

BEFORE THE NEVADA GAMING COMMISSION  
AND THE STATE GAMING CONTROL BOARD

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

SIXTEENTH REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on March 8, 2000, and before the Nevada Gaming Commission ("Commission") on March 23, 2000, 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 to effect the disposition of securities of Cardivan Company, Corral United, Inc., Corral Coin, Inc., and Corral Country Coin, Inc. to Jackpot Gaming, Inc., and for an amendment to its Fifteenth Revised Order of Registration to delete Paragraph 13, among other things; and

b. The applications of Jackpot Gaming, Inc. for (i) registration as an intermediary company, (ii) licensure as the sole

shareholder of Cardivan Company, Corral United, Inc., Corral Coin, Inc. and Corral Country Coin, Inc. and (iii) approval to issue securities.

2. THAT the Fifteenth Revised Order of Registration of Jackpot Enterprises, Inc., dated March 19, 1998, is hereby amended and restated, in its entirety, by this Sixteenth Revised Order of Registration.

3. THAT Jackpot Enterprises, Inc. is registered as a publicly traded corporation and found suitable as the sole shareholder of Jackpot Gaming, Inc.

4. THAT Jackpot Gaming, Inc. is registered as an intermediary company and found suitable as the sole shareholder of Jackpot's Highway 93 Casino, Inc., Cardivan Company, Corral United, Inc., Corral Coin, Inc. and Corral Country Coin, Inc.

5. THAT Jackpot's Highway 93 Casino, Inc., dba Pony Express Casino, is licensed to conduct nonrestricted gaming operations (slot machines only) at Highway 93 via Poker Street, Jackpot, subject to such conditions or limitations as may be imposed by the Commission.

6. THAT, subject to such conditions or limitations as may be imposed by the Commission, Cardivan Company is licensed as an operator of a slot machine route and as a manufacturer and distributor, and Cardivan Company, is licensed to conduct nonrestricted gaming operations (slot machines only) at each of the following locations:

Albertson's #6008, 4420 East Bonanza Road, Las Vegas,  
and  
Albertson's #6046, 1001 South Rainbow Boulevard,  
Las Vegas.

7. THAT Corral United, Inc. is licensed as an operator of a slot machine route, subject to such conditions or limitations as may be imposed by the Commission.

8. THAT Corral Coin, Inc. is licensed as an operator of a slot machine route, subject to such conditions or limitations as may be imposed by the Commission.

9. THAT Corral Country Coin, Inc. is licensed as an operator of a slot machine route, subject to such conditions or limitations as may be imposed by the Commission.

10. THAT, pursuant to NRS 463.510, Cardivan Company, Corral United, Inc., Corral Coin, Inc. and Corral Country Coin, Inc. are each approved to effect the disposition of their respective securities to Jackpot Gaming, Inc.

11. That, pursuant to NGC Regulation 15.585.7-1, Jackpot Gaming, Inc. is approved to issue securities.

12. THAT Jackpot Enterprises, Inc. shall maintain its presently existing gaming a compliance program ("Plan") 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 the compliance of Jackpot Enterprises, Inc., its subsidiaries and any affiliated entities with the Nevada Gaming Control Act ("Act"), as amended, and the Nevada Gaming Commission Regulations

("Regulations"), as amended. The Plan, any amendments thereto, and the members to the compliance committee, one which shall be independent and knowledgeable in gaming regulations, shall be administratively reviewed and approved by the Chairman of the Board, or his designee. Furthermore, upon request of the Chairman of the Board, or his designee, Jackpot Enterprises, Inc. shall amend the Plan, or any element thereof, and perform such duties as may be assigned by the Chairman of the Board or his designee related to a review of activities relevant to the continuing qualification of Jackpot Enterprises, Inc. under the provisions of the Act and Regulations.

13. THAT Jackpot Enterprises, 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 Sixteenth 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 reviews of all activities of Jackpot Enterprises, Inc., Jackpot Gaming, Inc., Cardivan Company, Corral United, Inc., Corral Coin, Inc., Corral Country Coin, Inc. and Jackpot's Highway 93 Casino, Inc. and their affiliated companies.

14. THAT pursuant to NRS 463.625, 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.

15. THAT Jackpot Enterprises, Inc. is exempted from NGC Regulation 15, except for the provisions of NGC Regulations 15.585.3-1, 15.585.3-2 and 15.585.4-1, and shall instead comply with the NGC Regulation 16.


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

ENTERED at Las Vegas, Nevada, this 23rd day of March 2000.

FOR THE COMMISSION:

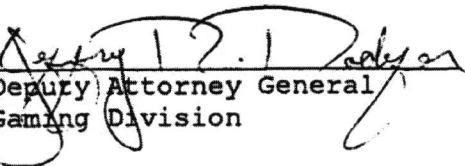
  
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Brian Sandoval, Chairman

Submitted by:

  
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Daurean G. Sloan, Chief  
Corporate Securities Division

APPROVED AS TO FORM:

FRANKIE SUE DEL PAPA  
ATTORNEY GENERAL

By   
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Deputy Attorney General  
Gaming Division