

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

LONDON CLUBS INTERNATIONAL PLC

(Delayed Public Offering)

ORDER

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on March 7, 2001, and before the Nevada Gaming Commission ("Commission") on March 22, 2001, 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 London Clubs International plc for (i) a two year 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"), (ii) approval of an exemption from the eligibility requirements set forth in NGC Regulation 16.115(1), pursuant to NGC Regulation 16.450, and (iii) approval to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of London Clubs Holdings Limited,

in conjunction with public offerings made under the continuous or delayed public offering approval;

b. The application of London Clubs Holdings Limited for approval to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of London Clubs Nevada Inc., in conjunction with public offerings made under the continuous or delayed public offering approval; and

c. The application of London Clubs Nevada Inc., for approval to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Aladdin Gaming Holdings, LLC, in conjunction with public offerings made under the continuous or delayed public offering approval.

2. THAT for a period of two years London Clubs International plc and its Affiliate(s) are hereby granted approval, pursuant to NGC Regulation 16.115 and Paragraph 11 of its Order of Registration, dated July 27, 2000, to make public offerings, subject to the following conditions:

a. That at all times during the two year period, London Clubs International plc and its Affiliate(s) shall timely file all material documents with the Financial Services Authority of the United Kingdom ("FSA") and the London Stock Exchange, as set forth in Paragraph 10(a) of its Order of Registration, dated July 27, 2000;

b. That upon filing documents with the FSA or the London Stock Exchange regarding the sale of any securities for which approval would otherwise be required, London Clubs International plc and its Affiliate(s) shall contemporaneously provide written notice and copies of such documents to the Board's Corporate Securities Division ("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 London Clubs International plc or its subsidiaries which would be subject to reporting to the FSA; 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 London Clubs International plc is hereby granted approval, pursuant to NGC Regulation 16.450, for an exemption from the eligibility requirements of NGC Regulation 16.115(1).

5. THAT for a period of two years London Clubs International plc is hereby granted approval, pursuant to NGC Regulation 15.585.7-3, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of London Clubs Holdings Limited, pursuant to a public offering made under the approval granted by Paragraph 2 of this Order.

6. THAT for a period of two years London Clubs Holdings Limited is hereby granted approval, pursuant to NGC Regulation 15.585.7-3, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of London Clubs Nevada Inc., pursuant to a public offering made under the approval granted by Paragraph 2 of this Order.

7. THAT for a period of two years London Clubs Nevada Inc., is hereby granted approval, pursuant to Paragraph 22 of the Order of Registration, dated July 27, 2000, of London Clubs International plc, to place restrictions upon the transfer of, and to enter into agreements

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not to encumber, the equity securities of Aladdin Gaming Holdings, LLC, pursuant to a public offering made under the approval granted by Paragraph 2 of this Order.

ENTERED at Las Vegas, Nevada, this 22nd day of March 2001.

FOR THE COMMISSION:



Brian Sandoval, Chairman

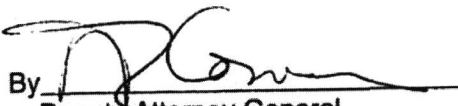
Submitted by:



Leto Dorn, Chief
Corporate Securities Division

APPROVED AS TO FORM:

FRANKIE SUE DEL PAPA
ATTORNEY GENERAL

By 

Deputy Attorney General
Gaming Division