

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

STATION CASINOS, INC.

(Registration) _____

THIRD REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on July 13, 1994, and before the Nevada Gaming Commission ("Commission") on July 28, 1994, 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 applications of Station Casinos, Inc. for a finding of suitability as the sole stockholder of Boulder Station, Inc. and for an amendment to its Order of Registration; and
 - b. The applications of Boulder Station, Inc. for a nonrestricted gaming license, including a race book and sports pool, and for approval to conduct off-track pari-mutuel wagering.
2. THAT the Second Revised Order of Registration, dated June 23, 1994, is hereby amended and restated, in its entirety, by this Third Revised Order of Registration.

3. THAT Station Casinos, Inc. is registered as a publicly traded corporation and is found suitable as the sole stockholder of Palace Station Hotel & Casino, Inc., Southwest Gaming Services, Inc. and Boulder Station, Inc.

4. THAT Frank J. Fertitta, III, Blake L. Sartini, Delise F. Sartini, and Lorenzo J. Fertitta are each found suitable as a controlling shareholder of Station Casinos, Inc.

5. THAT Palace Station Hotel & Casino, Inc., dba Palace Station Hotel & Casino, is licensed to conduct nonrestricted gaming operations, including a race book and sports pool, at 2411 West Sahara, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

6. THAT Southwest Gaming Services, Inc. is registered as an intermediary company and is found suitable as the sole shareholder of Tropicana Caboose, Inc., and Nellis Caboose, Inc., and is licensed as a distributor and an operator of a slot machine route, subject to such conditions or limitations as may be imposed by the Commission.

7. THAT Southwest Gaming Services, Inc. dba Malibu Slots db at Malibu Pizza, is licensed to conduct nonrestricted gaming operations (slot machines only) at 165 East Tropicana, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

8. THAT Tropicana Caboose, Inc., dba Loose Caboose Saloon, is licensed to conduct restricted gaming operations at 3175 East Tropicana, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

9. THAT Nellis Caboose, Inc., dba Loose Caboose Saloon, is licensed to conduct nonrestricted gaming operations (slot machines only) at 15 North Nellis Boulevard, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

10. THAT Boulder Station, Inc., dba Boulder Station Hotel & Casino, is licensed to conduct off-track pari-mutuel wagering and nonrestricted gaming operations, including a race

book and sports pool, at 4111 South Boulder Highway, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

11. THAT Station Casinos, 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 of this Third Revised 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 Station Casinos, Inc. and its subsidiaries, and their affiliated entities.

12. THAT pursuant to NRS 463.625, Station Casinos, 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.

13. THAT Station Casinos, Inc. is exempted from NGC Regulation 15 and shall instead comply with the provisions of NGC Regulation 16.

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

ENTERED at Las Vegas, Nevada, on this 28th day of July, 1994.