

BEFORE THE NEVADA GAMING COMMISSION  
AND THE STATE GAMING CONTROL BOARD

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In the Matter of

STATION CASINOS, INC.

(Delayed Public Offering) \_\_\_\_\_

SECOND REVISED ORDER

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on June 3, 1998, and before the Nevada Gaming Commission ("Commission") on June 23, 1998, 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 following applications, as amended and supplemented, have been filed:

a. The applications of Station Casinos, Inc. for an amendment to its previously approved Revised Delayed Public Offering Order, and for approval to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Tropicana Station, Inc. pursuant to a public offering made by Station Casinos, Inc. or Affiliate(s) under the continuous or delayed public offering approval; and

b. The applications of Tropicana Station, Inc. for approval to guarantee securities issued by, and to hypothecate its assets to secure the payment or performance of any

obligations evidenced by securities issued by Station Casinos, Inc. or Affiliate(s) under the continuous or delayed public offering approval.

2. THAT the Delayed Public Offering Order dated May 22, 1997 is hereby amended and restated, in its entirety, by this Second Revised Delayed Public Offering Order.

3. THAT for a period of eleven months Station Casinos, Inc. and Affiliate(s) are hereby granted approval, pursuant to NGC Regulation 16.115, to make public offerings, subject to the following conditions:

a. That at all times during the effectiveness of this Order, Station Casinos, Inc. and Affiliate(s) shall timely file all reports required by Section 13 or Section 15(d) of the Securities Exchange Act of 1934, as amended;

b. That upon filing documents with the United States Securities and Exchange Commission ("SEC") regarding the sale of any securities for which approval would otherwise be required, Station Casinos, Inc. and Affiliate(s) shall contemporaneously provide written notice and copies of such documents to the Board's Corporate Securities Division, and shall keep said Division continuously and promptly informed as to the progress of any public offering made hereunder and as to any other event that would have a material effect on Station Casinos, Inc. or its subsidiaries, which would be subject to reporting on SEC Form 8-K; and

c. That the approval herein granted 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.

4. 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 3(c) above.

5. THAT for a period of eleven months Station Casinos, Inc. is hereby granted approval, pursuant to NGC Regulations 15.510.1-4 and 15.585.7-3, to place restrictions upon the transfer of, and to enter into agreements not to encumber, any equity security of Palace Station Hotel & Casino, Inc., Boulder Station, Inc., Texas Station, Inc., Green Valley Station, Inc., Southwest Gaming Services, Inc., Sunset Station, Inc. and Tropicana Station, Inc. pursuant to a public offering made under the approval granted by paragraph 3 of this Order.

6. THAT for a period of eleven months Palace Station Hotel & Casino, Inc., Boulder Station, Inc., Texas Station, Inc., Green Valley Station, Inc., Southwest Gaming Services, Inc., Sunset Station, Inc. and Tropicana Station, Inc. are each granted approval, pursuant to NGC Regulation 16.100(3) and 15B.120, as applicable, to guarantee securities issued by Station Casinos, Inc. or Affiliate(s), pursuant to a public offering made under the approval granted by paragraph 3 of this Order, and to hypothecate their assets to secure the payment or performance of obligations evidenced by securities issued by Station Casinos, Inc. or Affiliate(s), pursuant to a public offering made under the approval granted by paragraph 3 of this Order.

ENTERED at Carson City, Nevada, this 23rd day of June 1998.