

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

UNION PLAZA HOTEL AND CASINO, INC.

(Registration) _____

FIFTH REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on July 10, 2002, and before the Nevada Gaming Commission ("Commission") on July 25, 2002, 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 application of Union Plaza Hotel and Casino, Inc., for an amendment to its Order of Registration to reflect the licensure of Union Plaza Operating Company, dba Union Plaza Hotel & Casino, to receive a percentage of gaming revenue from the sports pools that participate with and are operated by Coast Hotels and Casinos, Inc.
2. THAT the Fourth Revised Order of Registration, dated August 24, 2000, is hereby amended and restated, in its entirety, by this Fifth Revised Order of Registration.

3. THAT Union Plaza Hotel and Casino, Inc. is registered as a publicly traded corporation and found suitable as the sole shareholder of Union Plaza Operating Company.

4. THAT Exber, Inc. and John Davis Gaughan are each found suitable as controlling shareholders of Union Plaza Hotel and Casino, Inc.

5. THAT Union Plaza Operating Company, dba Union Plaza Hotel and Casino, is licensed as a distributor, disseminator, and to conduct off-track pari-mutuel wagering and nonrestricted gaming operations, including a race book and sports pool, at One Main Street, Las Vegas.

6. THAT the approval granted Union Plaza Operating Company for licensure as a disseminator is conditioned that Union Plaza Operating Company or its affiliated Companies not be allowed to have a contractual relationship with more than one track at a time for the purpose of receiving and disseminating live telecasts of horse racing information.

7. THAT Union Plaza Operating Company, dba Union Plaza Hotel and Casino, is licensed to receive a percentage of sports pool gaming revenue from the sports pools that participate with and are operated by Coast Hotels and Casinos, Inc.

8. THAT Union Plaza Hotel and Casino, 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 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 Union Plaza Hotel and Casino, Inc., its direct and indirect subsidiaries, and their affiliated companies.

9. THAT pursuant to NRS 463.625, Union Plaza Hotel and Casino, Inc. 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 through NRS 463.645, inclusive.