

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

INTERNATIONAL GAME TECHNOLOGY

(Delayed Public Offering) _____

SECOND REVISED ORDER

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on October 9, 2002, and before the Nevada Gaming Commission ("Commission") on October 24, 2002, 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 application of International Game Technology for (i) an amendment to its previously approved continuous or delayed public offering order dated December 20, 2002 and (ii) approval to place restrictions upon the transfer of, and to enter into an agreement not to encumber, the equity securities of Anchor Coin and Powerhouse Technologies, Inc., in conjunction with a continuous or delayed public offering.

2. THAT the Revised Order of International Game Technology and Anchor Gaming, dated December 20, 2002, is hereby amended and restated, in its entirety, by this Second Revised Order of International Game Technology.

3. THAT for a period of nine (9) months, International Game Technology and any affiliated company wholly-owned by it which is or would thereby become a publicly traded corporation ("Affiliate") are granted approval, pursuant to NGC Regulation 16.115, to make public offerings, subject to the following conditions:

a. That at all times during the nine (9) month period, International Game Technology shall timely file all reports required by Section 13 or Section 15(d) of the Securities Exchange Act of 1934, as amended;

b. That upon filing documents with the United States Securities and Exchange Commission ("SEC") regarding the sale of any securities for which approval would otherwise be required, International Game Technology and its Affiliate(s) shall contemporaneously provide written notice and copies of such documents to the Board's Corporate Securities 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 International Game Technology or its subsidiaries, which would be subject to reporting on SEC Form 8-K; 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.

4. THAT the Commission hereby delegates to the Chairman of the Board the authority to issue interlocutory stop orders for any cause deemed reasonable by the Chairman, which shall remain in effect until lifted by the Commission as provided in Paragraph 3(c) above.

5. THAT for a period of nine (9) months, International Game Technology is hereby 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 IGT, Silicon Gaming, Inc., Anchor Coin and Powerhouse Technologies, Inc., pursuant to any public offerings of International Game Technology previously approved by the Commission, or pursuant to a public offering made under the approval granted by Paragraph 3 of this Second Revised Order.

6. THAT for a period of nine (9) months, Silicon Gaming, Inc., is granted approval, pursuant to NGC Regulation 15.585.7-1, to guarantee securities issued by International Game Technology, pursuant to any public offerings of International Game Technology previously approved by the Commission, or pursuant to a public offering made under the approval granted by Paragraph 3 of this Second Revised Order.

7. THAT for a period of nine (9) months, Silicon Gaming Inc., 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 Silicon Gaming – Nevada, pursuant to any public offerings of International Game Technology previously approved by the Commission, or pursuant to a public offering made under the approval granted by Paragraph 3 of this Second Revised Order.

8. THAT for a period of nine (9) months, Powerhouse Technologies, Inc., 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 VLC of Nevada, Inc., and VLC, Inc., pursuant to any public offerings of International Game Technology previously approved by the Commission, or pursuant to a public offering made under the approval granted by Paragraph 3 of this Second Revised Order.

9. THAT for a period of nine (9) months, Powerhouse Technologies, Inc., is granted approval, pursuant to NGC Regulation 15.585.7-1, to guarantee securities issued by

International Game Technology or its Affiliate(s), pursuant to any public offerings of International Game Technology previously approved by the Commission, or pursuant to a public offering made under the approval granted by Paragraph 3 of this Second Revised Order.

10. THAT for a period of nine (9) months, IGT, Silicon Gaming – Nevada, Anchor Coin, VLC of Nevada, Inc., and VLC, Inc., are each granted approval, pursuant to NGC Regulation 16.100(3), to guarantee securities issued by International Game Technology, and to hypothecate their assets to secure the payment or performance of any obligation evidenced by securities issued by International Game Technology, pursuant to any public offerings of International Game Technology previously approved by the Commission, or pursuant to a public offering made under the approval granted by Paragraph 3 of this Second Revised Order.

11. THAT this Second Revised Order shall become effective upon the completion and effectiveness of the Supplemental Merger Agreement, dated as of December 20, 2001, executed by and among International Game Technology, NAC Corporation and Anchor Gaming. If the Supplemental Merger Agreement is not completed and effective by Second Revised Order shall be rendered null and void and shall not become effective and the Revised Order of International Game Technology and Anchor Gaming, dated December 20, 2002, shall remain effective.

ENTERED at Carson City, Nevada, this 24th day of October 2002.