

BEFORE THE NEVADA GAMING COMMISSION  
AND THE STATE GAMING CONTROL BOARD

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

AMENDMENT NO. 2 TO ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board on August 11, 1981, and before the Nevada Gaming Commission on August 20, 1981, at Carson City, Nevada, and

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

NO PERSON having appeared in opposition to the granting of the application, and

THE BOARD AND COMMISSION having considered the report of the Investigative Division,

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, for an amendment to its Order of Registration, to become a controlling stockholder of Game Plan of Nevada, Incorporated, is hereby accepted as filed.

2. THAT paragraphs 2, 3, and 4 of Amendment No. 1 to Order of Registration, of AES Technology Systems, Inc., dated

December 18, 1980, are hereby rescinded. In substitution therefore, AES Technology Systems, Inc., is registered as a publicly traded corporation and found suitable to be a 25% stockholder of Game Plan of Nevada, Incorporated, and the following officers and directors of AES Technology Systems, Inc., are found suitable in the capacities indicated:

Martin T. Abrams - Chairman of the Board, Vice President, Treasurer and Director

Lee A. Goldboss - President and Director

Charles H. Perlman - Assistant Secretary

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

James W. Halverson - Chairman of the Board, Chief Executive Officer and Director

Darrel McCollough - President and Director

Charles H. Perlman - Secretary and Director

Sam Volpentest - Director

Joseph J. Amoroso - Director

Wendell McAdams - Vice President-Engineering

4. THAT the International Molders and Allied Workers Union and the International Association of Machinists and Aerospace Workers shall file applications within 60 days for findings of suitability for their security holdings in AES Technology Systems, Inc., Summit Systems, Inc., and Inter-science Systems, Inc.

5. THAT Sidney A. King, the International Molders and Allied Workers Union, and the International Association

of Machinists and Aerospace Workers shall have no involvement in any additional financing by Game Plan of Nevada, Incorporated, or any of its stockholders, without the prior approval of the Nevada Gaming Commission. This condition shall terminate as to each person named above when that person is found suitable by this Commission.

6. THAT pursuant to NRS 463.625(2), AES Technology Systems, Inc., is hereby exempt from compliance with NRS 463.585 (1), (2), (6) and (7), and NRS 463.595 through NRS 463.615, inclusive, and shall instead comply with NRS 463.635 through NRS 463.645, inclusive.

7. THAT all voting securities of AES Technology Systems, Inc., issued after September 1, 1981, shall bear a statement which shall be substantially as follows:

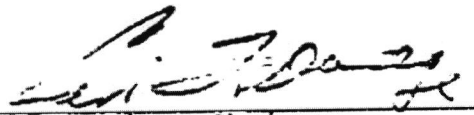
"Beneficial owners of the voting securities issued by this corporation are subject to the regulatory provisions of the Nevada Gaming Control Act (NRS 463.010 et seq.) and the regulations of the Nevada Gaming Commission. If at any time the Nevada Gaming Commission finds a beneficial owner of such securities to be unsuitable to hold such securities, the beneficial owner must dispose of the securities. The laws and gaming regulations of the State of Nevada restrict the rights of a beneficial owner under certain circumstances (i) to receive any dividend or interest upon such securities, or (ii) to exercise directly or indirectly any voting rights conferred by such securities, or (iii) to receive any remuneration in any form from the corporation for services rendered or otherwise."

8. THAT any offer for the sale of a security, as defined by Reg. 15.482-8, by any affiliated company of Game Plan of Nevada, Incorporated, either by a public offering or a private placement, shall not become effective without the prior approval of the Nevada Gaming Commission.

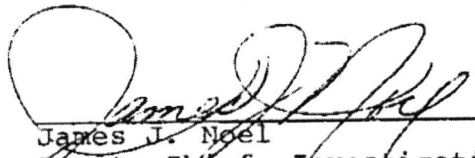
9. THAT except as otherwise expressly modified by this Amendment to Order of Registration, or other Commission action, all other terms and conditions of Amendment No. 1 to Order of Registration, dated December 18, 1980 are reaffirmed and incorporated by reference herein.

ENTERED at Carson City, Nevada this 20th day of August, 1981.

FOR THE COMMISSION:

  
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Carl F. Dodge, Chairman

Submitted by:

  
\_\_\_\_\_  
James J. Noel  
Deputy Chief, Investigations  
Corporate Securities

APPROVED:

RICHARD BRYAN  
Attorney General

By \_\_\_\_\_  
Patricia Tucker  
Attorney General  
Chief, Gaming Division