

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

PDS FINANCIAL CORPORATION

(Registration)_____

FIRST REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board (“Board”) on March 10, 1999, and before the Nevada Gaming Commission (“Commission”) on March 25, 1999, 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 applications, of PDS Financial Corporation for approval to amend its Revised Order of Registration and for approval of PDS Financial Corporation - Nevada for licensure as a manufacturer, have been filed.

2. THAT the Revised Order of Registration of PDS Financial Corporation dated April 28, 1998, is hereby amended and restated, in its entirety, by this First Revised Order of Registration.

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

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

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

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

7. THAT PDS Financial Corporation is granted approval pursuant to NGC Regulation 16.110, to make a public offering of up to \$13,800,000 principal amount of 10% Senior Subordinated Notes, Due July 1, 2004, up to 740,000 Warrants and up to 740,000 shares of \$.01 par value Common Stock underlying the Warrants, as described in and pursuant to the Securities and Exchange Commission ("SEC") Form SB-2 Registration Statement (SEC Registration No, 333-49199) ("Registration Statement").

8. THAT the approvals set forth in Paragraph 7 above are specifically conditioned as follows:

a. That PDS Financial Corporation shall keep the Board's Corporate Securities Division continuously and promptly informed as to the progress of the public offering and as to any other event that would have a material effect on PDS Financial Corporation or its subsidiaries which would be subject to reporting on SEC Form 8-K; and

b. That the approvals granted herein may be rescinded without prior notice upon the issuance of an interlocutory stop order by the Chairman of the Board. Said interlocutory stop order, if issued, shall remain in effect until the interlocutory stop order is lifted by the Commission upon such terms as are satisfactory to the Commission.

9. The Commission hereby delegates to the Chairman of the Board the authority to issue interlocutory stop orders for good cause, which shall remain in effect until lifted by the Commission as provided in Paragraph 8(b) above.

10. 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.

11. 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.

12. 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.

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

14. 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 25th day of March 1999.

