

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of
ANCHOR GAMING
(Registration)

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to reflect the name change of Video Lottery Consultants, Inc., to VLC, Inc., and to delete certain provisions which are no longer applicable.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