

BEFORE THE NEVADA GAMING COMMISSION  
AND THE STATE GAMING CONTROL BOARD

In the Matter of  
SILICON GAMING, INC.  
(Registration)

ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on June 5, 1996, and before the Nevada Gaming Commission ("Commission") on June 19, 1996, at Carson City, 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 Silicon Gaming, Inc. for registration as a publicly traded corporation, for a finding of suitability as the sole shareholder of Silicon Gaming-Nevada and for approval of a public offering;
  - b. The application of Robert Martin Fell for a finding of suitability as a controlling shareholder of Silicon Gaming, Inc.;

c. The application of Silicon Gaming-Nevada for licensure as a manufacturer, distributor and operator of a slot machine route and for a waiver of NGC Regulation 4.080(1), in conjunction with the application for licensure as an operator of a slot machine route.

2. THAT Silicon Gaming, Inc. is registered as a publicly traded corporation and is found suitable as the sole shareholder of Silicon Gaming-Nevada.

3. THAT Robert Martin Fell is found suitable, pursuant to NGC Regulation 16.400, as a controlling shareholder of Silicon Gaming, Inc.

4. THAT Silicon Gaming-Nevada is licensed as a manufacturer and distributor, subject to such conditions or limitations as may be imposed by the Commission.

5. THAT Silicon Gaming-Nevada is licensed as an operator of a slot machine route, provided, however, that such license shall not be issued, unless and until, the Chairman of the Board, or his designee, has determined that Silicon Nevada-Gaming has obtained firm commitments to place slot machines at three licensed locations, in accordance with NGC Regulation 4.030.1(b)(1).

6. THAT, pursuant to NGC Regulation 4.080(3), the time limitations provided in NGC Regulation 4.080(1) are, for a period of one year from the effective date of this Order, hereby waived specifically and only as they relate to Silicon Gaming-Nevada's compliance with the provisions of NGC Regulation 4.030.1(b)(1).

7. THAT Silicon Gaming, Inc. is granted approval pursuant to NGC Regulation 16.110, to make a public offering of up to 4,025,000 shares of its .001 par value common stock, as described in the Securities and Exchange