

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of
CASINO DATA SYSTEMS
(Registration)

SECOND REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on March 6, 1996, and specially before the Nevada Gaming Commission ("Commission") on March 11, 1996, 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, of Casino Data Systems have been filed:
 - a. For approval to make a public offering of common stock, and
 - b. For an amendment to its Revised Order of Registration.
2. THAT, subject to the provisions of paragraph 12, the Revised Order of Registration, dated December 21, 1995, is hereby amended and restated, in its entirety, by this Second Revised Order of Registration.
3. THAT Casino Data Systems is registered as a publicly traded corporation and is found suitable as the sole shareholder of CDS Gaming Company.

4. THAT Casino Data Systems is licensed as a manufacturer and distributor, subject to such conditions or limitations as may be imposed by the Commission.

5. THAT Steven Adam Weiss is found suitable as a controlling shareholder of Casino Data Systems, pursuant to NRS 463.643 and NGC Regulation 16.400.

6. THAT CDS Gaming Company is licensed as an operator of an inter-casino linked system for the purpose of conducting the game "Cool Millions" via an inter-casino linked system, pursuant to NRS 463.160, as amended by Assembly Bill 131, (Chapter 305, Statutes of Nevada 1995 pg. 756), subject to such conditions or limitations as may be imposed by the Commission.

7. THAT CDS Gaming Company shall not conduct any game, other than "Cool Millions," via an inter-casino linked system, without the prior administrative approval of the Chairman of the Board, or his designee.

8. THAT Casino Data Systems is granted approval pursuant to NGC Regulation 16.110 to make a public offering of up to 3,500,000 shares of its no par value common stock, as described in the Securities and Exchange Commission ("SEC") Form S-1 Registration Statement (SEC Registration No. 33-31114) ("Registration Statement").

9. THAT the approvals set forth in paragraph 8 above are specifically conditioned as follows:

a. That Casino Data Systems shall keep the Board's Corporate Securities Division continuously and promptly informed as to the progress of the public offering and as to any other event that would have a material effect on Casino Data Systems or its subsidiaries which would be subject to reporting on SEC Form 8-K; and

b. That the approvals granted herein 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.

10. 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 9(b) above.

11. THAT the Commission hereby delegates to the Chairman of the Board the authority to administratively approve an increase in the amount of the public offering approved by paragraph 8; provided, that the Chairman of the Board finds that such increase does not constitute a material change from the public offering approved hereby. For the purposes hereof only, an increase of 10% or less in the number of shares of common stock offered in connection with the public offering shall not be deemed a material change.

12. THAT Casino Data Systems is granted sixty (60) days from the date of this Second Revised Order of Registration to have the Registration Statement declared effective by the SEC. If the Registration Statement is not declared effective by the SEC within said time period, unless administratively extended by the Chairman of the Board or his designee, then this Second Revised Order of Registration and all of the approvals, terms and provisions therein shall be deemed withdrawn and rendered null and void, and the Revised Order of Registration dated December 21, 1995, shall be effective.

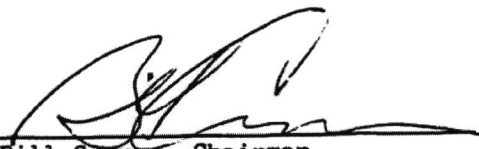
13. THAT Casino Data Systems is exempt from NGC Regulation 15 and instead shall comply with Regulation 16; provided however, that pursuant to NGC Regulation 16.450, Casino Data Systems is exempt from the provisions of NGC

Regulation 16.100(1) and (2) and the balance of NGC Regulation 16 shall be interpreted so as to apply to Casino Data Systems.

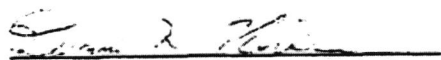
14. THAT the Commission hereby expressly finds that the exemptions granted herein are consistent with the State policy set forth in NRS 463.0129 and NRS 463.489.

ENTERED at Las Vegas, Nevada, this 11th day of March, 1996.

FOR THE COMMISSION:

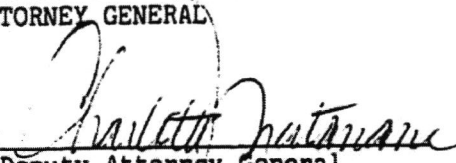

Bill Curran, Chairman

Submitted by:


Dennis K. Neillander, Chief
Corporate Securities Division

APPROVED AS TO FORM:

FRANKIE SUE DEL PAPA
ATTORNEY GENERAL

By 
Deputy Attorney General
Gaming Division