

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

MIKOHN GAMING CORPORATION

(Registration)_____

THIRD REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board (“Board”) on March 6, 2002, and before the Nevada Gaming Commission (“Commission”) on March 21, 2002, 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 Mikohn Gaming Corporation for (i) approval to pledge the equity securities of Mikohn Nevada to Firststar Bank, N.A., as Indenture Trustee, in conjunction with Senior Secured Notes due 2008 and to Foothill Capital Corporation, in conjunction with a Loan and Security Agreement, (ii) approval to place restrictions upon the transfer of, and enter into agreements not to encumber, the equity securities of Mikohn Nevada in conjunction with Senior Secured Notes due 2008 and a Loan and Security Agreement and (iii) an amendment to its Order of Registration.

2. THAT the Second Revised Order of Registration, dated March 19, 1998, is hereby amended and restated, in its entirety, by this Third Revised Order of Registration.

3. THAT Mikohn Gaming Corporation is registered as a publicly traded corporation and is found suitable as the sole shareholder of Mikohn Nevada.

4. THAT Mikohn Nevada is licensed as a manufacturer, distributor and operator of a slot machine route, subject to such conditions or limitations as may be imposed by the Commission.

5. THAT David John Thompson, Dennis Allen Garcia, Bruce Edgar Peterson and Terrance William Oliver are each found suitable, pursuant to NGC Regulation 16.400, as a controlling shareholder of Mikohn Gaming Corporation.

6. THAT Mikohn Gaming Corporation is granted approval, pursuant to NRS 463.510(1) and NGC Regulation 8.030, to pledge the common stock of Mikohn Nevada to Firststar Bank, N.A., as Indenture Trustee, in conjunction with the 11.875% Senior Secured Notes due 2008 and to Foothill Capital Corporation, in conjunction with a Loan and Security Agreement, dated February 14, 2002, ("Loan and Security Agreement") provided that:

a. This approval is pursuant to the fully executed Pledge and Security Agreement, dated August 22, 2001 ("Firststar Pledge Agreement") and the Stock Pledge and Security Agreement, dated February 14, 2002 ("Foothill 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 Mikohn Gaming 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 Mikohn Nevada 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 Firststar Pledge Agreement and the Foothill Pledge Agreement shall not be further 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 aforementioned Pledge Agreements that increase the number of shares of equity securities that are the subject of the pledge, or that change the identity of the secured party.

8. THAT in conjunction with the Firststar Pledge Agreement, the Foothill Pledge Agreement and the Loan and Security Agreement, Mikohn Gaming Corporation 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 Mikohn Nevada.

9. THAT Mikohn Gaming Corporation shall establish and maintain a 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 the compliance of Mikohn Gaming Corporation, and its subsidiaries and any affiliated entities, with the Nevada Gaming Control Act (the "Act"), as amended, and the Commission's Regulations (the "Regulations"), as amended, and the laws and regulations of any other jurisdiction in which Mikohn Gaming Corporation, its subsidiaries and any affiliated entities operate. The Plan, any amendments thereto, and the members of the gaming 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. Mikohn Gaming Corporation shall amend the Plan, 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 Mikohn Gaming Corporation under the provisions of the Act and Regulations.

10. THAT Mikohn Gaming Corporation shall fund and maintain with the Board a revolving fund in the amount of \$10,000 for the purpose of funding investigative reviews by the Board for compliance with the terms 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 Mikohn Gaming Corporation, its subsidiaries and any affiliated entities.

11. THAT, pursuant to NRS 463.625, Mikohn Gaming Corporation 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.

12. THAT Mikohn Gaming Corporation is exempted from NGC Regulation 15 and shall instead comply with provisions of NGC Regulation 16.

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

ENTERED at Las Vegas, Nevada, this 21st day of March 2002.