

BEFORE THE NEVADA GAMING COMMISSION  
AND THE STATE GAMING CONTROL BOARD

\_\_\_\_\_  
In the Matter of

PDS FINANCIAL CORPORATION

(Registration)\_\_\_\_\_

ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on January 8, 1997, and before the Nevada Gaming Commission ("Commission") on January 23, 1997, 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 application of PDS Financial Corporation for registration as a publicly traded corporation, and for a finding of suitability as the sole shareholder of PDS Financial Corporation - Nevada;
  - b. The application of Johan Paul Finley for a finding of suitability as a controlling shareholder of PDS Financial Corporation and;
  - c. The application of PDS Financial Corporation - Nevada for licensure as a distributor.

2. THAT PDS Financial Corporation is registered as a publicly traded corporation and is found suitable as the sole shareholder of PDS Financial Corporation - Nevada.

3. THAT Johan Paul Finley is found suitable, pursuant to NGC Regulation 16.400, as a controlling shareholder of PDS Financial Corporation.

4. THAT PDS Financial Corporation - Nevada is licensed as a distributor, subject to such conditions or limitations as may be imposed by the Commission.

5. THAT PDS Financial Corporation shall establish and maintain a compliance committee 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 PDS Financial Corporation, 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 PDS Financial Corporation, its subsidiaries and any affiliated entities operate. The compliance committee plan, any amendments thereto, and the members, one such member which shall be independent, 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, PDS Financial Corporation shall amend the compliance committee 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 qualification of PDS Financial Corporation, under the provisions of the Act and Regulations.

6. THAT PDS Financial Corporation 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 PDS Financial Corporation its subsidiaries and any affiliated entities.

7. THAT, pursuant to NRS 463.625, PDS Financial Corporation is exempted from compliance with NRS 463.585 through 463.615, inclusive, and shall instead comply with NRS 463.635 through NRS 463.645, inclusive.

8. THAT, PDS Financial Corporation is exempted from NGC Regulation 15 and shall instead comply with provisions of NGC Regulation 16.

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

ENTERED at Las Vegas, Nevada, this 23<sup>rd</sup> day of January 1997.