

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

INTERNATIONAL GAME TECHNOLOGY

(Delayed Public Offering) _____

REVISED ORDER

THIS MATTER came on regularly for hearing before the State Gaming Control Board (“Board”) on October 8, 2003, and before the Nevada Gaming Commission (“Commission”) on October 23, 2003, 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 applications of International Game Technology for (i) an amendment to its previously approved continuous or delayed public offering Order dated July 24, 2003, and (ii) approval to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Acres Gaming Incorporated in conjunction with a continuous or delayed public offering;

b. The application of Acres Gaming Incorporated for approval to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity

securities of AGI Distribution, Inc. in conjunction with a continuous or delayed public offering;
and,

c. The application of AGI Distribution, Inc. for approval to guarantee securities issued by International Game Technology or its Affiliate(s), in conjunction with a continuous or delayed public offering, and to hypothecate its assets to secure payment or performance of obligations evidenced by securities issued by International Game Technology or its Affiliate(s) in conjunction with a continuous or delayed public offering.

2. THAT for a period of twenty-one months, International Game Technology and its Affiliates 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 twenty-one month period, International Game Technology and its Affiliates 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.

3. 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 2(c) above.

4. THAT for a period of twenty-one 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, Acres Gaming Incorporated and Powerhouse Technologies, Inc., pursuant to a public offering made under the approval granted by Paragraph 2 of this Order.

5. THAT for a period of twenty-one 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 a public offering made under the approval granted by Paragraph 2 of this Order.

6. THAT for a period of twenty-one 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 a public offering made under the approval granted by Paragraph 2 of this Order.

7. THAT for a period of twenty-one months, Acres Gaming Incorporated 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 AGI Distribution, Inc., pursuant to a public offering made under the approval granted by Paragraph 2 of this Order.

8. THAT for a period of twenty-one months, IGT, Anchor Coin, Silicon Gaming – Nevada, VLC, Inc., AGI Distribution, Inc. and VLC of Nevada, Inc., are each granted approval, pursuant to NGC Regulation 16.100(3), to guarantee securities issued by International Game Technology or its Affiliate(s), pursuant to a public offering made under the approval granted by

Paragraph 2 of this Order, and to hypothecate their assets to secure the payment or performance of any obligation evidenced by securities issued by International Game Technology or its Affiliate(s), pursuant to a public offering made under the approval granted by Paragraph 2 of this Order.

ENTERED at Carson City, Nevada, this 23rd day of October 2003.