

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of
THE SANDS REGENT
(Registration & Public Offering)

ORDER OF REGISTRATION
AND
ORDER APPROVING PUBLIC OFFERING

THIS MATTER came on regularly for hearing before the State Gaming Control Board on November 7, 1984, and before the Nevada Gaming Commission on November 15, 1984, 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, are hereby accepted as filed:

(a) The application of The Sands Regent to be registered as a publicly traded corporation and sole stockholder of Zante, Inc.;

(b) The application of The Sands Regent to make a public offering of common stock; and

(c) The applications of certain shareholders of The Sands Regent for findings of suitability.

2. THAT The Sands Regent is hereby registered as a publicly traded corporation and is found suitable to be the sole stockholder of Zante, Inc.; and the following persons are found suitable as shareholders of The Sands Regent:

Katherine Johnson Latham
Pete Cladianos, Jr.
Pete Cladianos, III
Deborah Johnson Lundgren
John Cladianos
The Trust of Antonia Cladianos II

3. THAT The Sands Regent is hereby granted approval to make a public offering of common stock pursuant to Form S-1 Registration Statement #2-93453, subject to the following conditions:

(a) That until said public offering is fully effective and sold to the underwriters, The Sands Regent shall keep the Division of Investigation, Corporate Securities of the State Gaming Control Board continuously and promptly informed as to the progress of the offering; and

(b) That the approval herein granted may be rescinded without notice upon the issuance of an interlocutory stop order by the Chairman of the State Gaming Control Board.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.

4. THAT Zante, Inc., dba The Sands Regent and Mr. C's, continues to be licensed to conduct gaming at 345 North Arlington, Reno.

5. THAT except for public offerings subject to Regulation 16.110, any offer for the sale of any equity security, as defined

by NRS 463.484, shall be void without prior approval of the State Gaming Control Board. Such approval is deemed granted if an application for same has been filed with the Board at least 30 days and the Board has not ordered an extension of time or issued a stop order during such period.

6. THE COMMISSION hereby delegates to the Chairman of the State Gaming Control Board the authority to issue interlocutory stop orders for good cause pertaining to any equity security subject to paragraph 5 above. Any stop order so issued may be reviewed by the Commission.

7. THAT this Order of Registration and Order Approving Public Offering shall become effective upon the sale of the public offering to the underwriters. If this Order does not become effective prior to January 17, 1985, all approvals granted herein are withdrawn and all licenses and findings of suitability previously issued to Zante, Inc. shall remain in full force and effect.

8. THAT all equity securities of The Sands Regent issued after November 15, 1984, shall bear a statement which shall be substantially as follows:

"Beneficial owners of the voting securities issued by this corporation are subject to the regulatory provisions of the Nevada Gaming Control Act (NRS 463.010 et seq.) and the regulations of the Nevada Gaming Commission. If at any time the Nevada Gaming Commission finds a beneficial owner of such securities to be unsuitable to hold such securities, the beneficial owner must dispose of the securities. The laws and gaming regulations of the State of Nevada restrict the rights of a beneficial owner under certain circumstances (i) to receive any dividend or interest upon such securities, or (ii) to exercise directly or indirectly any voting rights conferred by such securities, or (iii) to receive any

remuneration in any form from the corporation for services rendered or otherwise."

9. THAT pursuant to NRS 463.625(2), The Sands Regent is hereby 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 463.645, inclusive.

10. THAT The Sands Regent is hereby exempt from Regulation 15, except for the provisions of Regulation 15.585.3-1, Regulation 15.585.3-2 and Regulation 15.585.4-1, and shall instead comply with Regulation 16.

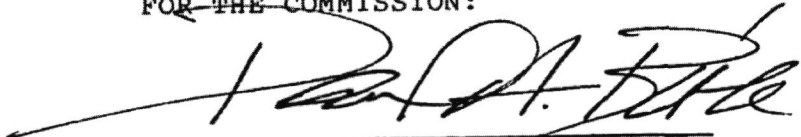
11. THAT except as permitted by NRS 463.690(2), neither The Sands Regent, nor any other person controlling, controlled by, or under common control with The Sands Regent, shall have any involvement with gaming or parimutuel wagering outside the State of Nevada without first obtaining the approval of the Nevada Gaming Commission.

12. THAT The Sands Regent shall fund and maintain, with the State Gaming Control Board, a cash deposit in the amount of \$5,000 for the purpose of funding investigative reviews by the Board for compliance with the terms of this Order of Registration and Order Approving Public Offering. 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 the progress of the marketing of this offering.


13. 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 Las Vegas, Nevada this 15th day of November, 1984.

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