

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of
SCIENTIFIC GAMES CORPORATION
(Delayed Public Offering)

ORDER

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 application of Scientific Games Corporation, for a three year approval of a continuous or delayed public offering by it or any affiliated company wholly-owned by it which is or would thereby become a publicly traded corporation (“Affiliate”), and
 - b. The application of WMS Gaming Inc. for approval to guarantee securities issued by Scientific Games Corporation, or its Affiliate(s) in conjunction with a continuous or delayed public offering, and to hypothecate its assets to secure the payment or performance of obligations evidenced by securities issued by Scientific Games Corporation, or its Affiliate(s) in

conjunction with public offerings made under the continuous or delayed public offering approval offering.

2. THAT for a period of three years, Scientific Games Corporation, and its Affiliate(s), are hereby granted approval, pursuant to NGC Regulation 16.115, to make public offerings, subject to the following conditions:

a. That at all times during the three-year period, Scientific Games Corporation, and its Affiliate(s), 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, Scientific Games Corporation, and its Affiliate(s), shall contemporaneously provide written notice and copies of such documents to the Board's Investigations Division - Corporate Securities Section ("Division"), and shall keep said Division continuously and promptly informed as to the progress of any public offering made hereunder; 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c. That the approval herein granted may be rescinded without prior notice upon the issuance of an interlocutory stop order by the Chairman of the Board.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 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 three years, WMS Gaming Inc. is granted approval, pursuant to NGC Regulation 16.100, to guarantee securities issued by Scientific Games Corporation or its Affiliate(s) pursuant to a public offering made under the approval granted by Paragraph 2 of this Order, and to hypothecate its assets to secure the payment or performance of obligations evidenced by securities issued by Scientific Games Corporation or its Affiliate(s) pursuant to a public offering made under the approval granted by Paragraph 2 of this Order.

ENTERED at Las Vegas, Nevada, this 26th day of September 2013.