

BEFORE THE NEVADA GAMING COMMISSION  
AND THE STATE GAMING CONTROL BOARD

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In the Matter of

BECKER GAMING, INC.  
and  
ARIZONA CHARLIE'S, INC.

(Registration)

SIXTH REVISED ORDERS OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on September 2, 1998, and before the Nevada Gaming Commission ("Commission") on September 24, 1998, 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 Arizona Charlie's, Inc. for an amendment to its Fifth Revised Orders of Registration; and

b. The application of Carl Celian Ichan for approval of an acquisition of control of Arizona Charlie's, Inc. and for a finding of

suitability as a shareholder and controlling shareholder of Arizona Charlie's, Inc.; and

c. The application of Nybor Limited Partnership for approval of an acquisition of control of Arizona Charlie's, Inc. and for a finding of suitability as the sole shareholder of Arizona Charlie's, Inc.

2. THAT the Fifth Revised Orders of Registration, dated September 25, 1997, are hereby amended and restated, in their entirety, by these Sixth Revised Orders of Registration.

3. THAT Becker Gaming, Inc. is registered as a publicly traded corporation and is found suitable as the sole stockholder of Becker Gaming Group and Sunset Coin, Inc.

4. THAT Becker Gaming, Inc., pursuant to NGC Regulation 16.200, is granted approval for an acquisition of control of Becker Gaming Group and Sunset Coin, Inc.

5. THAT Bruce Frederic Becker, Barry Weddington Becker, Ernest August Becker, III, Ernest August Becker, IV, and Kathleen Caldwell Becker, are each found suitable, pursuant to NRS 463.643 as stockholders of Becker Gaming, Inc. and are each found suitable, pursuant to NGC Regulation 16.400, as controlling stockholders of Becker Gaming, Inc.

6. THAT Arizona Charlie's, Inc. is registered as a publicly traded corporation.

7. THAT Carl Celian Ichan is approved, pursuant to NGC Regulation 16.200, for an acquisition of control of Arizona Charlie's, Inc., is found suitable, pursuant to NRS 463.643, as a shareholder of Arizona Charlie's, Inc.

and is found suitable, pursuant to NGC Regulation 16.400, as a controlling shareholder of Arizona Charlie's, Inc.

8. THAT Nybor Limited Partnership is approved, pursuant to NGC Regulation 16.200, for an acquisition of control of Arizona Charlie's, Inc. and is found suitable as the sole shareholder of Arizona Charlie's, Inc.

9. THAT Arizona Charlie's, Inc., dba Arizona Charlie's Hotel & Casino is licensed as a distributor and to conduct off-track pari-mutuel race and sports wagering and nonrestricted gaming operations, including a race book and sports pool, at 740 South Decatur Boulevard, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

10. THAT Becker Gaming Group, dba Charlie's Lakeside Bar & Grill, is licensed to conduct nonrestricted gaming operations (slot machines only) at 8603 West Sahara Avenue, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

11. THAT Becker Gaming Group, is licensed to conduct restricted gaming operations at those locations identified in the records of the Board, subject to such conditions or limitations as may be imposed by the Commission.

12. THAT Becker Gaming Group is registered as an intermediary company and is found suitable as the sole stockholder of Innerout, Inc.

13. THAT Innerout, Inc., dba Charlie's Bar Down Under, is licensed to conduct nonrestricted gaming operations (slot machines only) at 1950 North Buffalo Drive, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

14. THAT Sunset Coin, Inc. is licensed as a manufacturer, distributor and operator of a slot machine route, subject to such conditions or limitations as may be imposed by the Commission.

15. THAT Becker Gaming, Inc. shall establish and maintain a compliance committee for the purpose of, at a minimum, performing due diligence, determining the suitability of relationships with other entities and individuals, and to review and ensure Becker Gaming, Inc., its subsidiaries and any affiliated entities compliance with the Nevada Gaming Control Act, as amended, and the Commission's Regulations, as amended. The compliance committee plan, any amendments thereto, and the members of the compliance committee shall be administratively reviewed and approved by the Chairman of the Board, or his designee.

16. THAT Becker Gaming, 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 Becker Gaming, Inc., its subsidiaries and any affiliated entities.

17. THAT, pursuant to NRS 463.625, Becker Gaming, Inc. and Arizona Charlie's, Inc. are 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.

18. THAT Becker Gaming, Inc. is exempted from NGC Regulation 15 and shall instead comply with the provisions of NGC Regulation 16.

19. THAT Arizona Charlie's, Inc. is exempted from NGC Regulation 15 and shall instead comply with the provisions of NGC Regulation 16; provided, however, that pursuant to NGC Regulation 16.450, Arizona Charlie's, Inc., is exempted from the provisions of NGC Regulation 16.100(1) and (2) and the balance of NGC Regulation 16 shall be interpreted so as to apply to Arizona Charlie's, Inc.

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

ENTERED at Las Vegas, Nevada, this 24th day of September, 1998.

FOR THE COMMISSION:



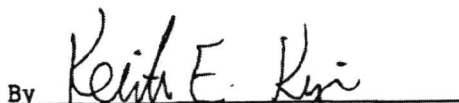
Bill Curran, Chairman

Submitted by:

  
Dennis K. Neilander, Chief  
Corporate Securities Division

APPROVED AS TO FORM:

FRANKIE SUE DEL PAPA  
ATTORNEY GENERAL

By   
Deputy Attorney General  
Gaming Division