

BEFORE THE NEVADA GAMING COMMISSION  
AND THE STATE GAMING CONTROL BOARD

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In the Matter of

APPLICATIONS OF GABELLI ASSET MANAGEMENT, INC.,  
GABELLI FUNDS, LLC, AND GAMCO INVESTORS, INC., FOR  
WAIVERS OF NRS 463.643(4) PURSUANT TO NGC  
REGULATIONS 16.010(14) AND 16.430

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ORDER

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on September 5, 2002, and before the Nevada Gaming Commission ("Commission") on September 26, 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 applications, as amended and supplemented, of Gabelli Asset Management, Inc., GAMCO Investors, Inc., and Gabelli Funds, LLC ("Gabelli") for waivers of NRS 463.643(4) as institutional investors pursuant to NGC Regulations 16.010(14) and 16.430, have been filed.

2. THAT the applications of Gabelli for waivers of NGC Regulation 4.080(1), pursuant to NGC Regulation 4.080(3), have been filed.

3. THAT the applications of Gabelli described herein have been filed on the basis that they are neither a commitment nor an admission of any present intent to purchase the securities of the companies for which a waiver has been requested.

4. THAT Gabelli is hereby granted, for a period of two (2) years from the effective date of this Order, a waiver of the provisions of NRS 463.643(4), pursuant to NGC Regulations 16.010(14) and 16.430, to beneficially own not more than fifteen percent (15%), unless in accordance with NGC Regulation 16.430(2), of the total number of outstanding shares of voting securities of Aztar Corporation. It is provided, however, that the foregoing waivers are expressly conditioned as follows:

a. The waiver may only be utilized for, and is limited to, Gabelli's investment in the voting securities of Aztar Corporation; provided however, Gabelli may beneficially own greater than ten percent (10%) but not more than fifteen percent (15%), unless in accordance with NGC Regulation 16.430(2), of the voting securities of other publicly traded corporations registered with the Commission, upon administrative approval from the Chairman of the Board or his designee.

b. Gabelli must submit to the Board by the tenth business (10) day of each month for the preceding thirty (30) day period a listing of the percentage of all voting securities held by Gabelli, based on the most current information available, of each publicly traded corporation registered with the Commission, in a form approved by the Chairman of the Board or his designee, the confidentiality of which shall be maintained by the Board and Commission pursuant to NRS 463.120.

c. Gabelli must submit the following information to the Board within thirty (30) calendar days after the end of each calendar quarter, for each publicly traded corporation registered with the Commission in which Gabelli owns ten percent (10%) or more, the confidentiality of which shall be maintained by the Board and Commission pursuant to NRS 463.120:

(1) A certification, made under oath and under the penalty of perjury, containing the following:

(a) A statement attesting that Gabelli holds and/or has held the voting securities of each such publicly traded corporation for investment purposes only and in the ordinary course of business as an institutional investor and not for the purpose of (i) causing, directly or indirectly, the election of the members of the board of directors, or (ii) affecting any change in the corporate charter, bylaws, management, policies or operations of the publicly traded corporation or any of its affiliates.

(b) A statement that Gabelli has not exceeded the provisions of NGC Regulation 16.430(2)(a) - (e), which enumerates certain activities that are deemed to be consistent with Gabelli's holding voting securities for investment purposes only.

(c) The name, title and telephone number of the person(s) having direct control over Gabelli's holdings of voting securities in each such publicly traded corporation.

(d) The name, title and telephone number of the persons serving on the Board of Trustees.

(e) A statement of all complaints, arrests, indictments or convictions of any officer or director of Gabelli regarding the rules and regulations of the Securities and Exchange Commission and any regulatory agency of any State where it conducts business, or any offense which would constitute a gross misdemeanor or felony if committed in the State of Nevada. The name, position, charge, arresting agency, and a brief description of the event must also be included in the statement.

(f) A statement indicating any change to the structure and/or operations of Gabelli which could affect its classification as an Institutional Investor as defined by NGC Regulation 16.010(14).

(g) A statement by the signatory of the certification that he/she has the authority to sign the certification and to bind Gabelli to the contents therein.

5. Gabelli shall continue to maintain its previously adopted compliance program to implement and ensure Gabelli's compliance with the Nevada Gaming Control Act (the "Act"), the regulations promulgated thereunder (the "Regulations"), and this Order. The compliance program, as it relates to the applicable requirements of the Act and the Regulations, shall be amended at the request of the Chairman of the Board or his designee. All amendments to the compliance program shall be administratively approved by the Chairman of the Board or his designee. Gabelli shall promptly report any appointments or resignations of the compliance committee members.

6. Gabelli shall fund and maintain with the Board a revolving fund in the total amount of \$10,000 for the purpose of funding investigative reviews by the Board for compliance with the terms and provisions of this Order or any other Orders relating to waivers of NRS 463.643(4), pursuant to NGC Regulation 16.430. Without limiting the foregoing, the Board shall have the right, without notice, to draw upon the funds of the 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 Gabelli and its affiliated entities.

7. THAT Gabelli is hereby granted, for a period of two (2) years from the effective date of this Order, a waiver of the provisions of NGC Regulation 4.080(1), pursuant to NGC Regulation 4.080(3), specifically and only as it relates to the waivers of NRS 463.643(4) granted to Gabelli, pursuant to NGC Regulation 16.430, as beneficial owners of the voting securities of publicly traded corporations registered with the Commission.

8. The Commission hereby expressly finds that the waivers herein granted are consistent with the State policies set forth in NRS 463.0129, 463.489, and 463.622 and the standards set forth in NGC Regulation 16.060.

ENTERED at Las Vegas, Nevada, this 26<sup>th</sup> day of September 2002.

