

BEFORE THE NEVADA GAMING COMMISSION  
AND THE STATE GAMING CONTROL BOARD

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

REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on April 1, 1998, and before the Nevada Gaming Commission ("Commission") on April 23, 1998, 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, of Silicon Gaming, Inc., have been filed:
  - a. The applications for an amendment to its Order of Registration and for approval of a public offering;
  - b. The application for approval to place restrictions upon the transfer of, and to enter into agreements not to encumber, the common stock of Silicon Gaming-Nevada;

c. The application for approval to pledge the common stock of Silicon Gaming-Nevada to Silicon Valley Bank in conjunction with a credit agreement; and

d. The application for approval to pledge the common stock of Silicon Gaming-Nevada to B III Capital Partners, L.P. in conjunction with the issuance of certain notes.

2. THAT the Order of Registration of Silicon Gaming, Inc., dated June 19, 1996, is hereby amended and restated, in its entirety, by this Revised Order of Registration.

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

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

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

6. THAT Silicon Gaming-Nevada is licensed as an operator of a slot machine route subject to such conditions or limitations as may be imposed by the Commission.

7. THAT Silicon Gaming, Inc. is granted approval, pursuant to NGC Regulation 16.110, to make a public offering of up to 375,000 shares of its .001 par value common stock in connection with the warrants issued in respect of the \$30,000,000 Principal Amount of Senior Discount Notes Due September 30, 2002, (the "Notes"), pursuant to and as described in the