

BEFORE THE NEVADA GAMING COMMISSION  
AND THE STATE GAMING CONTROL BOARD

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In the Matter of

MULTIMEDIA GAMES HOLDING COMPANY, INC.

(Registration)\_\_\_\_\_

ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board (“Board”) on September 8, 2011, and before the Nevada Gaming Commission (“Commission”) on September 22, 2011, in 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 Multimedia Games Holding Company, Inc. for (i) registration as a publicly traded corporation, (ii) a finding of suitability as the sole shareholder of Multimedia Games, Inc., (iii) approval to pledge the equity securities of Multimedia Games, Inc. to Comerica Bank, as Administrative Agent, in conjunction with an Amended and Restated Credit Agreement dated August 3, 2011, and (iv) approval to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Multimedia Games, Inc. in conjunction with an Amended and Restated Credit Agreement dated August 3, 2011, and

b. The application of Multimedia Games, Inc. for (i) licensure as a manufacturer and distributor.

2. THAT Multimedia Games Holding Company, Inc. is registered as a publicly traded corporation and is found suitable as the sole shareholder of Multimedia Games, Inc.

3. THAT Multimedia Games, Inc. is licensed as a manufacturer and distributor, subject to such conditions or limitations as may be imposed by the Commission.

4. THAT Multimedia Games Holding Company, Inc. is granted approval, pursuant to NRS 463.510(1) and NGC Regulation 8.030, to pledge the equity securities of Multimedia Games, Inc. to Comerica Bank, as Administrative Agent, in conjunction with an Amended and Restated Credit Agreement dated August 3, 2011, provided that:

a. This approval is pursuant to the Amended and Restated Security Agreement dated August 3, 2011 between Multimedia Games Holding Company, Inc. and Comerica Bank ("Security 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 Multimedia Games Holding Company, Inc.) 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 Multimedia Games, 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.

5. THAT in conjunction with the Amended and Restated Credit Agreement dated August 3, 2011, Multimedia Games Holding Company, Inc. 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 Multimedia Games, Inc.

6. THAT the Security 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 Security 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 Multimedia Games Holding Company, Inc., shall establish and maintain a gaming compliance program for the purpose of, at a minimum, reviewing Multimedia Games Holding Company, Inc.'s gaming operations, and to review and ensure compliance by Multimedia Games Holding Company, Inc., and 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 jurisdiction in which Multimedia Games Holding Company, Inc., its subsidiaries and any affiliated entities are involved in gaming operations. The gaming compliance program, any amendments thereto, and the members of the gaming compliance committee, one such member who shall be knowledgeable of the Act and Regulations, shall be administratively reviewed and approved by the Chairman of the Board or his designee. Multimedia Games Holding Company, Inc., shall amend the gaming compliance program, or any element thereof, and perform such duties as may be requested or assigned by the Chairman of the Board or his designee relating to a review of activities relevant to the continuing qualifications of Multimedia Games Holding Company, Inc., under the provisions of the Act and Regulations.

8. THAT Multimedia Games Holding Company, Inc. 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 Multimedia Games Holding Company, Inc. its subsidiaries and any affiliated entities.

9. THAT, pursuant to NRS 463.625, Multimedia Games Holding Company, Inc. is exempted from compliance with NRS 463.585 through 463.615, inclusive, and shall instead comply with NRS 463.635 through 463.645, inclusive.

10. THAT Multimedia Games Holding Company, Inc., is exempted from NGC Regulation 15 and shall instead comply with the provisions of NGC Regulation 16.

11. 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 22<sup>nd</sup> day of September 2011.