

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

ARISTOCRAT LEISURE LIMITED

(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 Aristocrat Leisure Limited 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"), (ii) approval of an exemption from the eligibility requirements set forth in NGC Regulation 16.115(1), pursuant to NGC Regulation 16.450, and (iii) approval to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Aristocrat Technologies Australia Pty, Limited, and Aristocrat International Pty Ltd. in conjunction with public offerings made under the continuous or delayed public offering approval;

b. The applications of Aristocrat International Pty Ltd. for (i) approval to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Aristocrat Technologies, Inc., in conjunction with public offerings made under the continuous or delayed public offering approval, and (ii) approval to guarantee securities issued by Aristocrat Leisure Limited or its Affiliate(s) in conjunction with public offerings made under the continuous or delayed public offering approval;

c. The applications of Aristocrat Technologies, Inc., for (i) approval to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Casino Data Systems in conjunction with public offerings made under the continuous or delayed public offering approval and (ii) approval to guarantee securities issued by Aristocrat Leisure Limited or its Affiliate(s) in conjunction with public offerings made under the continuous or delayed public offering approval, and to hypothecate its assets to secure the payment or performance of obligations evidenced by securities issued by Aristocrat Leisure Limited or its Affiliate(s) in conjunction with public offerings made under the continuous or delayed public offering approval;

d. The applications of Casino Data Systems for (i) approval to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of CDS Gaming Company in conjunction with public offerings made under the continuous or delayed public offering approval, and (ii) approval to guarantee securities issued by Aristocrat Leisure Limited or its Affiliate(s) in conjunction with public offerings made under the continuous or delayed public offering approval, and to hypothecate its assets to secure the payment or performance of obligations evidenced by securities issued by Aristocrat Leisure Limited or its Affiliate(s) in conjunction with public offerings made under the continuous or delayed public offering approval; and

e. The applications of Aristocrat Technologies Australia Pty, Limited and CDS Gaming Company for approval to guarantee securities issued by Aristocrat Leisure Limited

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 Aristocrat Leisure Limited 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, Aristocrat Leisure Limited and its Affiliate(s) are granted approval, pursuant to NGC Regulation 16.115 and Paragraph 10 of Aristocrat Leisure Limited's First Revised Order of Registration, dated June 21, 2001, to make public offerings, subject to the following conditions:

a. That at all times during the two year period, Aristocrat Leisure Limited and its Affiliate(s) shall timely file all material documents with the Australian Stock Exchange ("ASX"), the Australian Securities and Investments Commission ("ASIC") and any other governmental agency which regulates the sale of its securities, as set forth in Paragraph 9(a) of its First Revised Order of Registration, dated June 21, 2001;

b. That upon filing documents with ASX or ASIC regarding the sale of any securities for which approval would otherwise be required, Aristocrat Leisure Limited and its Affiliate(s) shall contemporaneously provide written notice and copies of such documents to the Board's Corporate Securities Division ("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 Aristocrat Leisure Limited or its subsidiaries which would be subject to reporting to ASX or ASIC; 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. 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, Aristocrat Leisure Limited is granted approval, pursuant to NGC Regulation 16.450, for an exemption from the eligibility requirements of NGC Regulation 16.115(1).

5. THAT for a period of two years, Aristocrat Leisure Limited 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 Aristocrat Technologies Australia Pty, Limited, and Aristocrat International Pty Ltd., pursuant to a public offering made under the approval granted by Paragraph 2 of this Order.

6. THAT for a period of two years, Aristocrat International Pty Ltd. is granted approval, pursuant to NGC Regulations 15.510.1-4 and 15.585.7-3, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Aristocrat Technologies, Inc., pursuant to a public offering made under the approval granted by Paragraph 2 of this Order.

7. THAT for a period of two years, Aristocrat International Pty Ltd. is granted approval, pursuant to NGC Regulation 15.585.7-1, to guarantee securities issued by Aristocrat Leisure Limited or its Affiliate(s), pursuant to a public offering made under the approval granted by Paragraph 2 of this Order.

8. THAT for a period of two years, Aristocrat Technologies, Inc., is granted approval, pursuant to NGC Regulations 15.510.1-4 and 15.585.7-3, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Casino Data Systems, pursuant to a public offering made under the approval granted by Paragraph 2 of this Order.

9. THAT for a period of two years, Casino Data Systems 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 CDS Gaming Company, pursuant to a public offering made under the approval granted by Paragraph 2 of this Order.

10. THAT for a period of two years, Aristocrat Technologies Australia Pty, Limited, Aristocrat Technologies, Inc., Casino Data Systems, and CDS Gaming Company are each granted approval, pursuant to NGC Regulation 16.100(3), to guarantee securities issued by Aristocrat Leisure Limited 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 Aristocrat Leisure Limited or its Affiliate(s) pursuant to a public offering made under the approval granted by Paragraph 2 of this Order.

11. THAT if the First Revised Order of Registration of Aristocrat Leisure Limited, dated June 21, 2001 ("Revised Order"), does not become effective pursuant to Paragraph 28 of the Revised Order, then (i) all references to the Revised Order in Paragraph 2 of this Order shall be rendered null and void and shall be deemed changed to instead reference the Order of Registration, dated August 24, 2000, and (ii) Paragraphs 8 and 9 of this Order, and all references to Casino Data Systems and CDS Gaming Company in Paragraph 10 of this Order, shall be rendered null and void and no longer effective and the remainder of this Order shall remain effective.

ENTERED at Carson City, Nevada, this 21st day of June 2001.