

NR #13

File No. SD-122

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of
ACRES GAMING INCORPORATED
(Registration)

ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on December 6, 1995, and before the Nevada Gaming Commission ("Commission") on December 21, 1995, 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 Acres Gaming Incorporated for registration as a publicly traded corporation, for a finding of suitability as the sole stockholder of AGI Distribution, Inc. and for approval of a public offering;

b. The applications of John Francis Acres and Jo Ann Acres for a finding of suitability as controlling stockholders of Acres Gaming Incorporated;

c. The application of AGI Distribution, Inc. for licensure as a manufacturer, distributor and operator of a slot machine route and for a waiver of NGC Regulation 4.080(1), in conjunction with the application for licensure as an operator of a slot machine route.

2. THAT Acres Gaming Incorporated is registered as a publicly traded corporation and is found suitable as the sole stockholder of AGI Distribution, Inc.

3. THAT Acres Gaming Incorporated is granted approval, pursuant to NGC Regulation 16.110, to redeem up to 833,750 Warrants in exchange for the common stock of Acres Gaming Incorporated ("Warrants") which were issued as part of Acres Gaming Incorporated's initial public offering completed on October 27, 1993. This approval to redeem the Warrants expires on October 28, 1996.

4. THAT John Francis Acres and Jo Ann Acres are each found suitable, pursuant to NGC Regulation 16.400, as controlling stockholders of Acres Gaming Incorporated.

5. THAT AGI Distribution Inc. is licensed as a manufacturer and distributor, subject to such conditions or limitations as may be imposed by the Commission.

6. THAT AGI Distribution, Inc. is licensed as an operator of a slot machine route, provided, however, that such license shall not be issued, unless and until, the Chairman of the Board, or his designee, has determined that AGI Distribution, Inc. has placed slot machines at three licensed locations, or has obtained firm commitments to place slot machines at three licensed locations, in accordance with NGC Regulation 4.030.1(b)(1).