

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of
UNION PACIFIC CORPORATION
(Registration)

ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board on July 16, 1980, and before the Nevada Gaming Commission on July 24, 1980, in Carson City, Nevada; and

THE APPLICANTS having presented evidence in support of their applications, and

NO PERSON having appeared in opposition to the applications, and

THE BOARD AND COMMISSION having considered the reports of Investigations, Investigations-Corporate Securities and evidence presented by the applicant,

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, be, and they hereby are, accepted as filed:

a. The application of Union Pacific Corporation for registration as a publicly traded holding company and to be found suitable as the sole stockholder of Upland Industries Corporation.

b. The application of Upland Industries Corporation for registration as an intermediary holding company, and the sole stockholder of Union Pacific Land Resources Corporation.

c. The application of Union Pacific Land Resources Corporation for registration as an intermediary holding company, owning 300 shares (20%) of the outstanding common stock and 100 shares (100%) of the outstanding preferred stock of Scott Development Corporation.

d. The application of Scott Development Corporation to be found suitable as an intermediary holding company, owning 100% of Scott Plaza, Inc. and Scott Mizpah, Inc.

2. THAT Union Pacific Corporation be, and it hereby is, registered as a publicly traded corporation and found suitable to be the sole stockholder of Upland Industries Corporation, an intermediary holding company, and that the following officers and directors of Union Pacific Corporation are found suitable in the capacities indicated:

William S. Cook	President, Chief Operating Officer and Director
James H. Evans	Chairman of the Board of Directors and Chief Executive Officer
Elbridge T. Gerry	Chairman of the Executive Committee and Director
William F. Surrrette	Sr. Vice President-Finance
Charles N. Olsen	Secretary

3. THAT Upland Industries Corporation be, and it hereby is, registered as an intermediary holding company,

and found suitable to be the sole stockholder of Union Pacific Land Resources Corporation, an intermediary holding company, and that the following officers and directors of Upland Industries Corporation are found suitable in the capacities indicated:

L. B. Harbour, Jr.	President and Director
James H. Evans	Chairman of the Board of Directors and Chief Executive Officer
William S. Cook	Vice Chairman of the Board of Directors
Elbridge T. Gerry	Chairman of the Executive Committee and Director
William F. Surette	Sr. Vice President-Finance and Director
William I. Kennedy	Vice President-Special Projects
Charles N. Olsen	Secretary

4. THAT Union Pacific Land Resources Corporation be, and it hereby is, registered as an intermediary holding company and found suitable to own 300 shares (20%) of the outstanding common stock and 100 shares (100%) of the outstanding preferred stock of Scott Development Corporation, an intermediary holding company, and that the following officers and directors of Union Pacific Land Resources Corporation are found suitable in the capacities indicated:

L. B. Harbour, Jr.	President and Director
James H. Evans	Chairman of the Board of Directors and Chief Executive Officer
William S. Cook	Vice Chairman of the Board of Directors
Elbridge T. Gerry	Chairman of the Executive Committee and Director

William F. Surette	Sr. Vice President-Finance and Director
William I. Kennedy	Vice President-Special Projects
Charles N. Olsen	Secretary

5. THAT Scott Development Corporation be, and it hereby is, registered as an intermediary holding company and found suitable to be the sole stockholder of Scott Plaza, Inc., dba Union Plaza Hotel & Casino, and Union Plaza Hotel & Casino, Race Book - Sports Pool, gaming licensees at One Main Street, Las Vegas, Nevada, and as the sole stockholder of Scott Mizpah, Inc., dba Mizpah Hotel a gaming licensee in Tonopah, Nevada, and the following officers and directors of Scott Development Corporation are found suitable in the capacities indicated:

Frank E. Scott	President and Director
John D. Gaughan	Vice President and Director
Roy A. Galyean	Vice President and Treasurer
Raymond E. Friedman	Director
A. W. Moursund	Director
John K. Houssels, Jr.	Director
Walter F. Zick	Director
L. B. Harbour, Jr.	Director
Roberta C. W. McBride	Secretary

6. THAT Scott Plaza, Inc. is licensed to conduct gaming operations at the Union Plaza Hotel & Casino in Las Vegas, Nevada, and the following individuals are licensed in the positions indicated:

Frank E. Scott	Chairman of the Board and President
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John K. Houssels, Jr.	Executive Vice President and Director
John D. Gaughan	Vice President and Director
Michael Shapiro	Vice President and Director
Raymond E. Friedman	Director
Walter F. Zick	Director
John P. Jones	Vice President
Roy A. Galyean	Vice President and Treasurer
Roberta C. W. McBride	Secretary
A. W. Moursund	Director
Clovis R. Morris	Vice President and Shift Manager

7. THAT Scott Mizpah, Inc. is licensed to conduct gaming operations at the Mizpah Hotel in Tonopah, Nevada, and the following individuals are licensed in the positions indicated:

Frank E. Scott	Chairman of the Board and President
John K. Houssels, Jr.	Executive Vice President and Director
John D. Gaughan	Vice President and Director
Michael Shapiro	Vice President and Director
Clovis R. Morris	Vice President
John P. Jones	Vice President
Roy A. Galyean	Vice President and Treasurer
Walter F. Zick	Director
Raymond E. Friedman	Director
A. W. Moursund	Director

8. THAT Union Pacific Corporation be, and it hereby is, hereby exempted from NRS 463.635(1)(a)(1) and in lieu thereof

is required to maintain its stockholder's list at the company's executive offices in New York City, New York, and that Union Pacific Corporation is required to pay all costs incurred by the State Gaming Control Board to review said stockholder's list as long as Union Pacific Corporation is a registrant. Union Pacific Corporation is required to, within thirty (30) days, fund and maintain with the State Gaming Control Board a cash deposit of \$2,500 to cover such expenses.

9. THAT pursuant to NRS 463.625(2), Union Pacific Corporation be, and it hereby is, exempted from compliance with NRS 463.585 (1), (2), (5), (6), and (7), and NRS 463.595 through NRS 463.615, inclusive, and shall instead comply with NRS 463.635, except NRS 463.635(1)(a)(1) as set forth in paragraph 7 above, through NRS 463.645, inclusive.

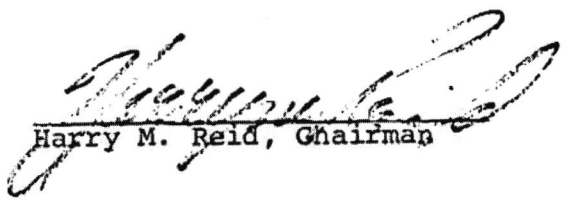
10. THAT Union Pacific Corporation be, and it hereby is, exempt from Reg. 15, except for the provisions of Reg. 15.585.3-1, Reg. 15.585.3-2 and Reg. 15.585.4-1 and shall instead comply with Reg. 16.

11. THAT except as permitted by NRS 463.690(2), neither Union Pacific Corporation nor any person controlling, controlled by, or under common control with Union Pacific Corporation shall have any involvement with gaming or pari-mutuel wagering outside the State of Nevada without first obtaining the approval of the Nevada Gaming Commission.

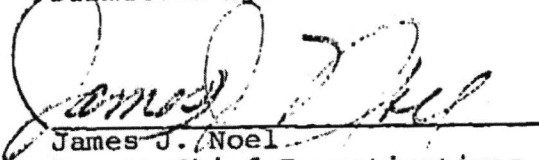
12. THAT the Commission hereby expressly finds that the exemptions hereinabove granted are consistent with the State policy set forth in NRS 463.130 and NRS 463.489.

ENTERED at Carson City, Nevada this 24th day of
July, 1980.

FOR THE COMMISSION

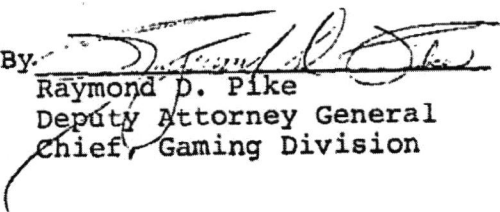

Harry M. Reid, Chairman

Submitted by:


James J. Noel
Deputy Chief-Investigations
Corporate Securities

APPROVED:

RICHARD BRYAN
Attorney General

By: 
Raymond P. Pike
Deputy Attorney General
Chief, Gaming Division