

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of
UNION PLAZA HOTEL AND CASINO, INC.
(Registration)

THIRD REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on March 4, 1998, and before the Nevada Gaming Commission ("Commission") on March 19, 1998, 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 application of Union Plaza Hotel and Casino, Inc. for an amendment to its Second Revised Order of Registration; and

b. The application of John Davis Gaughan for a finding of suitability as a controlling shareholder of Union Plaza Hotel and Casino, Inc.

2. THAT the Second Revised Order of Registration, dated September 20, 1996, is hereby amended and restated, in its entirety, by this Third Revised Order of Registration.

3. THAT Union Plaza Hotel and Casino, Inc. is registered as a publicly traded corporation and found suitable as the sole stockholder of Union Plaza Operating Company.

4. THAT Exber, Inc. and John Davis Gaughan are each found suitable as controlling shareholders of Union Plaza Hotel and Casino, Inc.

5. THAT Union Plaza Operating Company, dba Union Plaza Hotel and Casino, is licensed as a distributor, disseminator, and to conduct off-track pari-mutuel wagering and nonrestricted gaming operations, including a race book and sports pool, at One Main Street, Las Vegas.

6. THAT the approval granted Union Plaza Operating Company for licensure as a disseminator is conditioned that Union Plaza Operating Company 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.

7. THAT Union Plaza Hotel and Casino, Inc. 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 Second Revised 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 Union

Plaza Hotel and Casino, Inc., its direct and indirect subsidiaries, and their affiliated companies.

8. THAT pursuant to NRS 463.625, Union Plaza Hotel and Casino, Inc. 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.

9. THAT Union Plaza Hotel and Casino, Inc. 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.

10. 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.

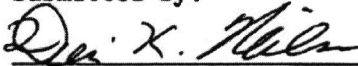
ENTERED at Las Vegas, Nevada, this 19th day of March, 1998.

FOR THE COMMISSION:



Bill Curran, Chairman

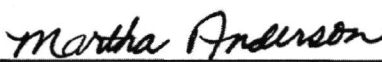
Submitted by:



Dennis K. Neilander, Chief
Corporate Securities Division

APPROVED AS TO FORM:

FRANKIE SUE DEL PAPA
ATTORNEY GENERAL

By 

Deputy Attorney General
Gaming Division