

BEFORE THE NEVADA GAMING COMMISSION  
AND THE STATE GAMING CONTROL BOARD

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In the Matter of  
ANCHOR GAMING  
(Registration)

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SEVENTH REVISED ORDER OF REGISTRATION

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 application of Anchor Gaming for an amendment to its Order of Registration to reflect the name change of Video Lottery Consultants, Inc., to VLC, Inc., and to delete certain provisions which are no longer applicable.
2. THAT the Sixth Revised Order of Registration, dated June 24, 1999, is hereby amended and restated, in its entirety, by this Seventh 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 and of Powerhouse Technologies, Inc.

4. THAT Powerhouse Technologies, Inc., is registered as an intermediary company and is found suitable as the sole shareholder of VLC of Nevada, Inc. and VLC, Inc.

5. THAT VLC of Nevada, Inc., is licensed as a manufacturer, a distributor and an operator of a slot machine route, subject to such conditions or limitations as may be imposed by the Commission.

6. THAT VLC, Inc. is licensed as a manufacturer and distributor, subject to such conditions and limitations as may be imposed by the Commission.

7. THAT Anchor Coin is licensed as a manufacturer, distributor, and 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.

8. THAT in conjunction with the Senior Revolving Credit Facility dated as of June 29, 1999, as amended on October 17, 2000, (the "Credit Facility"), Anchor Gaming is approved, 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 an agreement not to encumber, the equity securities of Anchor Coin and Powerhouse Technologies, Inc.

9. THAT in conjunction with the Credit Facility, Powerhouse Technologies, Inc., is approved, pursuant to NGC Regulation 15.510.1-4, to place restrictions upon the transfer of, and to enter into an agreement not to encumber, the equity securities of VLC, Inc., and VLC of Nevada, Inc.

10. THAT Anchor Gaming shall establish and maintain a Gaming Compliance Plan ("Plan") for the purpose of, at a minimum, performing due diligence, determining the suitability of relationships with other entities and individuals, and to review and ensure compliance by Anchor Gaming and its subsidiaries and any affiliated entities, with the Nevada Gaming Control Act (the "Act"), as amended, the Commission's Regulations (the "Regulations"), as amended, and the laws and regulations of any other jurisdictions in which Anchor Gaming, its subsidiaries and any

affiliated entities operate. The Plan, any amendments thereto, and the members of the compliance committee, one such member who shall be independent and knowledgeable in the Act and Regulations, shall be administratively reviewed and approved by the Chairman of the Board or his designee. Anchor Gaming shall amend the Plan, or any element thereof, and perform such duties as may be assigned by the Chairman of the Board or his designee, related to a review of activities relevant to the continuing qualification of Anchor Gaming or any of its subsidiaries under the provisions of the Act and Regulations.

11. THAT Anchor Gaming shall fund and maintain with the Board a revolving fund in the amount of \$25,000 for the purpose of funding investigative reviews by the Board for compliance with the terms of this Order of Registration. Without limiting the foregoing, the Board shall have the right, without notice, to draw upon the funds of said account for the payment of costs and expenses incurred by the Board and its staff in the surveillance, monitoring and investigative review of all activities of Anchor Gaming, its subsidiaries and any affiliated entities.

12. THAT pursuant to NRS 463.625, Anchor Gaming is exempted from compliance with NRS 463.585 through NRS 463.615, inclusive, and shall instead comply with NRS 463.635 through NRS 463.645, inclusive.


13. THAT Anchor Gaming is exempted from NGC Regulation 15 and shall instead comply with the provisions of NGC Regulation 16.

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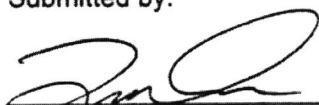
14. THAT the Commission hereby expressly finds that the exemptions hereinabove granted are consistent with the State policy set forth in NRS 463.0129 and NRS 463.489.

ENTERED at Carson City, Nevada, on 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