

BEFORE THE NEVADA GAMING COMMISSION
AND THE NEVADA GAMING CONTROL BOARD

In the Matter of

GAMING PARTNERS INTERNATIONAL CORPORATION
GAMING PARTNERS INTERNATIONAL USA, INC.

SECOND REVISED ORDER

THIS MATTER came on regularly for hearing before the Nevada Gaming Control Board (“Board”) on December 2, 2015, at Carson City, Nevada, and before the Nevada Gaming Commission (“Commission”) on December 17, 2015, 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 NEVADA GAMING CONTROL BOARD:

1. THAT the following applications, as amended and supplemented, have been filed:
 - a. The applications of Gaming Partners International Corporation for (i) approval to pledge the equity securities of Gaming Partners International USA, Inc. to Nevada State Bank, as Secured Party, in conjunction with a credit agreement, and (ii) an amendment to its Order.
2. THAT the Revised Order of Gaming Partners International Corporation and Gaming Partners International USA, Inc. dated March 24, 2011, is hereby amended and restated, in its entirety, by this Second Revised Order
3. THAT pursuant to NRS 463.625, Gaming Partners International Corporation is exempted from the provisions of NRS 463.575 to 463.615 and is exempted from registration as a publicly traded corporation.

4. THAT Gaming Partners International USA, Inc. is licensed as a manufacturer and distributor, subject to the following limitations and conditions:

a. The manufacturer and distributor license may only be used by Gaming Partners International USA, Inc. for the manufacture, distribution and service of roulette wheels within the State of Nevada,

b. Gaming Partners International USA, Inc. shall receive administrative approval by the Chairman of the Board or his designee prior to the distribution of any roulette wheel. Applications for administrative approval to distribute roulette wheels shall be filed with the Board at least 30 days prior to the proposed delivery to the customer and shall include the information required pursuant to NGC Regulation 14.180(1), as appropriate. The Chairman of the Board or his designee shall have the authority to either grant or deny such request for administrative approval. A request shall be deemed approved if it has been filed with the Board for at least 30 days and the Board has not denied the request or requested more information or an inspection of the roulette wheel,

c. Gaming Partners International USA, Inc. shall provide to the Board a quarterly report, within 10 days of the end of the calendar quarter, summarizing all sales and material refurbishments of any roulette wheels which have been manufactured or distributed, and

d. That the license is granted for the limited purpose of the manufacture, distribution and service of roulette wheels within the State of Nevada. Gaming Partners International Corporation, Gaming Partners International USA, Inc. or its affiliates shall not use the licenses for any other purpose nor represent that they have received a full manufacturer's or distributor's license from the State of Nevada.

5. THAT Gaming Partners International Corporation is granted approval, pursuant to NRS 463.510(1) and NGC Regulation 8.030, to pledge the equity securities of Gaming Partners International USA, Inc. to Nevada State Bank, as Secured Party, in conjunction with a Credit Agreement dated June 26, 2015, provided that:

a. This approval is pursuant to the Pledge and Security Agreement with Nevada State Bank dated June 26, 2015 (“Pledge Agreement”);

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 Gaming Partners International Corporation) and before any other resort to the 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 stock certificates of Gaming Partners International USA, 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.

6. 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 increase or change the equity securities that are the subject of the pledge or that change the identity of the Secured Party.

7. THAT pursuant to NRS 463.625, Gaming Partners International Corporation is granted a waiver of the provisions of NRS 463.635, conditioned that Gaming Partners International Corporation or Gaming Partners International USA, Inc., as appropriate, shall comply with the reporting requirements outlined in NGC Regulation 16.330, NGC Regulation 3.100 and NGC Regulation 3.110, and shall also provide the following information to the Board:

a. A copy of all press releases issued by Gaming Partners International Corporation or a licensed subsidiary thereof, faxed to the Corporate Securities section of the Investigations 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 ten (10) calendar days after its release,

b. Within ten (10) days of receipt, a true copy of all material documents received by Gaming Partners International Corporation from any national or regional securities exchange. In addition, Gaming Partners International Corporation shall immediately advise the

Board of any inquiries or investigations undertaken by any national or regional securities exchange or any other such agency which regulates the sale of Gaming Partners International Corporation securities,

c. Within ten (10) calendar days of notification of such an action, a report of any action filed by any governmental authority or regulatory agency against Gaming Partners International Corporation, Gaming Partners International USA, Inc., its subsidiaries or affiliates,

d. Within ten (10) days of such action, a report of an arrest made of any officer, director, or key employee of Gaming Partners International Corporation, Gaming Partners International USA, Inc., its subsidiaries or affiliates. The report shall include the name, position, charge, arresting agency and a brief description of the event,

e. Within ten (10) calendar days, a report of the appointment of any officer or director of Gaming Partners International Corporation or Gaming Partners International USA, Inc. Such report shall include the name, date of birth, social security number and any other such information as the Board may require on the officer or director,

f. Within ten (10) calendar days, a report of any shareholder acquiring an interest of five (5) percent or greater of Gaming Partners International Corporation or Gaming Partners International USA, Inc. Such report shall include the name, date of birth, social security number and any other such information as the Board may require on the new shareholder. If the new shareholder is an entity rather than a natural person, such report shall include the names of the officers and directors of the new shareholder, and any other such information as the Board may require, and

g. Within ten (10) calendar days of a request (oral or written) by the Board and/or the Investigations Division, any additional information which may be required to effectively and adequately investigate, monitor, and regulate business and gaming activities of Gaming Partners International Corporation, Gaming Partners International USA, Inc. and its subsidiaries and any affiliated entities.

8. THAT pursuant to NRS 463.625, Gaming Partners International Corporation is granted a waiver of the provisions of NRS 463.637, conditioned that the Commission shall have the authority to require, upon recommendation by the Board, an application for a finding of suitability of any officer, director or employee of Gaming Partners International Corporation if the Commission determines that the policies of the state regarding gaming would be served by such action.

9. THAT pursuant to NRS 463.625, Gaming Partners International Corporation is granted a waiver of the provisions of NRS 463.643, conditioned that the Commission shall have the authority to require, upon recommendation by the Board, an application for a finding of suitability of any shareholder of Gaming Partners International Corporation if the Commission determines that the policies of the state regarding gaming would be served by such action.

10. THAT pursuant to NGC Regulation 16.450, Gaming Partners International Corporation is granted a waiver of the provisions of NGC Regulations 16.400, 16.405, 16.410 and 16.415, conditioned that the Commission shall have the authority to require, upon recommendation by the Board, an application for a finding of suitability of any officer, director, employee or shareholder of Gaming Partners International Corporation if the Commission determines that the policies of the state regarding gaming would be served by such action.

11. THAT pursuant to NRS 463.650(8), Gaming Partners International USA, Inc. is granted a waiver of the provisions of NRS 463.490(1) and NRS 463.520.

12. THAT pursuant to NRS 463.650(8), Gaming Partners International USA, Inc. is granted a waiver of the provisions of NRS 463.530, conditioned that the Commission shall have the authority to require, upon recommendation by the Board, an application for a finding of suitability of any officer, director or employee of Gaming Partners International USA, Inc. if the Commission determines that the policies of the state regarding gaming would be served by such action.

13. THAT pursuant to NGC Regulation 15.489.2-1, Gaming Partners International USA, Inc. is granted a waiver of the provisions of NGC Regulation 15.530-1, conditioned that the

Commission shall have the authority to require, upon recommendation by the Board, an application for a finding of suitability of any shareholder of Gaming Partners International USA, Inc. if the Commission determines that the policies of the state regarding gaming would be served by such action.

14. THAT except as specifically waived through the terms of Order, Gaming Partners International Corporation and Gaming Partners International USA, Inc. shall comply with the provisions of Chapter 463 of the Nevada Revised Statutes, and the Regulations of the Nevada Gaming Commission and Nevada Gaming Control Board promulgated there under.

15. THAT if the information in this Second Revised Order changes, Gaming Partners International Corporation shall apply to the Commission for amendments to and revisions of the Revised Order to reflect the changes.

16. THAT Gaming Partners International Corporation shall fund and maintain with the Board a revolving fund in the amount of \$15,000 for the purpose of funding investigative reviews by the Board for compliance with the terms of this Order. 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 Gaming Partners International Corporation, Gaming Partners International USA, Inc., their subsidiaries, officers and directors, and any affiliated entities.

17. The Commission hereby expressly finds that the waivers herein granted are consistent with the State policies set forth in NRS 463.0129, NRS 463.489, and the standards set forth in NGC Regulation 16.060.

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18. THAT the waivers granted herein may be withdrawn by the Nevada Gaming Control Board for any cause deemed reasonable. Should such waivers be withdrawn, Gaming Partners International Corporation or Gaming Partners International USA, Inc. shall be subject to full registration and licensing.

ENTERED at Las Vegas, Nevada, this 17th day of December 2015.

FOR THE COMMISSION:

Tony Alamo, M.D., Chairman

Submitted by:

Marc Warren, Deputy Chief
Investigations Division
Corporate Securities Section

APPROVED AS TO FORM:

ADAM PAUL LAXALT
ATTORNEY GENERAL

By _____
Deputy Attorney General