

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of
JACKPOT ENTERPRISES, INC.
(Registration)

REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board on May 10, 1989, and before the Nevada Gaming Commission on May 25, 1989, at Carson City, 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) Cardivan Company, db as Las Vegas Inn, for a nonrestricted license (slot machines only); and

b) Jackpot Enterprises, Inc. for a revision of its Order of Registration, as previously amended.

2. THAT the Order of Registration of Jackpot Enterprises, Inc., dated June 18, 1981, and the First, Second, and Third Amendments thereto dated

May 20, 1982, January 19, 1984, and January 23, 1986, respectively, are hereby consolidated into and updated by this Revised Order of Registration.

3. THAT Jackpot Enterprises, Inc. is registered as a publicly traded corporation and found suitable to be the sole shareholder of Cardivan Company, Corral United, Inc. and Corral Coin, Inc.

4. THAT Cardivan Company is licensed as a slot route operator, and that Cardivan Company, db as Las Vegas Inn, is hereby licensed to conduct nonrestricted gaming operations (slot machines only) at 1501 West Sahara Avenue, Las Vegas.

5. THAT Corral United, Inc., dba Corral United, is licensed as a slot route operator.

6. THAT Corral Coin, Inc., dba Corral Coin, is licensed as a slot route operator.

7. THAT Bristol Holdings, Inc., formerly known as Bristol Gaming Corporation, is found suitable to be a controlling shareholder of Jackpot Enterprises, Inc.

8. THAT pursuant to NRS 463.625(2), Jackpot Enterprises, Inc. is exempted from compliance with NRS 463.585 (1), (2), (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.

9. THAT Jackpot Enterprises, 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.

10. THAT except as provided by NRS 463.690(2), neither Jackpot Enterprises, Inc., nor any person controlling, controlled by, or under common

control with Jackpot Enterprises, Inc., 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.

11. THAT all voting securities of Jackpot Enterprises, Inc. shall bear a statement which shall be substantially as follows:

"Beneficial owners of the Common Stock issued by this Corporation are subject to the regulatory provisions of the Nevada Gaming Control Act (Nevada Revised Statutes, Ch. 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 the securities evidenced by this certificate to be unsuitable to hold such securities, they must be disposed of by such beneficial owner. The laws and gaming regulations of the State of Nevada restrict the rights of a beneficial owner of such securities under certain circumstances (a) to receive any dividend upon such securities or (b) to exercise directly or indirectly any voting rights conferred by such securities or (c) to receive any remuneration in any form from this Corporation for services rendered or otherwise."

12. THAT the Commission expressly finds that the exemptions hereinabove granted are consistent with the State policies set forth in NRS 463.0129 and NRS 463.489.

13. THAT except for public offerings subject to Regulation 16.110, any offer for the sale of an equity security, as defined by NRS 463.484, by any

affiliated company of Cardivan Company or Corral United, Inc., shall not become effective without the prior approval of the State Gaming Control Board. Such approval is deemed to be granted if an application for the same has been filed with the Board for 30 days and the Board has not ordered an acceleration or extension of time, or issued a stop order during such period.

14. 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 this Revised Order of Registration. Any stop order so issued may be reviewed by the Commission.

15. THAT Jackpot Enterprises, Inc. shall maintain a Compliance Committee for the purpose of performing due diligence in future acquisitions of slot locations, and determining the suitability of relationships with other business entities and individuals, including but not limited to key employees, officers and directors of the corporation; and further, to review all operations areas of the companies for compliance with Nevada Gaming Commission Regulations and Chapter 463 of the Nevada Revised Statutes. The Compliance Committee shall conduct its affairs in accordance with the plan for such committee submitted to the Board on August 7, 1986.

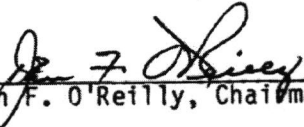
16. THE Commission hereby delegates to the Chairman of the State Gaming Control Board the authority to require and administratively approve amendments to the Compliance Committee plan and to the composition and duties of the Compliance Committee.

17. THAT Jackpot Enterprises, 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 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 Corral United, Inc., Corral Coin, Inc., Cardivan Company, and their affiliated companies, which relate to the terms of this Revised Order of Registration.

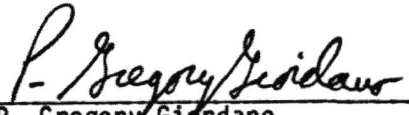
ENTERED at Carson City, Nevada, this 25th day of May, 1989.

FOR THE COMMISSION:



John F. O'Reilly, Chairman

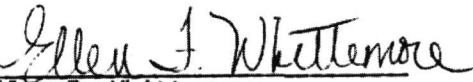
Submitted by:



P. Gregory Giordano
Deputy Chief, Investigations
Corporate Securities

APPROVED AS TO FORM:

BRIAN MCKAY
ATTORNEY GENERAL

By 

Ellen F. Whittemore
Deputy Attorney General
Gaming Division