

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

LONGS DRUG STORES CORPORATION and
LONGS DRUG STORES CALIFORNIA, INC.

(Registration)

ORDER OF REGISTRATION (LONGS DRUG STORES CORPORATION) AND
ORDER AMENDING REGISTRATION (LONGS DRUG STORES CALIFORNIA, INC.)

THIS MATTER came on regularly for hearing before the State Gaming Control Board on October 16, 1985 and before the Nevada Gaming Commission on October 24, 1985 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) Longs Drug Stores Corporation for registration as a publicly traded company and a finding of suitability as sole stockholder of Longs Drug Stores California, Inc. (formerly Longs Drug Stores, Inc.); and

(b) Longs Drug Stores California, Inc. (formerly Longs Drug Stores, Inc.) for approval of a corporate reorganization, name change and amendment of registration from publicly traded corporation to intermediary holding company.

2. THAT the Longs Drug Stores, Inc. Order of Registration dated June 21, 1979 and Amendments No. 1 and No. 2 dated April 24, 1980 and November 12, 1980, respectively, are superceded by this Order.

3. THAT the reorganization of Longs Drug Stores California, Inc. (formerly Longs Drug Stores, Inc.) is approved.

4. THAT Longs Drug Stores Corporation is registered as a publicly traded corporation and found suitable as sole stockholder of Longs Drug Stores California, Inc., and that Joseph M. Long and Thomas J. Long are found suitable as controlling stockholders of Longs Drug Stores Corporation.

5. THAT Longs Drug Stores California, Inc. is registered as an intermediary holding company and found suitable as sole stockholder of Longs Drug Stores, Inc.-Nevada.

6. THAT Longs Drug Stores, Inc.-Nevada is approved for restricted licenses at the following locations:

Longs Drug Store, 2400 U.S. Highway 50 East; Carson City, Nevada

Longs Drug Store, 1119 California Street; Reno, Nevada

Longs Drug Store, 2300 Oddie Boulevard; Sparks, Nevada.

7. THAT the approvals granted in paragraph nos. 3, 4, and 5 are conditioned that Longs Drug Stores Corporation qualify to do business in Nevada as required by NRS 463.635(2) within 30 days.

8. THAT pursuant to NRS 463.625(2), Longs Drug Stores Corporation is exempted from compliance with NRS 463.585(1), (2), (5), (6) and (7) and NRS 463.595 through 463.615, inclusive, and shall instead comply with NRS 463.635 through NRS 463.645, inclusive.

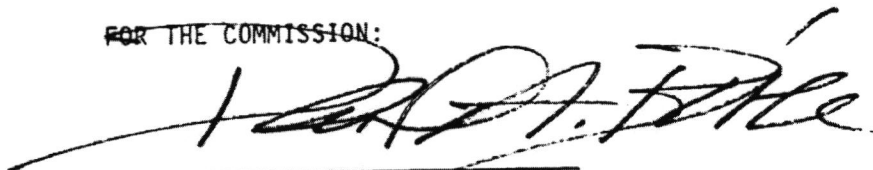
9. THAT Longs Drug Stores Corporation is exempted from Regulation 15 except for the provisions of Regulation 15.585.4-1, and shall instead comply with the provisions of Regulation 16.

10. THAT except as provided by NRS 463.690(2), neither Longs Drug Stores Corporation, nor any person controlling, controlled by, or under common control with Longs Drug Stores Corporation, shall have any involvement with gaming or pari-mutuel wagering outside the State of Nevada without first obtaining approval of the Nevada Gaming Commission.

11. THAT the Commission hereby 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 Carson City, Nevada this 24th day of October, 1985.

FOR THE COMMISSION:




Paul A. Bible, Chairman

Submitted by:


Geri L. Kowitt
Deputy Chief, Investigations
Corporate Securities

APPROVED AS TO FORM:

BRIAN McKAY
ATTORNEY GENERAL

By 
James C. Giudici
Deputy Attorney General
Gaming Division