

BEFORE THE NEVADA GAMING COMMISSION  
AND THE STATE GAMING CONTROL BOARD

In the Matter of  
UNITED GAMING, INC.  
(Registration)

SECOND REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board on April 12, 1989, and before the Nevada Gaming Commission on April 27, 1989 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) United Coin Machine Co., dba Eureka Saloon and Gambling Hall, for a nonrestricted license (slot machines only);
  - b) APT Coin Machines, Inc., dba Lucky Lucy's Saloon and Gambling Hall, for a nonrestricted license (slot machines only);
  - c) APT Games, Inc. for registration as an intermediary holding

company to be the sole stockholder of United Coin Machine Co., dba Eureka Saloon and Gambling Hall, and APT Coin Machines, Inc., dba Lucky Lucy's Saloon and Gambling Hall; and

d) United Gaming, Inc. for an amendment to its Revised Order of Registration.

2. THAT the Revised Order of Registration of United Gaming, Inc. (UGI), formerly known as Gaming and Technology, Inc. (GTI), and as Advanced Patent Technology, Inc. (APT), dated December 20, 1984, is hereby superseded by this Second Revised Order of Registration.

3. THAT United Gaming, Inc. is registered as a publicly traded corporation and found suitable as the sole stockholder of APT Games, Inc., Casino Electronics, Inc., and Cal-Omega.

4. THAT APT Games, Inc. is registered as an intermediary holding company to be the sole stockholder of United Coin Machine Co., and APT Coin Machines, Inc.

5. THAT United Coin Machine Co. is licensed as a manufacturer, distributor and operator of a slot machine route, and that United Coin Machine dba Eureka Saloon and Gambling Hall, is licensed to conduct nonrestricted gaming operations (slot machines only) at 500 East Sahara Avenue, Las Vegas.

6. THAT APT Coin Machines, Inc. is licensed as the operator of a slot machine route, and that APT Coin Machines, Inc., dba Lucky Lucy's Saloon and Gambling Hall, is licensed to conduct nonrestricted gaming operations (slot machines only) at 129 and 133 North Third Street, Las Vegas.

7. THAT Casino Electronics, Inc. is licensed as an operator of a slot machine route and as a manufacturer and distributor of gaming devices.

8. THAT Cal-Omega is licensed as a manufacturer and distributor of gaming devices.

9. THAT all voting securities of United Gaming, Inc. shall each bear a statement which shall be substantially as follows:

"Beneficial owners of the voting securities issued by this corporation are subject to the regulatory provisions of the Nevada Gaming Control Act (NRS 463.010 et. seq.) and the regulations of the Nevada Gaming Commission. If at any time the Nevada Gaming Commission finds a beneficial owner of such securities to be unsuitable to hold such securities, the beneficial owner must dispose of the securities. The laws and gaming regulations of the State of Nevada restrict the rights of a beneficial owner under certain circumstances (i) to receive any dividend or interest upon such securities, or (ii) to exercise directly or indirectly any voting rights conferred by such securities, or (iii) to receive any remuneration in any form from the corporation for services rendered or otherwise."

10. THAT except for public offerings subject to Regulation 16.110, any offer for the sale of any equity security, as defined by NRS 463.484, shall be void without prior approval of the State Gaming Control Board. Such approval is deemed granted if an application for same has been filed with the Board for 30 days and the Board has not ordered acceleration or extension of time, or issued a stop order during such period.

11. THE COMMISSION hereby delegates to the Chairman of the State Gaming

Control Board the authority to issue interlocutory stop orders for good cause pertaining to any equity security subject to paragraph 10 above. Any stop order so issued may be reviewed by the Commission.

12. THAT United Gaming, Inc., shall fund and maintain with the State Gaming Control Board a revolving fund in the amount of \$5,000, for the purpose of funding investigative reviews by the Board for compliance with the terms of this Second 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 United Coin Machine Co., APT Coin Machines, Inc., Casino Electronics, Inc., Cal-Omega, and their affiliated companies which relate to the terms of this Second Revised Order of Registration.

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

14. THAT pursuant to subsection 2 or NRS 463.625, United Gaming, Inc. is exempted from compliance with subsections 1, 2, 6, and 7 of NRS 463.585, and NRS 463.595 through NRS 463.615, inclusive, and shall instead comply with NRS 463.635 through NRS 463.645, inclusive.

15. THAT United Gaming, Inc. is exempted from Regulation 15, except for the provisions of Regulations 15.585.3-1, 15.585.3-2 and 15.585.4-1, and shall

instead comply with Regulation 16.

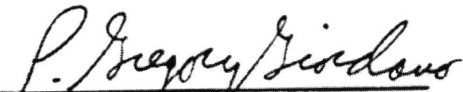
16. THAT the Commission hereby expressly finds that the exemptions granted herein are consistent with the State policy set forth in NRS 463.0129 and NRS 463.489.

ENTERED at Las Vegas, Nevada this 27th day of April, 1989.

FOR THE COMMISSION:


  
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John F. O'Reilly, Chairman

Submitted by:

  
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P. Gregory Giordano  
Deputy Chief, Investigation  
Corporate Securities

APPROVED AS TO FORM:

BRIAN McKAY  
ATTORNEY GENERAL

By   
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Dan R. Reaser  
Chief Deputy Attorney General  
Gaming Division