

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

SOUTHMARK HOLDING COMPANY
and
SOUTHMARK CORPORATION

Registration

ORDER OF REGISTRATION (SOUTHMARK HOLDING COMPANY)
AND REVISED ORDER OF REGISTRATION (SOUTHMARK CORPORATION)

THIS MATTER came on regularly for hearing before the State Gaming Control Board on October 5, 1988 in Carson City, Nevada and before the Nevada Gaming Commission on October 20, 1988 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, are hereby accepted as filed:

a) Southmark Holding Company for registration as a PTC and a finding of suitability as controlling shareholder of Southmark Corporation;

b) Southmark Holding Corporation for approval to participate in foreign gaming in Atlantic City, New Jersey through its equity interest in Pratt

Hotel Corporation and in San Juan, Puerto Rico through its equity interest in Pratt Hotel Corporation and through its affiliate, Southmark San Juan, Inc;

c) Southmark Corporation for approval of a statutory merger with Southmark Merger Company; and

d) Southmark Corporation for an Amendment to its Order of Registration.

2) THAT the Commission Orders listed below are superceded by the Revised Order of Registration:

Order of Registration	November 20, 1986
Amendment #1 to Order of Registration	August 20, 1987
Amendment #2 to Order of Registration	October 15, 1988

3) THAT Southmark Holding Company is registered as a publicly traded company and is found suitable as a controlling shareholder of Southmark Corporation.

4) THAT Southmark Corporation is registered as a publicly traded intermediary holding company and found suitable as sole shareholder of Novus Nevada, Inc.

5) THAT Novus Nevada, Inc. is approved to share in gaming revenue at Circus Circus Casinos, dba Silver City Casino, 3001 Las Vegas Boulevard South, Las Vegas.

6) THAT Southmark Holding Company is granted approval to participate in gaming revenues at Circus Circus Casinos, dba Silver City Casino through its affiliated companies Southmark Corporation and Novus Nevada, Inc. while participating in gaming operations in Atlantic City New Jersey, through its equity interest in Pratt Hotel Corporation, and in San Juan, Puerto Rico both