

BEFORE THE NEVADA GAMING COMMISSION  
AND THE STATE GAMING CONTROL BOARD

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In the Matter of

INTERNATIONAL GAME TECHNOLOGY  
and ANCHOR GAMING

(Delayed Public Offering) \_\_\_\_\_

REVISED ORDER

THIS MATTER came on specially for hearing before the State Gaming Control Board (“Board”) and the Nevada Gaming Commission (“Commission”) on December 20, 2001, 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 International Game Technology for an amendment to its previously approved continuous or delayed public offering order dated July 26, 2001;

b. The applications of Anchor Gaming for (i) an amendment to its previously approved continuous or delayed public offering order dated June 21, 2001 and (ii) approval to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Anchor Coin and Powerhouse Technologies, Inc., in conjunction with a continuous or delayed public offering;

c. The applications of Powerhouse Technologies, Inc., for (i) approval to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of VLC of Nevada, Inc., and VLC, Inc., in conjunction with a continuous or delayed public offering and (ii) approval to guarantee securities in conjunction with a continuous or delayed public offering; and

d. The applications of Anchor Coin, VLC of Nevada, Inc., and VLC, Inc., for approval to guarantee securities and hypothecate their assets in conjunction with a continuous or delayed public offering.

2. THAT the Order of International Game Technology dated July 26, 2001 and the Order of Anchor Gaming dated June 21, 2001, are hereby amended and restated, in their entirety, by this Revised Order of International Game Technology and Anchor Gaming.

3. THAT for a period of nineteen (19) months, International Game Technology, Anchor Gaming, and any affiliated company wholly-owned by them which is or would thereby become a publicly traded corporation ("Affiliate") are each granted approval, pursuant to NGC Regulation 16.115, to make public offerings, subject to the following conditions:

a. That at all times during the nineteen (19) month period, International Game Technology and Anchor Gaming shall timely file all reports required by Section 13 or Section 15(d) of the Securities Exchange Act of 1934, as amended;

b. That upon filing documents with the United States Securities and Exchange Commission ("SEC") regarding the sale of any securities for which approval would otherwise be required, International Game Technology, Anchor Gaming and their Affiliate(s) shall contemporaneously provide written notice and copies of such documents to the Board's Corporate Securities Division, and shall keep said Division continuously and promptly informed as to the progress of any public offering made hereunder and as to any other event that would have a material effect on International Game Technology or its subsidiaries, which would be subject to reporting on SEC Form 8-K; and

c. That the approval herein granted 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.

4. THAT the Commission hereby delegates to the Chairman of the Board the authority to issue interlocutory stop orders for good cause, which shall remain in effect until lifted by the Commission as provided in Paragraph 3(c) above.

5. THAT for a period of nineteen (19) months, International Game Technology is hereby granted approval, pursuant to NGC Regulations 15.510.1-4 and 15.585.7-3, as applicable, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of IGT and Silicon Gaming, Inc., pursuant to any public offerings of International Game Technology or Anchor Gaming previously approved by the Commission, or pursuant to a public offering made under the approval granted by Paragraph 3 of this Revised Order.

6. THAT for a period of nineteen (19) months, Silicon Gaming, Inc., is granted approval, pursuant to NGC Regulation 15.585.7-1, to guarantee securities issued by International Game Technology or Anchor Gaming, pursuant to any public offerings of International Game Technology or Anchor Gaming previously approved by the Commission, or pursuant to a public offering made under the approval granted by Paragraph 3 of this Revised Order.

7. THAT for a period of nineteen (19) months, Silicon Gaming Inc., is granted approval, pursuant to NGC Regulation 15.510.1-4, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Silicon Gaming – Nevada, pursuant to any public offerings of International Game Technology or Anchor Gaming previously approved by the Commission, or pursuant to a public offering made under the approval granted by Paragraph 3 of this Revised Order.

8. THAT for a period of nineteen (19) months, Anchor Gaming is granted approval, pursuant to NGC Regulations 15.510.1-4 and 15.585.7-3, as applicable, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Anchor Coin and Powerhouse Technologies, Inc., pursuant to any public offerings of International Game Technology or Anchor Gaming previously approved by the Commission, or pursuant to a public offering made under the approval granted by Paragraph 3 of this Revised Order.

9. THAT for a period of nineteen (19) months, Powerhouse Technologies, Inc., is granted approval, pursuant to NGC Regulation 15.510.1-4, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of VLC of Nevada, Inc., and VLC, Inc., pursuant to any public offerings of International Game Technology or Anchor Gaming previously approved by the Commission, or pursuant to a public offering made under the approval granted by Paragraph 3 of this Revised Order.

10. THAT for a period of nineteen (19) months, Powerhouse Technologies, Inc., is granted approval, pursuant to NGC Regulation 15.585.7-1, to guarantee securities issued by International Game Technology, Anchor Gaming or their Affiliate(s), pursuant to any public offerings of International Game Technology or Anchor Gaming previously approved by the Commission, or pursuant to a public offering made under the approval granted by Paragraph 3 of this Revised Order.

11. THAT for a period of nineteen (19) months, IGT, Silicon Gaming – Nevada, Anchor Coin, VLC of Nevada, Inc., and VLC, Inc., are each granted approval, pursuant to NGC Regulation 16.100(3), to guarantee securities issued by International Game Technology or Anchor Gaming, and to hypothecate their assets to secure the payment or performance of any obligation evidenced by securities issued by International Game Technology or Anchor Gaming, pursuant to any public offerings of International Game Technology or Anchor Gaming previously

approved by the Commission, or pursuant to a public offering made under the approval granted by Paragraph 3 of this Revised Order.

12. THAT this Revised Order shall become effective upon the completion and effectiveness of the Agreement and Plan of Merger, dated as of July 8, 2001 ("Merger Agreement"), executed by and among International Game Technology, NAC Corporation and Anchor Gaming. If the Merger Agreement is not completed and effective by February 22, 2002, unless administratively extended by the Chairman of the Board or his designee, then this Revised Order shall be rendered null and void and shall not become effective and the Order of International Game Technology, dated July 26, 2001, and the Order of Anchor Gaming, dated June 21, 2001, shall remain effective.

ENTERED at Carson City, Nevada, this 20<sup>th</sup> day of December 2001.