

BEFORE THE NEVADA GAMING COMMISSION  
AND THE STATE GAMING CONTROL BOARD

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In the Matter of

ANCHOR GAMING

(Delayed Public Offering)

ORDER

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on June 6, 2001, and before the Nevada Gaming Commission ("Commission") on June 21, 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 applications of Anchor Gaming for (i) a two year approval of a continuous or delayed public offering by it or any affiliated company wholly-owned by it which is or would thereby become a publicly traded corporation ("Affiliate") 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;

b. 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 public offerings made under the continuous or delayed public offering approval and (ii) approval to guarantee securities issued by Anchor Gaming or its Affiliate(s) in conjunction with public offerings made under the continuous or delayed public offering approval;

c. The applications of Anchor Coin, VLC of Nevada, Inc., and VLC, Inc., for approval to guarantee securities issued by Anchor Gaming or its Affiliate(s) in conjunction with public offerings made under the continuous or delayed public offering approval, and to hypothecate their assets to secure the payment or performance of obligations evidenced by securities issued by Anchor Gaming or its Affiliate(s) in conjunction with public offerings made under the continuous or delayed public offering approval.

2. THAT for a period of two years, Anchor Gaming and its Affiliate(s) are granted approval, pursuant to NGC Regulation 16.115, to make public offerings, subject to the following conditions:

a. That at all times during the effectiveness of this Order, Anchor Gaming and its Affiliate(s) 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, Anchor Gaming and its 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 Anchor Gaming 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.

3. 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 2(c) above.

4. THAT for a period of two years, 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 a public offering made under the approval granted by Paragraph 2 of this Order.

5. THAT for a period of two years, 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 a public offering made under the approval granted by Paragraph 2 of this Order.

6. THAT for a period of two years, Powerhouse Technologies, Inc., is granted approval, pursuant to NGC Regulation 15.585.7-1, to guarantee securities issued by Anchor Gaming or its Affiliate(s), pursuant to a public offering made under the approval granted by Paragraph 2 of this Order.

7. THAT for a period of two years, 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 Anchor Gaming or its Affiliate(s) pursuant to a public offering made under the approval granted by Paragraph 2 of this Order, and to hypothecate their assets to secure the payment or performance of obligations evidenced by securities issued by Anchor Gaming or its

Affiliate(s) pursuant to a public offering made under the approval granted by Paragraph 2 of this Order.

ENTERED at Carson City, Nevada, this 21<sup>st</sup> day of June 2001.

FOR THE COMMISSION:

  
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Brian Sandoval, Chairman

Submitted by:

  
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Lou Dorn, Chief  
Corporate Securities Division

APPROVED AS TO FORM:

FRANKIE SUE DEL PAPA  
ATTORNEY GENERAL

By   
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Deputy Attorney General  
Gaming Division