

File No. SD-018

File No. SD-034

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of
SCOTT CORPORATION
AND
UNION PACIFIC CORPORATION

REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board on July 3, 1986, and before the Nevada Gaming Commission on July 17, 1986 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1) THAT the following Orders are superceded by this Revised Order:

Scott Corporation

Amendment #2 to Order of Registration	April 24, 1980
Amendment #3 to Order of Registration	July 24, 1980
Amendment #4 to Order of Registration	June 24, 1982
Amendment #5 to Order of Registration	August 22, 1985

Union Pacific Corporation

Order of Registration	July 24, 1980
Amendment #1 to Order of Registration	June 24, 1982
Amendment #2 to Order of Registration	August 22, 1985

2) THAT Scott Corporation is registered as a publicly traded company and found suitable as sole stockholder of Scott Plaza, Inc. and of Nevada Electronic Wire Service, Inc.

3) THAT Scott Plaza, Inc. dba Union Plaza Hotel and Casino is licensed as a disseminator (simulcast only) and to conduct nonrestricted gaming operations (including race book and sports pool) at One Main Street, Las Vegas.

4) THAT the approval granted Scott Plaza, Inc. for licensure as a disseminator is conditioned as follows:

(a) That Scott Plaza, Inc. or its affiliated companies not be allowed to have a contractual relationship with more than one track at a time for the purpose of receiving and disseminating live telecasts of horse racing information; and

(b) That any simulcast offered by Scott Plaza, Inc. will be in compliance with Regulations 20 and 21.

5) THAT Nevada Electronic Wire Service, Inc. is licensed to receive fifty percent (50%) of the profits of Nevada Automated Betting Systems, Inc.

6) THAT Union Pacific Corporation is registered as a publicly traded corporation and found suitable as sole stockholder of Upland Industries

Corporation.

7) THAT Upland Industries Corporation is registered as an intermediary holding company and found suitable as sole stockholder of Union Pacific Land Resources Corporation.

8) THAT Union Pacific Land Resources Corporation is registered as an intermediary holding company and found suitable as a controlling stockholder of Scott Corporation.

9) THAT Exber, Inc., a privately held corporation, is found suitable as a controlling shareholder of Scott Corporation.

10) THAT pursuant to NRS 463.625(2), Scott Corporation is exempted from compliance with NRS 463.585 (1), (2), (5), (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.

11) THAT Scott Corporation is exempted from compliance with 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.

12) THAT Union Pacific Corporation is exempted from compliance with NRS 463.635(1)(a)(1) and in lieu thereof is required to maintain its stockholders' list at the Company's executive offices in New York City, New York, and that

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Union Pacific Corporation is required to pay all costs incurred by the State Gaming Control Board to review said stockholders' list as long as Union Pacific Corporation is a registrant. Union Pacific Corporation is required to, within thirty (30) days, fund and maintain with the State Gaming Control Board a cash deposit of \$2,500 to cover such expenses.

13) THAT pursuant to NRS 463.625(2), Union Pacific Corporation is exempted from compliance with NRS 463.585(1),(2),(5),(6) and (7) and NRS 463.595 through NRS 463.615, inclusive, and shall instead comply with NRS 463.635, except NRS 463.635(1)(a)(1) as set forth in paragraph 12 above, through NRS 463.645, inclusive.

14) THAT Union Pacific Corporation is exempted from compliance with 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.

15) THAT except as permitted by NRS 463.690(2), neither Union Pacific Corporation nor Scott Corporation, nor any person controlling, controlled by, or under common control with Union Pacific Corporation or Scott Corporation shall have any involvement with gaming or parimutuel wagering outside the State of

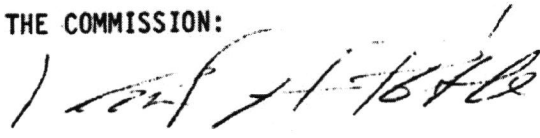
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Nevada without first obtaining the approval of the Nevada Gaming Commission.

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

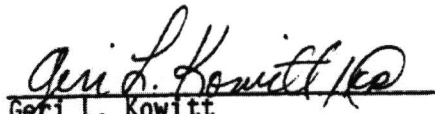
ENTERED at Carson City, Nevada this 17th day of July, 1986.

FOR THE COMMISSION:



Paul A. Bible, Chairman

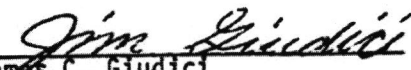
Submitted by:



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