

BEFORE THE NEVADA GAMING COMMISSION  
AND THE STATE GAMING CONTROL BOARD

In the Matter of

JACKPOT ENTERPRISES, INC.

(Delayed Public Offering)

ORDER

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on March 4, 1998, and before the Nevada Gaming Commission ("Commission") on March 19, 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 applications of Jackpot Enterprises, Inc. for approval of a continuous or delayed public offering by it or any affiliated company wholly owned by it which is or would thereby become a publicly traded corporation ("Affiliate"), and for approval to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Cardivan Company, Corral United, Inc., Corral Coin, Inc., Corral Country Coin, Inc. and

Jackpot Gaming, Inc., pursuant to a public offering made by Jackpot Enterprises, Inc. under the continuous or delayed public offering approval;

b. The applications of Jackpot Gaming, Inc. for approval to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Jackpot Owl, Inc. and Jackpot's Highway 93 Casino, Inc., pursuant to a public offering made by Jackpot Enterprises, Inc. or its Affiliates, under the continuous or delayed public offering approval; and

c. The applications of Cardivan Company, Corral United, Inc., Corral Coin, Inc., Corral Country Coin, Inc., Jackpot Owl, Inc. and Jackpot's Highway 93 Casino, Inc. for approval to guarantee securities issued by, and to hypothecate their assets to secure the payment or performance of any obligations evidenced by, securities issued by Jackpot Enterprises, Inc. or Affiliate(s) under the continuous or delayed public offering approval.

2. THAT for a period of two years Jackpot Enterprises, Inc. and any Affiliate(s) are hereby granted approval, pursuant to NGC Regulation 16.115, to make public offerings, subject to the following conditions:

a. That at all times during the two year period, Jackpot Enterprises, Inc. and its Affiliate(s) shall timely file all reports required by Section 13 or Section 15(d) of the Securities Exchange Act of 1934 as amended.

b. That upon filing documents with the United States Securities and Exchange Commission ("SEC") regarding the sale of any securities for which approval would otherwise be required, Jackpot Enterprises, Inc. and its Affiliate(s) shall contemporaneously provide written notice and copies of such

documents to the Board's Corporate Securities Division, and shall keep said Division continuously and promptly informed as to the progress of any public offering made hereunder and as to any other event that would have a material effect on Jackpot Enterprises, Inc. or its subsidiaries, which would be subject to reporting on SEC Form 8-K; and

c. That the approval herein granted may be rescinded without prior notice upon the issuance of an interlocutory stop order by the Chairman of the Board. Said interlocutory stop order, if issued, shall remain in effect until the interlocutory stop order is lifted by the Commission upon such terms as are satisfactory to the Commission.

3. THE Commission hereby delegates to the Chairman of the Board the authority to issue interlocutory stop orders for good cause, which shall remain in effect until lifted by the Commission as provided in paragraph 2(c) above.

4. THAT for a period of two years Jackpot Enterprises, Inc. is hereby granted approval, pursuant to NGC Regulations 15.510.1-4 and 15.585.7-3, as appropriate to place restrictions upon the transfer of, and to enter into agreements not to encumber, any equity securities of Cardivan Company, Corral United, Inc., Corral Coin, Inc., Corral Country Coin, Inc. and Jackpot Gaming, Inc., pursuant to a public offering made under the approval granted by paragraph 2 of this Order.

5. THAT for a period of two years Jackpot Gaming, Inc. is hereby granted approval, pursuant to NGC Regulation 15.510.1-4, to place restrictions upon the transfer of, and to enter into agreements not to encumber, any equity securities of Jackpot Owl, Inc. and Jackpot's Highway 93 Casino, Inc., pursuant

to a public offering made under the approval granted by paragraph 2 of this Order.


6. THAT for a period of two years Cardivan Company, Corral United, Inc., Corral Coin, Inc., Corral Country Coin, Inc., Jackpot Owl, Inc. and Jackpot's Highway 93 Casino, Inc. are each granted approval, pursuant to NGC Regulation 16.100(3), to guarantee securities issued by Jackpot Enterprises, Inc. or its Affiliate(s), pursuant to a public offering made under the approval granted by paragraph 2 of this Order, and to hypothecate their assets to secure the payment or performance of obligations evidenced by securities issued by Jackpot Enterprises, Inc.

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or its Affiliate(s), pursuant to a public offering made under the approval granted by paragraph 2 of this Order.

ENTERED at Las Vegas, Nevada, this 19th day of March, 1998.

FOR THE COMMISSION:

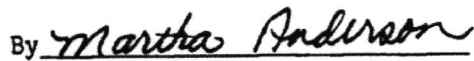
  
Bill Curran, Chairman

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