisions 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 Circus Circus Enterprises, Inc., its direct and indirect subsidiaries, and their affiliated companies.

33. 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.

34. THAT this Seventh Revised Order of Registration, dated May 25th, 1995, shall become effective upon the completion and effectiveness of the acquisition of control by Circus Circus Enterprises, Inc. of M.S.E. Investments, Inc. Last Chance Investments, Inc., Diamond Gold, Inc., Goldstrike Investments, Inc. and Oasis Development Company, Inc.

ENTERED at Las Vegas, Nevada, this 25th day of May 1995.