

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of
NEVSTAR GAMING & ENTERTAINMENT CORPORATION
(Registration)

ORDER OF REGISTRATION

THIS MATTER came on specially for hearing before the State Gaming Control Board ("Board") on June 11, 1998, at Las Vegas, Nevada, and regularly before the Nevada Gaming Commission ("Commission") on June 23, 1998, 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, have been filed:
 - a. The application of Nevstar Gaming & Entertainment Corporation for registration as a publicly traded corporation, for approval of an exemption from NGC Regulation 16.100(1) and for approval to conduct nonrestricted gaming operations, dba Mesquite Star Hotel and Casino, at 333 Sandhill Boulevard, Mesquite; and

b. The application of Richard Tam for a finding of suitability as a shareholder and controlling shareholder of Nevstar Gaming & Entertainment Corporation;

2. THAT Nevstar Gaming & Entertainment Corporation is registered as a publicly traded corporation.

3. THAT Richard Tam is found suitable, pursuant to NRS 463.643 and NGC Regulation 16.400, as a shareholder and controlling shareholder of Nevstar Gaming & Entertainment Corporation.

4. THAT Nevstar Gaming & Entertainment Corporation, dba Mesquite Star Hotel and Casino is licensed to conduct nonrestricted gaming operations at 333 Sandhill Boulevard, Mesquite, subject to such conditions or limitations as may be imposed by the Commission.

5. THAT Nevstar Gaming & Entertainment Corporation shall establish and maintain a gaming 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 Nevstar Gaming & Entertainment Corporation its subsidiaries and any affiliated entities with the Nevada Gaming Control Act (the "Act"), as amended, and the Commission's Regulations (the "Regulations"), as amended. The gaming compliance program plan, any amendments thereto, and the members of the compliance committee 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, Nevstar Gaming & Entertainment Corporation shall amend the compliance committee 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 the activities relevant to the continuing qualification of Nevstar Gaming & Entertainment Corporation under the provisions of the Act and Regulations.

6. THAT Nevstar Gaming & Entertainment Corporation 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 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 Nevstar Gaming & Entertainment Corporation its subsidiaries and any affiliated entities.

7. THAT, pursuant to NRS 463.625, Nevstar Gaming & Entertainment Corporation is exempted from compliance with NRS 463.585 through 463.615, inclusive, and shall instead comply with NRS 463.635 through NRS 463.645, inclusive.

8. THAT, Nevstar Gaming & Entertainment Corporation is exempted from NGC Regulation 15 and shall instead comply with the provisions of NGC Regulation 16; provided, however that Nevstar Gaming & Entertainment Corporation is exempted from compliance with NGC Regulation 16.100(1) and the balance of NGC Regulation 16 shall be interpreted so as to apply to Nevstar Gaming & Entertainment Corporation.

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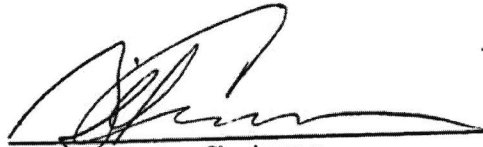
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9. THAT the Commission hereby expressly finds that the exemptions and waivers herein granted are consistent with the State policy set forth in NRS 463.0129 and NRS 463.489.

ENTERED at Carson City, Nevada, this 23rd day of June, 1998.

FOR THE COMMISSION:

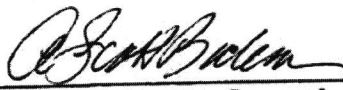

Bill Curran, Chairman

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