

BEFORE THE NEVADA GAMING COMMISSION  
AND THE STATE GAMING CONTROL BOARD

In the Matter of  
SCOTT CORPORATION  
(Registration)

AMENDMENT NO. 3 TO ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board on July 16, 1980, and before the Nevada Gaming Commission on July 24, 1980, in Carson City, Nevada, in conjunction with the application of Union Pacific to be registered as a publicly traded corporation, and the applications of Upland Industries Corporation, Union Pacific Land Resources Corporation and Scott Development Corporation for registration as intermediary holding companies, and the gaming licensees, Scott Plaza, Inc. and Scott Mizpah, Inc., and

THE BOARD and COMMISSION having considered the reports of Investigations, Investigations-Corporate Securities and evidence presented in the application of Union Pacific Corporation,

IT IS HEREBY ORDERED BY THE NEVADA GAMING COMMISSION UPON THE RECOMMENDATION OF THE STATE GAMING CONTROL BOARD:

1. THAT the Order of Registration of Scott Corporation, dated November 20, 1975, be, and it hereby is, rescinded.
2. THAT the Amended Order of Registration of Scott

Corporation entered on August 26, 1976 be, and it hereby is, rescinded.

3. THAT Amendment No. 2 to Order of Registration of Scott Corporation be, and it hereby is, reaffirmed except for paragraph 7 which is hereby rescinded.

4. THAT Scott Corporation be, and it hereby is, registered as a publicly traded corporation and found suitable to own 1200 shares (80%) of the outstanding common stock of Scott Development Corporation, an intermediary holding company, and that the following officers and directors of Scott Corporation are found suitable in the capacities indicated:

Frank E. Scott	Chairman of the Board and President
John K. Houssels, Jr.	Executive Vice President, Director and Secretary
John Gaughan	Vice President and Director
Michael Shapiro	Vice President and Director
Roberta C. W. McBride	Assistant Secretary
Walter F. Zick	Director
Raymond E. Friedman	Director
A. W. Moursund	Director
Roy A. Galyean	Vice President and Treasurer

5. THAT Scott Development Corporation be, and it hereby is, registered as an intermediary holding company and found suitable to be the sole stockholder of Scott Plaza, Inc., dba Union Plaza Hotel & Casino, and Union Plaza Hotel & Casino, Race Book - Sports Pool, gaming licensees at One Main Street, Las Vegas, Nevada, and as the sole stockholder of Scott Mizpah,

Inc., dba Mizpah Hotel a gaming licensee in Tonopah, Nevada, and the following officers and directors of Scott Development Corporation are found suitable in the capacities indicated:

Frank E. Scott	President and Director
John D. Gaughan	Vice President and Director
Roy A. Galyean	Vice President and Treasurer
Raymond E. Friedman	Director
A. W. Moursund	Director
John K. Houssels, Jr.	Director
Walter F. Zick	Director
L. B. Harbour, Jr.	Director
Roberta C. W. McBride	Secretary

6. THAT Scott Plaza, Inc. is licensed to conduct gaming operations at the Union Plaza Hotel & Casino in Las Vegas, Nevada, and the following individuals are licensed in the positions indicated:

Frank E. Scott	Chairman of the Board and President
John K. Houssels, Jr.	Executive Vice President and Director
John D. Gaughan	Vice President and Director
Michael Shapiro	Vice President and Director
Raymond E. Friedman	Director
Walter F. Zick	Director
John P. Jones	Vice President
Roy A. Galyean	Vice President and Treasurer
Roberta C. W. McBride	Secretary
A. W. Moursund	Director
Clovis R. Morris	Vice President and Shift Manager

7. THAT Scott Mizpah, Inc. is licensed to conduct gaming operations at the Mizpah Hotel in Tonopah, Nevada, and the following individuals are licensed in the positions indicated:

Frank E. Scott	Chairman of the Board and President
John K. Houssels, Jr.	Executive Vice President and Director
John D. Gaughan	Vice President and Director
Michael Shapiro	Vice President and Director
Clovis R. Morris	Vice President
John P. Jones	Vice President
Roy A. Galyean	Vice President and Treasurer
Walter F. Zick	Director
Raymond E. Friedman	Director
A. W. Moursund	Director

8. THAT pursuant to NRS 463.625(2), Scott Corporation be, and it hereby 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 Scott Corporation be, and it hereby is, exempt from Reg. 15, except for the provisions of Reg. 15.585.3-1, Reg. 15.585.3-2 and Reg. 15.585.4-1 and shall instead comply with Reg. 16.

10. THAT except as permitted by NRS 463.690(2), neither Scott Corporation nor any person controlling, controlled by, or under common control with Scott Corporation

shall have any involvement with gaming or pari-mutuel wagering outside the State of Nevada without first obtaining the approval of the Nevada Gaming Commission.

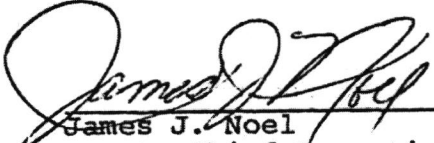
11. THAT the Commission hereby expressly finds that the exemptions hereinabove granted are consistent with the State policy set forth in NRS 463.130 and NRS 463.489.

ENTERED at Carson City this 24th day of July,  
1980.

FOR THE COMMISSION

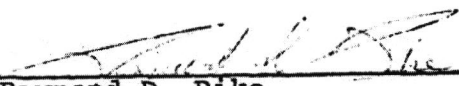
  
Harry M. Reid, Chairman

Submitted by:

  
James J. Noel  
Deputy Chief-Investigations  
Corporate Securities

APPROVED:

RICHARD BRYAN  
Attorney General

By   
Raymond D. Pike  
Deputy Attorney General  
Chief, Gaming Division