

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of
FORTUNET, INC.
(Registration)_____

SECOND REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board (“Board”) on October 4, 2006, and before the Nevada Gaming Commission (“Commission”) on October 19, 2006, 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 FortuNet, Inc., for an amendment to its Order of Registration, and
 - b. The application of Yuri Itkis for a finding of suitability as a shareholder and controlling shareholder of FortuNet, Inc.
2. THAT the Revised Order of Registration of FortuNet, Inc., dated September 21, 2006, is hereby amended and restated, in its entirety, by this Second Revised Order of Registration.

3. THAT FortuNet, Inc., is registered as a publicly traded corporation and, pursuant to NGC Regulation 16.450 is granted an exemption from the provisions of NGC Regulation 16.100(1) and (2).

4. THAT Yuri Itkis is found suitable as a shareholder and controlling shareholder of FortuNet, Inc.

5. THAT FortuNet, Inc., is licensed as a manufacturer, a distributor, an operator of an inter-casino linked system and an operator of a mobile gaming system, subject to such conditions or limitations as may be imposed by the Commission.

6. THAT FortuNet, Inc. is granted approval, pursuant to NGC Regulation 16.110, to make a public offering of 2,500,000 shares of common stock, as described in the SEC Form S-1 Registration Statement, as amended (SEC Registration No. 333-128391).

7. THAT the approvals set forth in Paragraph 6 above are specifically conditioned as follows:

a. That FortuNet, Inc., shall keep the Board's Corporate Securities Division continuously and promptly informed as to the progress of the public offering and as to any other event that would have a material effect on FortuNet, Inc., or its subsidiaries which would be subject to reporting on SEC Form 8-K; and

b. That the approvals granted herein may be rescinded without prior notice upon the issuance of an interlocutory stop order by the Chairman of the Board.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.

8. THAT the Commission hereby delegates to the Chairman of the Board the authority to issue interlocutory stop orders for any cause deemed reasonable by the Chairman, which shall remain in effect until lifted by the Commission as provided in Paragraph 7(b) above.

9. THAT the Commission hereby delegates to the Chairman of the Board the authority to administratively approve an increase in the amount of the public offering approved

in Paragraph 6; provided that the Chairman of the Board finds that such increase does not constitute a material change from the public offering approved hereby. For purposes hereof only, an increase of 20% or less in the amount of the public offering shall not be deemed a material change.

10. THAT FortuNet, Inc., shall establish and maintain a Gaming Compliance Plan (“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 compliance by FortuNet, Inc., and its subsidiaries and any affiliated entities, with the Nevada Gaming Control Act (the “Act”), as amended, the Commission’s Regulations (the “Regulations”), as amended, and the laws and regulations of any other jurisdiction in which FortuNet, Inc., its subsidiaries and any affiliated entities operate. The Plan, any amendments thereto, and the members of the gaming compliance committee, one such member who shall be independent and knowledgeable of the Act and Regulations, shall be administratively reviewed and approved by the Chairman of the Board or his designee. FortuNet, Inc., shall amend the Plan, or any element thereof, and perform such duties as may be requested or assigned by the Chairman of the Board or his designee relating to a review of activities relevant to the continuing qualifications of FortuNet, Inc., under the provisions of the Act and Regulations.

11. THAT FortuNet, Inc., shall fund and maintain with the Board a revolving fund in the amount of \$25,000 for the purpose of funding investigative reviews by the Board for compliance with the terms of this Order of Registration and any amendments thereto. 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 FortuNet, Inc., and its affiliated companies.

12. THAT pursuant to NRS 463.625, FortuNet, Inc., is exempted from compliance with NRS 463.585 through NRS 463.615, inclusive, and shall instead comply with NRS 463.635 through NRS 463.645, inclusive.

13. THAT FortuNet, Inc., is exempted from NGC Regulation 15 and shall instead comply with NGC Regulation 16.

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

ENTERED at Carson City, Nevada, this 19th day of October 2006.