

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of
AES TECHNOLOGY SYSTEMS, INC.
(Registration)

AMENDMENT NO. 1 TO ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing at Carson City, Nevada before the State Gaming Control Board on December 10, 1980, and before the Nevada Gaming Commission on December 18, 1980, and

THE APPLICANT having presented evidence in support of its application, and

NO PERSON having appeared in opposition to the application, and

THE BOARD AND COMMISSION having considered the report of Investigations, Corporate Securities and evidence presented by the applicant,

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

1. THAT the application of AES Technology Systems, Inc., as amended and supplemented, to acquire all of the outstanding stock of Game Plan of Nevada, Incorporated, and to amend its Order of Registration as a publicly traded corporation to be found suitable as the sole stockholder of

Game Plan of Nevada, Incorporated, is hereby accepted as filed.

2. THAT this Commission's Order of Registration of AES Technology Systems, Inc., dated March 20, 1980, is hereby rescinded. In substitution therefor, AES Technology Systems, Inc. is hereby registered as a publicly traded corporation and is found suitable to be the sole stockholder of Game Plan of Nevada, Incorporated, and the following persons are found suitable in the capacities indicated:

Lee A. Goldboss	President, Treasurer, Director and a controlling stockholder
Martin T. Abrams	Chairman of the Board, Executive Vice President and a controlling stockholder

3. THAT Game Plan of Nevada, Incorporated is hereby granted a license to manufacture and distribute gaming devices, and the following persons are licensed in the capacities indicated:

Lee A. Goldboss	President, Treasurer and Director
Martin T. Abrams	Chairman of the Board and Executive Vice President
Charles H. Perlman	Secretary
Wendell McAdams	Vice President-Engineering

4. THAT pursuant to NRS 463.625(2); AES Technology Systems, Inc. be, and it hereby is, exempt 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 to NRS 463.645, inclusive.

5. THAT AES Technology Systems, Inc. be, and it

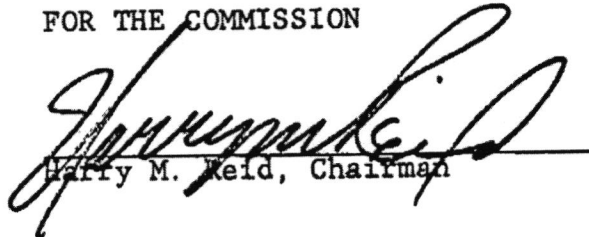
hereby is, exempt from Regulation 15, except for the provisions of Reg. 15.585-3.1, Reg. 15.585-3.2 and Reg 15.5854.1, and shall instead comply with Regulation 16.

6. THAT except as permitted by NRS 463.690(2), neither AES Technology Systems, Inc. nor any person controlling, controlled by, or under common control with AES Technology Systems, Inc. shall have any involvement with gaming or parimutuel wagering outside the State of Nevada without first obtaining the approval of the Nevada Gaming Commission.

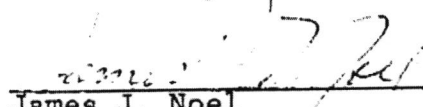
7. The Commission hereby expressly finds that the exemptions hereinabove granted are consistent with the State policy set forth in NRS 463.130 and NRS 463.489(2).

ENTERED at Carson City, Nevada this 18th day of December, 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