

BEFORE THE NEVADA GAMING COMMISSION  
AND THE STATE GAMING CONTROL BOARD

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In the Matter of

PROGRESSIVE GAMING INTERNATIONAL CORPORATION

(Registration) \_\_\_\_\_

SIXTH REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board (“Board”) on December 3, 2008, and before the Nevada Gaming Commission (“Commission”) on December 18, 2008, 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 applications of Progressive Gaming International Corporation for (i) approval to pledge the equity securities of PGIC NV to Private Equity Management Group Financial Corporation in conjunction with a Credit Agreement, (ii) approval to pledge the equity securities of PGIC NV to International Game Technology in conjunction with a Note and Warrant Purchase Agreement, and (iii) an amendment to its Order of Registration.

2. THAT the Fifth Revised Order of Registration of Progressive Gaming International Corporation, dated January 25, 2007, is hereby amended and restated, in its entirety, by this Sixth Revised Order of Registration.

3. THAT Progressive Gaming International Corporation is registered as a publicly traded corporation and is found suitable as the sole shareholder of PGIC NV.

4. THAT PGIC NV is licensed as a manufacturer, distributor and operator of a slot machine route, subject to such conditions or limitations as may be imposed by the Commission.

5. THAT Progressive Gaming International Corporation is granted approval, pursuant to NRS 463.510(1) and NGC Regulation 8.030, to pledge the common stock of PGIC NV to Private Equity Management Group Financial Corporation in conjunction with a Credit Agreement dated August 4, 2008, and to International Game Technology in conjunction with a Note and Warrant Purchase Agreement dated August 4, 2008, provided that:

a. This approval is pursuant to the Security Agreement between Progressive Gaming International Corporation and Private Equity Management Group Financial Corporation dated August 15, 2008 ("PEM Security Agreement") and the Security Agreement between Progressive Gaming International Corporation and International Game Technology dated August 15, 2008 ("IGT Security Agreement")

b. The prior approval of the Commission must be obtained before any foreclosure or transfer of any possessory security interest in such securities (except back to Progressive Gaming International Corporation) and before any other resort to the collateral or other enforcement of the security interest in such securities may occur; and

c. Pursuant to NGC Regulations 15.510.1-3 and 8.030(4)(a), the stock certificates of PGIC NV evidencing said pledge of the equity securities must at all times remain physically within the State of Nevada at a location designated to the Board and must be made available for inspection by agents or employees of the Board immediately upon request during normal business hours.

6. THAT the PEM Security Agreement and the IGT Security Agreement shall not be amended without the prior administrative approval of the Chairman of the Board or his designee. Such administrative approval may not be granted regarding amendments to the aforementioned Security Agreements that increase the number of shares of equity securities that are the subject of the pledge, or that change the identity of the secured party.

7. THAT Progressive Gaming International Corporation shall maintain its 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 the compliance of Progressive Gaming International Corporation, and its subsidiaries and any affiliated entities, with the Nevada Gaming Control Act (the "Act"), as amended, and the Commission's Regulations (the "Regulations"), as amended, and the laws and regulations of any other jurisdiction in which Progressive Gaming International Corporation, 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. Progressive Gaming International Corporation 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 Progressive Gaming International Corporation under the provisions of the Act and Regulations.

8. THAT Progressive Gaming International Corporation 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. 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 Progressive Gaming International Corporation, its subsidiaries and any affiliated entities.

9. THAT, pursuant to NRS 463.625, Progressive Gaming International Corporation 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.

10. THAT Progressive Gaming International Corporation is exempted from NGC Regulation 15 and shall instead comply with provisions of NGC Regulation 16.

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

ENTERED at Carson City, Nevada, this 18<sup>th</sup> day of December 2008.