

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

SCIENTIFIC GAMES CORPORATION

(Registration)_____

ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board (“Board”) on September 11, 2013, and before the Nevada Gaming Commission (“Commission”) on September 26, 2013, 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 Scientific Games Corporation for (i) registration as a publicly traded corporation, (ii) an acquisition of control of WMS Industries Inc. (iii) a finding of suitability as the sole shareholder of WMS Industries Inc., and (iv) approval to pledge the equity securities of WMS Industries Inc. and WMS Gaming Inc. to Bank of America, N.A., as Collateral Agent, in conjunction with a Credit Agreement, and

b. The application of Ronald Owen Perelman for a finding of suitability as a beneficial owner and controlling beneficial owner of Scientific Games Corporation.

2. THAT Scientific Games Corporation is registered as a publicly traded corporation, is approved, pursuant to NGC Regulation 16.200, to acquire control of WMS Industries Inc., and is found suitable as the sole shareholder of WMS Industries Inc.

3. THAT Ronald Owen Perelman is found suitable, pursuant to NRS 463.643 and NGC Regulation 16.400, as a beneficial owner and controlling beneficial owner of Scientific Games Corporation.

4. THAT WMS Industries Inc. is found suitable as the sole shareholder of WMS Gaming Inc.

5. THAT WMS Gaming Inc. is licensed as a manufacturer, a distributor, an operator of a slot machine route, an operator of an inter-casino linked system, a manufacturer of an interactive gaming system and an interactive gaming service provider, and is found suitable as a manufacturer of equipment associated with interactive gaming, subject to such conditions or limitations as may be imposed by the Commission.

6. THAT Scientific Games Corporation is granted approval, pursuant to NRS 463.510(1) and NGC Regulation 8.030 and 15.585.7-2, as applicable, to pledge the equity securities of WMS Industries Inc. and WMS Gaming Inc. to Bank of America, N.A., as Collateral Agent, in conjunction with a \$2.6 billion Credit Agreement, provided that:

a. This approval is pursuant to the Guarantee and Collateral Agreement in the form of the draft with Bank of America, N.A. dated August 26, 2013, ("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 Order of Registration. If the fully executed Pledge Agreement is not provided to the Board within such time period, unless administratively extended by the Chairman of the Board, the approval granted in this Paragraph of this 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

Scientific Games Corporation) 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 WMS Industries Inc. and WMS Gaming 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.

7. 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 Collateral Agent.

8. THAT Scientific Games Corporation shall establish and maintain a gaming compliance program 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 Scientific Games Corporation, 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 Scientific Games Corporation, its subsidiaries and any affiliated entities operate. The gaming compliance program, any amendments thereto, and the members of the compliance committee, one such member who shall be independent and knowledgeable of the Act and Regulations, shall be administratively reviewed and approved by the Chairman of the Board or his designee. Scientific Games Corporation, shall amend the gaming compliance program, 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 Scientific Games Corporation, under the provisions of the Act and Regulations.

9. THAT Scientific Games Corporation shall fund and maintain with the Board a revolving fund in the amount of \$50,000 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 Scientific Games Corporation its direct and indirect subsidiaries and any affiliated entities.

10. THAT, pursuant to NRS 463.625, Scientific Games Corporation is exempted from compliance with NRS 463.585 through 463.615, inclusive, and shall instead comply with NRS 463.635 through 463.645, inclusive.

11. THAT Scientific Games Corporation is exempted from NGC Regulation 15 and shall instead comply with the provisions of NGC Regulation 16.

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12. 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 26th day of September 2013.