

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

GLOBAL CASH ACCESS HOLDINGS, INC.

(Registration)_____

THIRD REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board (“Board”) on December 4, 2014, at Carson City, Nevada, and before the Nevada Gaming Commission (“Commission”) on December 18, 2014, 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 Global Cash Access Holdings, Inc. for (i) an acquisition of control of Multimedia Games Holding Company, Inc. and Multimedia Games, Inc., (ii) a finding of suitability as the sole shareholder of Multimedia Games Holding Company, Inc., (iii) approval to pledge the equity securities of Multimedia Games Holding Company, Inc. and Global Cash Access, Inc. to Bank of America, N.A., as Collateral Agent, in conjunction with a credit agreement and (iv) an amendment to its Order of Registration, and

b. The applications of Multimedia Games Holding Company, Inc. for (i) registration as an intermediary company and (ii) approval to pledge the equity securities of

Multimedia Games, Inc. to Bank of America, N.A., as Collateral Agent, in conjunction with a credit agreement.

2. THAT the Second Revised Order of Registration of Global Cash Access Holdings, Inc. dated December 20, 2012, is hereby amended and restated, in its entirety, by this Third Revised Order of Registration.

3. THAT Global Cash Access Holdings, Inc. is registered as a publicly traded corporation, is approved, pursuant to NGC Regulation 16.200, to acquire control of Multimedia Games Holding Company, Inc. and Multimedia Games, Inc., and is found suitable as the sole shareholder of Global Cash Access, Inc. and Multimedia Games Holding Company, Inc.

4. THAT Multimedia Games Holding Company, Inc. is registered as an intermediary company and is found suitable as the sole shareholder of Multimedia Games, Inc.

5. THAT Global Cash Access, Inc. is licensed as a cash access and wagering instrument service provider and an interactive gaming service provider, and is found suitable as a manufacturer and distributor of associated equipment, subject to such conditions or limitations as may be imposed by the Commission.

6. THAT Multimedia Games, Inc. is registered as an intermediary company, is licensed as the sole shareholder of PokerTek, Inc., and 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.

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

8. THAT Global Cash Access Holdings, Inc. is granted approval, pursuant to NRS 463.510(1) and NGC Regulations 15.585.7-2 and 8.030, to pledge the equity securities of Global Cash Access, Inc. and Multimedia Games Holding Company, Inc. to Bank of America, N.A., as Collateral Agent, in conjunction with a Credit Agreement in the form of the draft dated

December 1, 2014 (“Credit Agreement”), a fully executed copy of which shall be provided to the Board for administrative approval within thirty (30) days of the date of this Third Revised Order of Registration, provided that:

a. This approval is pursuant to the Security Agreement in the form of the draft with Bank of America, N.A. dated December 1, 2014 (“Pledge Agreement”), a fully executed copy of which shall be provided to the Board for administrative approval within thirty (30) days of the date of this Third Revised Order of Registration. If the fully executed Credit Agreement and Pledge Agreement are not provided to the Board within such time period, unless administratively extended by the Chairman of the Board, the approval granted in this Paragraph and Paragraph nine (9) of this Third Revised Order of Registration shall be rendered null and void;

b. The prior approval of the Commission must be obtained before any foreclosure or transfer of any possessory security interest in such securities (except back to Global Cash Access Holdings, Inc.) and before any other resort to the collateral or other enforcement of the security interest in such securities may occur; and

c. Pursuant to NGC Regulations 15.510.1-3 and 8.030(4)(a), the stock certificates of Global Cash Access, Inc. and Multimedia Games Holding Company, 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.

9. THAT Multimedia Games Holding Company, Inc. is granted approval, pursuant to NRS 463.510(1) and NGC Regulations 15.585.7-2 and 8.030, to pledge the equity securities of Multimedia Games, Inc. to Bank of America, N.A., as Collateral Agent, in conjunction with the Credit Agreement, provided that:

- a. This approval is pursuant to the Pledge Agreement;
- b. The prior approval of the Commission must be obtained before any foreclosure or transfer of any possessory security interest in such securities (except back to Multimedia Games Holding Company, Inc.) and before any other resort to the collateral or other enforcement of the security interest in such securities may occur; and
- c. Pursuant to NGC Regulations 15.510.1-3 and 8.030(4)(a), the stock certificates of Multimedia Games, 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.

10. THAT the Pledge Agreement shall not be 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 Agreement that increases the number of shares of stock that are the subject of the pledges, or that change the identity of the Collateral Agent.

11. THAT Global Cash Access Holdings, Inc., shall maintain a gaming compliance program for the purpose of, at a minimum, reviewing Global Cash Access Holdings, Inc.'s gaming operations, and to review and ensure compliance by Global Cash Access Holdings, Inc., 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 jurisdiction in which Global Cash Access Holdings, Inc., its subsidiaries and any affiliated entities are involved in gaming operations. The gaming compliance program, any amendments thereto, and the members of the gaming compliance committee, one such member who shall be knowledgeable of the Act and Regulations, shall be administratively reviewed and approved by the Chairman of the Board or his designee. Global

Cash Access Holdings, Inc., 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 Global Cash Access Holdings, Inc., under the provisions of the Act and Regulations.

12. THAT Global Cash Access Holdings, Inc. shall fund and maintain with the Board a revolving fund in the amount of \$75,000 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 Global Cash Access Holdings, Inc., its subsidiaries and any affiliated entities.

13. THAT, pursuant to NRS 463.625, Global Cash Access Holdings, Inc. is exempted from compliance with NRS 463.585 through 463.615, inclusive, and shall instead comply with NRS 463.635 through 463.645, inclusive.

14. THAT Global Cash Access Holdings, Inc. is exempted from NGC Regulation 15 and shall instead comply with the provisions of NGC Regulation 16.

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15. 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 in Las Vegas, Nevada, this 18th day of December 2014.