

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

ANCHOR GAMING

(Registration)

THIRD REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on April 3, 1996, and specially before the Nevada Gaming Commission ("Commission") on April 4, 1996, 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 by Anchor Gaming:

- a. For approval to conduct a public offering of common stock; and
- b. For an amendment to its Second Revised Order of Registration.

2. THAT the Second Revised Order of Registration, dated January 25, 1995, is hereby amended and restated, in its entirety, by this Third Revised Order of Registration.

3. THAT Anchor Gaming is registered as a publicly traded corporation and is found suitable as the sole stockholder of Anchor Coin.

4. THAT Anchor Gaming, pursuant to NGC Regulation 16.200, is hereby granted approval for the acquisition of control of Anchor Coin.

5. THAT Anchor Coin is licensed as a manufacturer, distributor, an operator of a slot machine route, subject to such conditions or limitations as may be imposed by the Commission, and to conduct restricted gaming operations at such locations identified in the records of the Board, subject to such conditions or limitations as may be imposed by the Commission.

6. THAT Stanley Ewers Fulton is found suitable as the controlling stockholder of Anchor Gaming.

7. THAT, in conjunction with the \$20 million Line of Credit with Bank of America Nevada ("Line of Credit"), Anchor Gaming is granted approval, pursuant to NRS 463.510(1) and NGC Regulations 15.510.1-3 and 8.030, to grant a possessory security interest in the common stock of Anchor Coin to Bank of America Nevada, provided that:

(a) The prior approval of the Commission must be obtained before any foreclosure or transfer of the possessory security interest in such common stock (except back to Anchor Gaming), and before any other resort to such common stock collateral or other enforcement with the security interest in such common stock, may occur; and

(b) Pursuant to NGC Regulations 15.510.1-3 and 8.030(4)(a), the common stock certificate(s) of Anchor Coin evidencing the grant of the possessory security interest in common stock of Anchor Coin must at all times remain physically located in the state of Nevada at a location designated to