

BEFORE THE NEVADA GAMING COMMISSION  
AND THE STATE GAMING CONTROL BOARD

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In the Matter of

ARISTOCRAT LEISURE LIMITED

(Registration)

THIRD REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board (“Board”) on November 5, 2003, and before the Nevada Gaming Commission (“Commission”) on November 20, 2003, at Las Vegas, 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) 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 a Multicurrency Revolving Facility Agreement and a Multi-Option Credit Agreement and (ii) an amendment to its Order of Registration;

b. The application of Aristocrat International Pty Ltd. for (i) approval to pledge the equity securities of Aristocrat Technologies, Inc. to Westpac Banking Corporation in

conjunction with a Multicurrency Revolving Facility Agreement and a Multi-Option Credit Agreement and (ii) 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 a Multicurrency Revolving Facility Agreement and a Multi-Option Credit Agreement;

c. The application of Aristocrat Technologies, Inc., for 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 a Multicurrency Revolving Facility Agreement and a Multi-Option Credit Agreement; and

d. The application of Casino Data Systems for 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 a Multicurrency Revolving Facility Agreement.

2. THAT the Second Revised Order of Registration, dated March 20, 2003, is hereby amended and restated, in its entirety, by this Third Revised Order of Registration.

3. THAT Aristocrat Leisure Limited is registered as a publicly traded corporation and is found suitable as the sole shareholder of Aristocrat Technologies Australia Pty, Limited, and Aristocrat International Pty Ltd.

4. THAT Aristocrat Technologies Australia Pty, Limited, is licensed as a manufacturer and distributor, and pursuant to NRS 463.650(8), is exempt from the requirements of NRS 463.490(1), subject to such conditions or limitations as may be imposed by the Commission.

5. THAT Aristocrat International Pty Ltd. is registered as an intermediary company and is found suitable as the sole shareholder of Aristocrat Technologies, Inc.

6. THAT Aristocrat Technologies, Inc., is registered as an intermediary company, found suitable as the sole shareholder of Casino Data Systems and 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.

7. THAT Casino Data Systems is registered as an intermediary company, found suitable as the sole shareholder of CDS Gaming Company and licensed as a manufacturer and as a distributor, subject to such conditions or limitations as may be imposed by the Commission.

8. THAT CDS Gaming Company is licensed as an operator of an inter-casino linked system subject to such conditions or limitations as may be imposed by the Commission.

9. THAT in addition to the requirements of NGC Regulation 16.330, and pursuant to NGC Regulation 16.330(6), Aristocrat Leisure Limited shall provide to the Board the following:

a. A copy of all material documents filed by Aristocrat Leisure Limited with the Australian Securities and Investments Commission, the Australian Stock Exchange, and any other foreign governmental agency which regulates the sale of its securities. These material documents include, but are not limited to, filings which are similar in nature and purpose to those filed by a domestic publicly traded corporation with the Securities and Exchange Commission ("SEC"), such as registration statements, proxy statements, information statements, annual and quarterly reports to stockholders, statements reflecting beneficial ownership, or any report involving insider trading, self-dealing, related third party transactions, fraud, market manipulations, short-swing profits, or margin accounts, which such documents may be filed pursuant to the Australian Corporations Act 2001, as amended, the Australian Stock Exchange Listing Rules or other applicable statutes or regulations;

b. A copy of all press releases issued by Aristocrat Leisure Limited or a licensed subsidiary thereof, faxed to the Corporate Securities Division in Carson City, Nevada, at or before the time of release, to be followed by the filing of a hard copy of any such press release within 5 business days after its release;

c. Within 10 business days of receipt, a true copy of all material documents received by Aristocrat Leisure Limited from any national or regional securities exchange. In addition, Aristocrat Leisure Limited shall promptly advise the Board of any inquiries or investigations undertaken by any national or regional securities exchange or any other such agency which regulates the sales of Aristocrat Leisure Limited's securities; and

d. Any additional information which may be required to effectively and adequately investigate, monitor and regulate Aristocrat Leisure Limited, its subsidiaries and its business and gaming activities, within 5 business days of receipt of a request (oral or written) by the Board and/or the Corporate Securities Division.

10. THAT if Aristocrat Leisure Limited conducts an offering of securities, other than employee stock options, pursuant to Chapter 6D of the Australian Corporations Act 2001, as amended, and if the securities or the proceeds from the sale thereof are intended to be used for any of the purposes set forth in NGC Regulation 16.110(2), then Aristocrat Leisure Limited shall comply with the provisions of NGC Regulations 16.100, 16.110, 16.115, 16.125, 16.130, and 16.140, which are hereby deemed applicable to Aristocrat Leisure Limited as if it were a domestic publicly traded corporation.

11. THAT before any proxy or information statement is sent to the holders of the voting securities of Aristocrat Leisure Limited which includes a discussion of the nature and scope of, and procedures under, the Nevada Gaming Control Act (the "Act") and the Commission Regulations (the "Regulations"), such proxy statement or information statement must be approved by the Board. A proxy statement or information statement is deemed to have been approved if it has been filed with the Board for at least 10 days and the Board has not issued a stop order during such period.

12. THAT Aristocrat Leisure Limited shall not issue securities in the form of Bearer Bonds that are convertible into voting securities if as a result of the exercise of all conversions of such bonds, the holders thereof would own greater than 10% of the then outstanding voting

securities of Aristocrat Leisure Limited, without the prior approval of the Commission upon the recommendation of the Board.

13. THAT, pursuant to NRS 463.643(5), Aristocrat Leisure Limited shall, at least annually, notify its security holders that any person who, individually or in association with others, has acquired, directly or indirectly, beneficial ownership of 5% or more of any class of Aristocrat Leisure Limited voting securities, shall notify the Board in writing, within 10 days of knowledge of such acquisition. If Aristocrat Leisure Limited becomes aware that any person, individually or in association with others, has acquired, directly or indirectly, beneficial ownership of 5% or more of any class of its voting securities, Aristocrat Leisure Limited shall notify the Board in writing, within 10 days of knowledge of such acquisition.

14. THAT, pursuant to NRS 463.643(5), any person who, individually or in association with others, has acquired, directly or indirectly, beneficial ownership of 10% or more of any class of voting securities of Aristocrat Leisure Limited, must apply to the Commission for a finding of suitability within 30 days after the Chairman of the Board mails written notice.

15. THAT Aristocrat Leisure Limited shall annually notify its security holders of the nature and scope of, and procedures under, the Act and Regulations, in a written form approved by the Chairman of the Board or his designee.

16. THAT Aristocrat Leisure Limited shall take the necessary actions to ensure the ability of the Board and the Commission to enforce the provisions of NGC Regulation 16.440(2).

17. THAT the Deed Polls, executed in June and July 2000 ("Nevada Deed Polls") by shareholders Simon Ainsworth, Mark Ainsworth, Christian Ainsworth, Stephen Ainsworth, Elizabeth Ainsworth, Margarete Ainsworth, Geoffrey Ainsworth, Paul Ainsworth, and Kjerulf Ainsworth ("Ainsworth Shareholders"), for the purpose of preventing the Ainsworth Shareholders from having any involvement in the management of Aristocrat Leisure Limited, its subsidiaries and any affiliated entities, shall remain in effect, in accordance with the terms set forth in each Nevada Deed Poll; and if it is determined by the Chairman of the Board that any of the

Ainsworth Shareholders have circumvented the intent of the Nevada Deed Polls, and so notifies Aristocrat Leisure Limited in writing in accordance with Article 8 of its Articles of Incorporation, then Aristocrat Leisure Limited shall act in accordance with Article 8 of its Articles of Incorporation to divest the shareholder(s) of all such shares.

18. THAT in conjunction with the private placement of 5% Convertible Subordinated Bonds due 2006 ("Convertible Subordinated Bonds"), and the Multicurrency Revolving Facility Agreement, dated August 8, 2003 and Multi-Option Agreement dated August 8, 2003, (together the "Facility Agreements"), 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.

19. THAT in conjunction with the Convertible Subordinated Bonds and the Facility Agreements, 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.

20. THAT in conjunction with the Convertible Subordinated Bonds and the Facility Agreements, 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.

21. THAT in conjunction with the Convertible Subordinated Bonds and the Facility Agreements, 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.

22. THAT in conjunction with the Facility Agreements, Aristocrat International Pty Ltd. is granted approval, pursuant to NRS 463.510(1) and NGC Regulation 8.030, to pledge the

equity securities of Aristocrat Technologies, Inc., to Westpac Banking Corporation, as Security Trustee, in conjunction with the Facility Agreements, provided that:

a. This approval is pursuant to the fully executed (i) Fixed and floating charge – NSW (ii) Fixed and floating charge – Outside Australia and the Northern Territory (iii) Fixed and floating charge – Future, and (iv) Deed of variation and consent Relating to the Charges, each dated August 8, 2003, (together the “Pledge Agreements”);

b. The prior approval of the Commission must be obtained before any foreclosure or transfer of the possessory security interest in such equity securities (except back to Aristocrat International Pty, Ltd.) and before any other resort to such equity securities collateral or other enforcement of the security interest in such equity securities, may occur; and

c. Pursuant to NGC Regulations 15.510.1-3 and 8.030(4)(a), the common stock certificates of Aristocrat Technologies, Inc., evidencing said pledge of the equity securities must at all times remain physically within the State of Nevada at a location designated to the Board and must be made available for inspection by agents or employees of the Board immediately upon request during normal business hours.

23. THAT the Pledge Agreements shall not be further amended without the prior administrative approval of the Chairman of the Board, or his designee. Such administrative approval may not be granted regarding amendments to the Pledge Agreements that increase the number of shares of stock that are the subject of the pledge, or that change the identity of the Security Trustee.

24. THAT Aristocrat Leisure Limited shall establish and maintain a gaming compliance program 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 Aristocrat Leisure Limited, and its subsidiaries and any affiliated entities, with the Act, as amended, the Regulations, as amended, and the laws and regulations of any other jurisdictions in which Aristocrat Leisure Limited, and its subsidiaries and any affiliated entities,

may conduct gaming operations. The gaming compliance program, and amendments thereto, and the members of the gaming compliance committee, one such member who shall be independent and knowledgeable of the Act and Regulations, shall be administratively reviewed and approved by the Chairman of the Board or his designee. Aristocrat Leisure Limited shall amend the gaming compliance program, or any element thereof, and perform such duties as may be requested or assigned by the Chairman of the Board or his designee, relating to a review of activities relevant to the continuing qualifications of Aristocrat Leisure Limited, under the provisions of the Act and Regulations.

25. THAT Aristocrat Leisure Limited shall fund and maintain with the Board a revolving fund in the amount of \$25,000.00 for the purpose of funding investigative reviews by the Board for compliance with the terms of this Order of Registration and any amendments thereto. 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 Aristocrat Leisure Limited, Aristocrat Technologies Australia Pty, Limited, Aristocrat International Pty Ltd., Aristocrat Technologies, Inc., Casino Data Systems, CDS Gaming Company and their affiliated companies.

26. THAT, pursuant to NRS 463.625, Aristocrat Leisure Limited is exempted from compliance with NRS 463.585 through 463.615, inclusive, and shall instead comply with NRS 463.635, 463.637, 463.639(1)(a) and (2), and NRS 463.641 through 463.645, inclusive, and all other provisions of the Act that apply to publicly traded corporations registered with the Commission.

27. THAT, Aristocrat Leisure Limited is exempted from NGC Regulation 15 and shall instead comply with the provisions of NGC Regulation 16, and all other Regulations that apply to publicly traded corporations registered with the Commission.



28. THAT the Commission hereby expressly finds that: (i) pursuant to NRS 463.627(2), the business activities of Aristocrat Leisure Limited are regulated in a manner which will prevent those activities from posing any threat to the control of gaming in the State of Nevada, and (ii) Aristocrat Leisure Limited is regulated in a manner which protects the investors and the State of Nevada and that the Australian regulatory system complies with the factors set forth in NRS 463.633.

29. THAT the Commission hereby expressly finds that the exemptions and conditions herein are consistent with the State policy set forth in NRS 463.0129 and 463.489.

ENTERED at Las Vegas, Nevada, this 20<sup>th</sup> day of November 2003.