

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

INTERNATIONAL GAME TECHNOLOGY

(Registration)_____

TWENTY-SECOND REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board (“Board”) on January 12, 2011, and before the Nevada Gaming Commission (“Commission”) on January 27, 2011, 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 International Game Technology for (i) approval to pledge the equity securities of IGT to Wells Fargo Bank, N.A. in conjunction with Convertible Notes due 2014, Securities Designated Notes due 2019 and Securities Designated Notes due 2020, (ii) a waiver of the effectiveness of the time limitation of Commission action and (iii) an amendment to its Order of Registration.

2. THAT the Twenty-First Revised Order of Registration of International Game Technology, dated October 15, 2009, is hereby amended and restated, in its entirety, by this Twenty-Second Revised Order of Registration.

3. THAT International Game Technology is registered as a publicly traded corporation, and is found suitable as the sole shareholder of IGT.

4. THAT IGT is licensed as a manufacturer, a distributor, an operator of a slot machine route and an operator of a mobile gaming system, subject to such conditions or limitations as may be imposed by the Commission, is found suitable as a beneficial owner of Las Vegas Gaming, Inc., and IGT, dbat Reno Cannon International Airport, is licensed to conduct nonrestricted gaming operations (slot machines only) at 2000 East Plumb Lane, Reno, subject to such conditions or limitations as may be imposed by the Commission.

5. THAT International Game Technology is granted approval, pursuant to NRS 463.510(1) and NGC Regulation 8.030, to pledge the equity securities of IGT to Wells Fargo Bank, N.A., as Administrative Agent, in conjunction with a Second Amended and Restated Credit Agreement dated June 8, 2009, Convertible Notes due 2014, Securities Designated Notes due 2019 and Securities Designated Notes due 2020, provided that:

a. This approval is pursuant to the Pledge and Security Agreement between International Game Technology and Wells Fargo Bank, N.A., as amended, a fully executed copy of the agreement and any amendments thereto of which must be provided to the Board within ten (10) days of execution ("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 International Game Technology) and before any other resort to the collateral or other enforcement of the security interest in such securities may occur;

c. Pursuant to NGC Regulations 15.510.1-3 and 8.030(4)(a), the stock certificates of IGT, 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; and

d. For purposes of this approval to pledge the equity securities of IGT to Wells Fargo Bank, N.A., such approval is granted a waiver of the provisions of NGC Regulation 4.080 regarding the time limitation of Commission action effectiveness.

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 stock that is the subject of the pledge, or that change the identity of the Administrative Agent.

7. THAT in conjunction with the Credit Agreement dated July 1, 2004, as amended, ("Credit Agreement"), International Game Technology is granted approval, pursuant to NGC Regulation 15.510.1-4, to place restrictions upon the transfer of, and to enter into an agreement not to encumber, the equity securities of IGT.

8. THAT International Game Technology shall maintain its presently existing Gaming Compliance Plan ("Plan") for the purpose of, at a minimum, performing due diligence, determining the suitability of relationships with other entities and individuals, and to review and ensure compliance by International Game Technology, 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 jurisdictions in which International Game Technology, its subsidiaries and any affiliated entities operate. The Plan, any amendments thereto, and the members of the compliance committee, one such member who shall be independent and knowledgeable in the Act and Regulations, shall be administratively reviewed by the Chairman of the Board, or his designee. Furthermore, upon request of the Chairman of the Board, or his designee, International Game Technology,

shall amend the Plan, or any element thereof, and perform such duties as may be assigned by the Chairman of the Board, or his designee, related to a review of activities relevant to the continuing qualification of International Game Technology, under the provisions of the Act and Regulations.

9. THAT International Game Technology shall fund and maintain with the Board a revolving fund in the amount of \$25,000 for the purpose of funding investigative reviews by the Board for compliance with the provisions of this Order of Registration. 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 International Game Technology and its affiliated companies.

10. THAT pursuant to NRS 463.625, International Game Technology is exempted from compliance with NRS 463.585 through NRS 463.615, inclusive, and shall instead comply with NRS 463.635 through NRS 463.645, inclusive.

11. THAT International Game Technology is exempted from NGC Regulation 15 and shall instead comply with NGC Regulation 16.

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